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BYLAWS OF FLORIDA INDEPENDENT LIVING COUNCIL

3

A FLORIDA CORPORATION NOT FOR PROFIT

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Article One

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Name and Purpose

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Section One:

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The name of the corporation shall be The Florida Independent Living Council, Inc. (FILC) a not-for profit 501(c)(3) corporation established under the laws of the state of Florida hereinafter, referred to as the “Council”.

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Section Two: Purpose

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In accordance with The Rehabilitation Act of 1973 as amended, Title VII, Section 705 (the Act), the State shall establish a Statewide Independent Living Council (SILC) as the Florida Independent Living Council hereinafter, referred to as the “Council”. The Council will be guided by Roberts Rules of Order.

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The Council shall promote a philosophy of independent living including a philosophy of consumer control, peer support, self-help, self-determination, equal access, and individual and systems advocacy in order to maximize the leadership, empowerment, independence and productivity of individuals with disabilities and the integration and inclusion of people with disabilities into the mainstream of Florida and the United States.

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Article Two

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Membership

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Section One: Definition

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Members of the Council is defined as individuals responsible for the oversight and general management of the corporation, which includes the entire membership of the Council (voting and non-voting members).

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Voting

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The Council shall have one class of voting members, and no more than one membership may be held by any one person. The rights and privileges of all voting members shall be equal, with respect to matters of corporate business coming before the Council for determination. **Non-voting**

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In addition, the Council shall have ex-officio, non-voting members, consistent with the requirements of applicable law and regulations, including a non-voting representative (Ex-Officio) of the Division of Vocational Rehabilitation (DVR) and representatives from state agencies that provide services for individuals with disabilities as defined in Section 705 (2)(c).

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34 **Section Two: Composition and Number**

35 The Council shall to the best of its ability, choose individuals to reflect the cultural, geographical
36 and disability diversity of Florida’s population. The authorized number and composition of
37 Council members shall be in compliance with the most recent amendment under the applicable
38 State and Federal Laws.

39 **Section Three: Qualifications**

40 The Council shall be composed of the following representation:

- 41 1. Members who provide statewide representation;
- 42 2. Members who represent a broad range of people with disabilities;
- 43 3. Members who are knowledgeable about Centers for Independent Living and their
44 services;
- 45 4. Membership which reflects balanced geographical representation, diverse backgrounds,
46 and the full range of disabilities recognized under the Act including physical, mental,
47 cognitive, sensory disabilities as defined in 45 CFR 1329.4.
- 48 5. A majority of members (51%), who are people with significant disabilities, and a who are
49 not employed by any state agency or Center for Independent Living (CIL).

50 **Section Four: Appointment, Term and Responsibilities**

51 **Appointment**

52 All members shall be appointed by the Governor. The Council shall nominate new members
53 through a nomination process and make recommendation to the Governor.

54 Upon appointment by the Governor, each member is deemed a public official of the State of
55 Florida and is required to comply with the applicable laws governing public officers as set forth
56 in Ch. 112, Florida Statutes, as amended, including but not limited to, the Ethics Code for Public
57 Officers and Employees, § 112.311 et seq.

58 **Limitation of Liability**

59 No Council member shall be personally liable for any of the FILC’s debts, liabilities, or
60 obligations pursuant to Florida Statute Chapter 617.0834 or 617.07845. The FILC agrees to
61 indemnify Council members in any claims asserted against them, including cost of defending
62 against such claims. It is specifically noted that such insurance shall not indemnify the Council
63 members from any action or omission of the member that was unlawful, intentional or
64 unintentional, such as a violation of criminal law, a transaction from which the member derived
65 an improper personal benefit, directly or indirectly, and recklessness and an act of omission that
66 was conducted in bad faith or malicious purpose or in a manner exhibiting wonton and willful
67 disregard of human rights, safety, or property.

68 **Term**

69 The members shall be appointed for a three-year staggered term. No member of the Council may
70 serve more than two consecutive full three-year terms.

