BYLAWS OF FLORIDA INDEPENDENT LIVING COUNCIL
A FLORIDA CORPORATION NOT FOR PROFIT

Article One
Name and Purpose

Section One:
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”.

Section Two: Purpose
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.

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.

Article Two
Membership

Section One: Definition
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).

Voting
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

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).
Section Two: Composition and Number
The Council shall to the best of its ability, choose individuals to reflect the cultural, geographical and disability diversity of Florida’s population. The authorized number and composition of Council members shall be in compliance with the most recent amendment under the applicable State and Federal Laws.

Section Three: Qualifications
The Council shall be composed of the following representation:
1. Members who provide statewide representation;
2. Members who represent a broad range of people with disabilities;
3. Members who are knowledgeable about Centers for Independent Living and their services;
4. Membership which reflects balanced geographical representation, diverse backgrounds, and the full range of disabilities recognized under the Act including physical, mental, cognitive, sensory disabilities as defined in 45 CFR 1329.4.
5. A majority of members (51%), who are people with significant disabilities, and a who are not employed by any state agency or Center for Independent Living (CIL).

Section Four: Appointment, Term and Responsibilities
Appointment
All members shall be appointed by the Governor. The Council shall nominate new members through a nomination process and make recommendation to the Governor.

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

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

The Council shall:

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

Section Five: Attendance

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

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

Section Six: Reappointment, Termination, Transfer.

Reappointment

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

Termination

Membership shall terminate on the resignation or death of a member, or on a member’s dismissal for failure to comply with the obligations required in these Bylaws, the Articles of Incorporation, State and Federal laws and the policies and procedures of the Council. Any member may resign...
by providing verbal, written, or electronic notice to the Chair and/or Executive Director of the Council. This notice will be shared with the Governor of the State of Florida. The Council may determine, by vote of a super majority (two-thirds) to remove a member because their action(s) is/are not in the best interest of the Council. Removal from the Council can occur as a result of but not limited to: two (2) unexcused absences at full Council meetings, violation(s) of conflict of interest, violation(s) of confidentiality, contacting outside parties to disparage the agency, Council members or staff members or intentional violation(s) of the Sunshine Law.

Transfer

Membership in the Council is nontransferable.

Vacancies

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

Section Seven: Conflict of Interest

1. In order to review and manage, if possible, any conflict of interest in relation to FILC business, each Council member shall annually submit a Conflict of Interest Disclosure Form (the “disclosure form”) (attached to these Bylaws) to the Executive Director no later than September 30th of each year. The definition of conflict of interest shall include, but not limited to, any action or omission of the member that was unlawful, intentional or unintentional, such as a violation of criminal law, a transaction from which the member derived an improper personal benefit, directly or indirectly, and recklessness and an act of omission that was conducted in bad faith or malicious purpose or in a manner exhibiting wonton and willful disregard of human rights, safety, or property.

2. Council members shall promptly provide an updated disclosure form, (hereinafter referred to as “the form”) to the Executive Director for any conflict of interest that arises after, or that the Council member learns of after, he/she has submitted the annual form. If any disclosure form includes a conflict of interest, the Executive Director shall bring the same to the attention of the Chair of the Council. As it relates to the disclosure of the Chair, the Vice-Chair of the Council, may review such disclosure(s) and determine if the conflict warrants any action to manage the conflict (such as recusal of the affected member from voting on any items or other appropriate action), or if the conflict is such that the member cannot continue to serve on the Council.

3. A Council member shall be disqualified from voting on any issue in which he/she or any member of his/her family has a financial or personal interest, whether of a direct or indirect nature. It shall be the duty of a Council member to disclose to the Council any and all such interests prior to any vote being taken on the matter in question. This provision shall have liberal application so that all conflict of interest actual or potential are avoided, as well as an appearance of impropriety in any action taken by the Council.

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4. Any member conducting trainings, speeches, or other activities representing FILC shall have all honorariums or fees tendered directly to the Council. Reimbursement for expenses incurred by Council member(s) shall not be considered an honorarium, and reimbursement for these expenses must be sought from the entity requesting the service.

5. No member of the Council may utilize FILC staff for personal business.

6. If a Council member or employee fails to report a potential or actual conflict of interest, the council shall take action to assure the conflict does not affect the decision-making of the council. An Executive Session will be scheduled to review and to determine if conflict of interest needs further action. Further action shall be determined by Full Council as outlined in disclosure form.

Conflict Defined.

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

Disclosure Required.

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

Abstinence from Vote.

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

Confidentiality.

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

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

Article Three
Meetings of Members

Section One: Annual Meeting
An annual meeting of members shall be held prior to October 1st of each year. Duties that shall be completed at the annual meeting shall be the election of officers, and any key business that furthers the mission of the Council.

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

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

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

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

Section Six: Compliance with Laws
Notwithstanding anything herein to the contrary, in the event any provisions of Florida State and Federal Law are deemed to apply to this organization and Council Members from time to time
(such as the “Florida Government in the Sunshine Law”), which conflict with the provisions of these Bylaws, then the provision of such laws shall govern.

**Article Four**

**Officers**

**Section One: Designation of Officers**

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

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

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

**Section Three: Vacancies**

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

**Section Four: Chair**

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

**Section Five: Vice-Chair**

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

**Section Six: Treasurer/Secretary**

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

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

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

Standing Committees.

The Council shall have the following standing Committees:

1. Executive Committee,
2. Finance Committee,
3. Public Policy & Advocacy Committee,
4. Youth Committee, and

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

1. The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer/Secretary, and the elected representative from the Network of Centers (NOC). The Executive Committee shall meet as deemed necessary. It shall act as an advisor to the Chair and shall conduct the affairs of the Council between full Council meetings as directed by the Council. The Executive Committee shall review Personnel Policies and Procedures every three years and make recommendations for consideration and approval by the Council. The Executive Committee shall conduct an Annual Performance Review of the Executive Director and present to the Council for approval.

2. The Finance Committee shall develop recommendations for the corporation’s annual operating budget to be approved by the Council at the annual meeting. The Finance Committee shall receive, review, and provide feedback of the financial review prior to general distribution.

3. The Advocacy & Policy Committee shall be responsible for identifying, tracking, educating Council members, elected officials, and community partners on the priorities of the Council, including those listed in the State Plan for Independent Living (SPIL).

4. The Youth Committee is standing committee representing the FILC commitment to youth initiatives. The youth committee shall be responsible for ensuring objectives and activities under goal one of the SPIL are being met. Tasks include, but are not limited to, reviewing YLF pre/post data, assisting in increasing awareness and access to resources for youth with disabilities, and developing outreach for CILs to reach youth consumers. The committee shall consist of One FILC Council Member, Two Youth Leadership
Section Eight: Quorum

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

Article Five
Executive Director

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

Article Six
Miscellaneous

Section One: Fiscal Year
The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

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

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

Signature

Donald Moran III (Sep 14, 2021 13:31 EDT)
Bylaws Approved 9-8-21

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