71 **Responsibilities**

72 The Council shall:

- 73 1. Establish a State Plan for Independent Living (SPIL) in partnership with the Designated
74 State Entity (DSE) and the CILs;
- 75 2. Provide systemic advocacy to ensure accessibility, participation, and inclusion for people
76 with disabilities;
- 77 3. Monitor, review, and evaluate the implementation of the state plan;
- 78 4. Ensure that all regularly scheduled meetings are open to the public and sufficient advance
79 notice is given;
- 80 5. Coordinate activities with CILs, other related disability Councils, state entities, advisory
81 boards and organizations;
- 82 6. Hold public forums as necessary to carry out the duties of the Council;
- 83 7. Promote the development and expansion of independent living;
- 84 8. Increase awareness and provide education, outreach and support.

85 **Section Five: Attendance**

86 Members are required to attend all scheduled FILC quarterly meetings, in addition to Committee,
87 Taskforce, Workgroup and Ad Hoc meetings as assigned. If a member cannot attend a meeting,
88 prior notice must be communicated to the Executive Director a minimum of 48 hours prior to the
89 meeting. A member's participation in a meeting via telephone, real-time, video-conferencing, or
90 similar real-time electronic or video communication counts towards a quorum, and such members
91 may vote as if physically present.

92 An excused absence is defined as including but not limited to an Act of God, illness, death, or an
93 employment obligation, at the discretion of the Chair of the Council. An unexcused absence is
94 defined as an absence without 48 hours' notice. Exceptions will be made in cases of emergency.

95 **Section Six: Reappointment, Termination, Transfer.**

96 **Reappointment**

97 Members having served less than two (2) full consecutive three-year terms shall be eligible for
98 reappointment. No member of the Council may serve more than two (2) consecutive full three-
99 year terms. A member who has voluntarily resigned may reapply to the Council using the
100 established application and appointment process. If the member has previously completed two
101 consecutive terms, he/she must wait at least one year before reapplying.

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103 **Termination**

104 Membership shall terminate on the resignation or death of a member, or on a member's dismissal
105 for failure to comply with the obligations required in these Bylaws, the Articles of Incorporation,
106 State and Federal laws and the policies and procedures of the Council. Any member may resign

107 by providing verbal, written, or electronic notice to the Chair and/or Executive Director of the
108 Council. This notice will be shared with the Governor of the State of Florida. The Council may
109 determine, by vote of a super majority (two-thirds) to remove a member because their action(s)
110 is/are not in the best interest of the Council. Removal from the Council can occur as a result of
111 but not limited to: two (2) unexcused absences at full Council meetings, violation(s) of conflict of
112 interest, violation(s) of confidentiality, contacting outside parties to disparage the agency, Council
113 members or staff members or intentional violation(s) of the Sunshine Law.

114 **Transfer**

115 Membership in the Council is nontransferable.

116 **Vacancies**

117 Any vacancy occurring in the membership of the Council shall be filled for the duration of the
118 vacant term using the same existing application and appointment process. Any member filling a
119 vacancy shall be eligible to also serve two consecutive full terms following the completion of the
120 vacant term. The vacancy shall not affect the power or ability of the remaining members to
121 execute the duties of the Council.

122 **Section Seven: Conflict of Interest**

- 123 1. In order to review and manage, if possible, any conflict of interest in relation to FILC
124 business, each Council member shall annually submit a Conflict of Interest Disclosure
125 Form (the “disclosure form”) (attached to these Bylaws) to the Executive Director no
126 later than September 30th of each year The definition of conflict of interest shall include,
127 but not limited to, any action or omission of the member that was unlawful, intentional or
128 unintentional, such as a violation of criminal law, a transaction from which the member
129 derived an improper personal benefit, directly or indirectly, and recklessness and an act
130 of omission that was conducted in bad faith or malicious purpose or in a manner
131 exhibiting wonton and willful disregard of human rights, safety, or property.
- 132 2. Council members shall promptly provide an updated disclosure form, (hereinafter
133 referred to as “the form” to the Executive Director for any conflict of interest that arises
134 after, or that the Council member learns of after, he/she has submitted the annual form. If
135 any disclosure form includes a conflict of interest, the Executive Director shall bring the
136 same to the attention of the Chair of the Council. As it relates to the disclosure of the
137 Chair, the Vice-Chair of the Council, may review such disclosure(s) and determine if the
138 conflict warrants any action to manage the conflict (such as recusal of the affected
139 member from voting on any items or other appropriate action), or if the conflict is such
140 that the member cannot continue to serve on the Council.
- 141 3. A Council member shall be disqualified from voting on any issue in which he/she or any
142 member of his/her family has a financial or personal interest, whether of a direct or
143 indirect nature. It shall be the duty of a Council member to disclose to the Council any
144 and all such interests prior to any vote being taken on the matter in question. This
145 provision shall have liberal application so that all conflict of interest actual or potential
146 are avoided, as well as an appearance of impropriety in any action taken by the Council.

- 147 4. Any member conducting trainings, speeches, or other activities representing FILC shall
148 have all honorariums or fees tendered directly to the Council. Reimbursement for
149 expenses incurred by Council member(s) shall not be considered an honorarium, and
150 reimbursement for these expenses must be sought from the entity requesting the service.
- 151 5. No member of the Council may utilize FILC staff for personal business.
- 152 6. If a Council member or employee fails to report a potential or actual conflict of interest,
153 the council shall take action to assure the conflict does not affect the decision-making of
154 the council. An Executive Session will be scheduled to review and to determine if
155 conflict of interest needs further action. Further action shall be determined by Full
156 Council as outlined in disclosure form.

157 Conflict Defined.

- 158 7. A conflict of interest may exist when the interests or activities of any council member,
159 may be seen as competing with the interests or activities of FILC or when a council
160 member derives a financial or other material gain as a result of a direct or indirect
161 relationship. (See Conflict of Interest Policy)

162 Disclosure Required.

- 163 8. All possible conflict(s) of interest shall be disclosed as promptly as possible to the
164 Executive Director by the person concerned. The Council shall be advised of all reports
165 of possible conflict(s) of interest, and their disposition, at its next regular meeting.

166 Abstinance from Vote.

- 167 9. When any conflict of interest is relevant to a matter requiring action by the Council, the
168 interested person shall call it to the attention of the Council or its appropriate Committee.
169 Such person shall not vote on the matter; provided, however, any Council member
170 disclosing a possible conflict of interest may be counted in determining the presence of a
171 quorum at a meeting of the Council or Committee.

172 Confidentiality.

173 Council members must observe, respect, and maintain confidentiality with respect to
174 information obtained in their role as Council members involving FILC matters or any
175 other information, which is considered confidential by law, Council policy, or Council
176 agreement during discussion. Council members may choose to not participate in
177 discussion, or to even leave a Council meeting temporarily, to avoid exposure to
178 information which they believe may place them in a conflict situation, but no such
179 measure eliminates or mitigates the Council members obligation to maintain the
180 confidentiality of information. All Council members must sign a non-disclosure
181 agreement.

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183 **Section Eight: Compensation**

184 Council members shall serve on a voluntary basis and shall receive neither a salary nor any
185 reimbursement for their services. Council members are entitled to per diem, travel expenses, and
186 other reasonable reimbursement for required attendance at Council meetings and other required
187 participation in Council work in accordance with policies adopted by the corporation. Council
188 members are also entitled to expenses for reasonable accommodations needed by members during
189 attendance of meetings and conferences in which they represent the Council.

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191 **Article Three**
192 **Meetings of Members**

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194 **Section One: Annual Meeting**

195 An annual meeting of members shall be held prior to October 1st of each year. Duties that shall be
196 completed at the annual meeting shall be the election of officers, and any key business that furthers
197 the mission of the Council.

198 **Section Two: Special Meetings**

199 Any Council member may request a special meeting through communication with the Executive
200 Director. Special meetings may be called by the Chair, in consultation with the Executive
201 Director. The request for such a meeting shall indicate the reason and specific business to be
202 conducted at the meeting.

203 **Section Three: Executive Session**

204 Executive Session meetings should be rare and only take place to discuss confidential SILC
205 issues such as but not limited to conflict of interest concerns and staffing. As defined in the State
206 Independent Living Council Indicators and Assurances. Section 1 (E) (i)

207 **Section Four: Notice of Meetings**

208 . Advance notice of SILC meetings to Council members and members of the public are made in
209 compliance with State and federal law and 45CFR 1329, 15(3) and in accordance with Florida’s
210 Sunshine Law Chapter 286 of the Florida Statutes. Notices are posted in Florida’s Administrative
211 Register and on floridasilc.org

212 **Section Five: Quorum**

213 A quorum is defined as 51% of the voting members of the Council. A member’s participation in
214 a meeting via telephone, real-time, video-conferencing, or similar real-time electronic or video
215 communication counts towards a quorum, and such members may vote as if physically present.
216 If a quorum is not present at any meeting, then a majority of those present may adjourn the
217 meeting.

218 **Section Six: Compliance with Laws**

219 Notwithstanding anything herein to the contrary, in the event any provisions of Florida State and
220 Federal Law are deemed to apply to this organization and Council Members from time to time

221 (such as the “Florida Government in the Sunshine Law”), which conflict with the provisions of
222 these Bylaws, then the provision of such laws shall govern.

223 **Article Four**
224 **Officers**

225 **Section One: Designation of Officers**

226 The officers of the corporation shall be a Chair, Vice-Chair, and a Treasurer/Secretary.

227 **Section Two: Election and Term of Office**

228 The officers of this corporation shall be elected annually for a one-year term by the Council
229 members at the annual meeting. An officer, if elected, may succeed her/himself in that office for
230 one additional term. In an emergency situation, when the Council is unable to conduct its annual
231 meeting, each officer shall hold office until his/her successor has been duly elected, unless his/her
232 term on the Council expires.

233 **Section Three: Vacancies**

234 Upon the occurrence of a vacancy of any officer, whether due to death, resignation, removal,
235 disqualification, or otherwise, the Council shall schedule, at the next meeting of the full Council,
236 an election to fill said vacancy for the remainder of the vacant officer’s term.

237 **Section Four: Chair**

238 At each annual meeting, the Council shall elect a Chair. The Chair shall preside at all meetings of
239 the Full Council and Executive Committee meetings including Executive Sessions to assure all
240 actions and decisions of the Council are carried into effect. The Chair shall keep the Council
241 fully apprised of all matters affecting FILC.

242 **Section Five: Vice-Chair**

243 The Vice-Chair shall perform additional duties assigned to him/her by the Chair or by the
244 Council. In the absence of the Chair or in the event of the Chair’s inability or refusal to act, the
245 Vice-Chair shall perform the duties of the Chair and shall have all of the powers of the Chair.

246 **Section Six: Treasurer/Secretary**

247 The Treasurer/Secretary shall fulfill the duties of both the Treasurer/Secretary and shall Chair the
248 Finance Committee and work with the Executive Director and CPA to review the funds of the
249 corporation, develop the Annual Operating Budget and present to the Council. The
250 Treasurer/Secretary shall preside at meetings upon the inability of the Chair, Vice-Chair to
251 preside.

252 The Treasurer/Secretary shall keep, or cause to be kept, the minutes of all meetings and assure
253 that all notices are duly given in accordance with these Bylaws or as required by law.

254 **Section Seven: Committees**

255 Each committee shall be comprised of an uneven number of members. In addition to Council
256 members, Committee membership may include non-Council members with desired expertise in
257 specific areas. When serving as an appointed member of a standing Committee, non-voting
258 members of the Council and Non-Council members shall have voting rights in regard to the
259 Committee’s business. Ad Hoc Committees, Task Force and Workgroups may be established by
260 the Council as needed.

261 **Standing Committees.**

262 The Council shall have the following standing Committees:

- 263 (1) Executive Committee,
- 264 (2) Finance Committee,
- 265 (3) Public Policy & Advocacy Committee,
- 266 (4) Youth Committee, and
- 267 (5) State Plan for Independent Living (SPIL) Committee.

268 Membership of the Committees shall be obtained by (1) Council members volunteering, and (2)
269 appointment by the Chair. The chairs of the Executive and Finance Committee shall be chaired
270 by the Chair and Treasurer/Secretary respectively. The remaining standing Committees must be
271 chaired by an appointed Council member that is selected from within the Committee.

- 272 1. The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer/Secretary, and
273 the elected representative from the Network of Centers (NOC). The Executive Committee
274 shall meet as deemed necessary. It shall act as an advisor to the Chair and shall conduct
275 the affairs of the Council between full Council meetings as directed by the Council. The
276 Executive Committee shall review Personnel Policies and Procedures every three years and
277 make recommendations for consideration and approval by the Council. The Executive
278 Committee shall conduct an Annual Performance Review of the Executive Director and
279 present to the Council for approval.
- 280 2. The Finance Committee shall develop recommendations for the corporation’s annual
281 operating budget to be approved by the Council at the annual meeting. The Finance
282 Committee shall receive, review, and provide feedback of the financial review prior to
283 general distribution.
- 284 3. The Advocacy & Policy Committee shall be responsible for identifying, tracking,
285 educating Council members, elected officials, and community partners on the priorities of
286 the Council, including those listed in the State Plan for Independent Living (SPIL).
- 287 4. The Youth Committee is standing committee representing the FILC commitment to youth
288 initiatives. The youth committee shall be responsible for ensuring objectives and
289 activities under goal one of the SPIL are being met. Tasks include, but are not limited to,
290 reviewing YLF pre/post data, assisting in increasing awareness and access to resources
291 for youth with disabilities, and developing outreach for CILs to reach youth consumers.
292 The committee shall consist of One FILC Council Member, Two Youth Leadership

293 Forum Alumni, One Youth Coordinator from a CIL and Two Youth Consumers from
294 CILs in Florida.

295 5. The SPIL Committee shall be responsible for the creation, implementation, monitoring,
296 and reporting of the State Plan. Ad Hoc Committees Task Forces, or Workgroups may
297 be used for specific activities related to the State Plan.

298 **Section Eight: Quorum**

299 A quorum is defined as 51% of the voting members of the Committee. A member's participation
300 in a Committee meeting via telephone, real-time, video-conferencing, or similar real-time
301 electronic or video communication counts towards a quorum, and such member(s) may vote as if
302 physically present. If a quorum is not present at any meeting, then a majority of those present
303 may adjourn the meeting.

304 **Article Five**
305 **Executive Director**

306 The Council is hereby empowered to employ the Executive Director to be responsible for the day
307 to day operations of the Corporation and carrying out the policies and directives of the Council.
308 The Executive Director shall be an ex-officio non-voting member of the Council and all
309 Committees of the organization. The Executive Director shall provide staff support to the
310 Council, its Committees, and is the only staff person who has direct responsibility to the Council.
311 The Council shall appoint an acting Executive Director if position is vacant.
312 All other staff are accountable to the Executive Director.

313 **Article Six**
314 **Miscellaneous**

315 **Section One: Fiscal Year**

316 The fiscal year of the corporation shall begin on the first day of October and end on the last day
317 of September in each year.

318 **Section Two: Bonding**

319 The Council may require the Treasurer/Secretary and the Executive Director or any other officer
320 or employee of the corporation to give a bond for the faithful surety or sureties as the Council
321 shall determine. The corporation shall pay the premiums required for such bonds.

322 **Section Three: Amendments**

323 The Bylaws of this corporation may be amended, repealed, or adopted by the vote of super-
324 majority (two-thirds) of the members entitled to vote.

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Section Four: Dissolution

The Council will follow the provisions of Florida Statute 617.1402 in the practice of dissolution.
In the event of the dissolution of the corporation for any reason, all assets remaining after all liabilities have been met shall be distributed to the State of Florida.

Effective Date 8th day of September 2021


[Donatu Moran III \(Sep 14, 2021 13:31 EDT\)](#)

Signature






Bylaws Approved 9-8-21

Final Audit Report

2021-09-14

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