

**BYLAWS
OF THE
FLORIDA DEVELOPMENTAL DISABILITIES COUNCIL, INC.**

ARTICLE I: Title

The name of this body is the Florida Developmental Disabilities Council, Inc. (herein and after referred to as the "Council"), established with respect to the state's participation in the Developmental Disabilities Program in accordance with the provisions of the Developmental Disabilities Assistance and Bill of Rights Act, P.L.106-402 Final Rule, 45 CFR Part 1386 (42 U.S.C. 15001, et. seq.), and subsequent federal laws and regulations.

ARTICLE II: Purpose

- A. The purpose of the Council is to engage in advocacy, capacity building, and systemic change activities that contribute to a coordinated, consumer- and family-centered, consumer- and family-directed, comprehensive system of community services and individualized supports that enable individuals with developmental disabilities to exercise self-determination, be independent, be productive, and be integrated and included in all facets of community life. To this purpose, the duties of the Council are:
1. To advocate on behalf of persons with developmental disabilities.
 2. To advise the executive and legislative branches of government and the private sector on programs, policies, and proposed legislation pertaining to current and potential services for persons with developmental disabilities and their families.
 3. To review and comment on proposed legislation, rules, operating policies, and plans relating to services and programs for persons with developmental disabilities, including, but not limited to, the development of such proposals by all departments and agencies of state government.
 4. To assess, review, and monitor the services and programs being provided for persons with developmental disabilities consistent with the Developmental Disabilities Assistance and Bill of Rights Act.
 5. To develop, prepare, adopt, review annually, and revise as necessary a state plan prescribing a program that meets the needs of persons with developmental disabilities and their families.
 6. To coordinate and cooperate with agencies responsible for the provision of services to this population and to advise such agencies about the developmental disabilities program goals, objectives and priorities as established in the state plan.
 7. To carry out the functions and to assume the responsibilities outlined within laws and regulations pertaining to persons with developmental disabilities.

ARTICLE III: Membership

- A. The Council shall be composed of at least twenty-nine (29) members appointed by the Governor to serve as prescribed by the laws and regulations authorizing the Council.
1. The Council shall at all times include in its membership representatives as required by state and federal law.
 2. The membership of the Council shall be geographically representative of the state and reflect the diversity of the State with respect to race and ethnicity.
- B. Representation of Individuals with Developmental Disabilities
1. At least 60% of the membership of the Council shall consist of persons who are: (a) persons with developmental disabilities or (b) parents or guardians of a child with developmental disabilities or (c) immediate relatives or guardians of an adult with developmental disabilities who cannot advocate for him/herself.
 2. Of the members of the Council described in paragraph B1: (a) one-third (1/3) shall be persons with developmental disabilities; (b) one-third (1/3) shall be individuals described in B1(b) and (c); and (c) one-third (1/3) shall be a combination of individuals described in paragraph B1, with at least one (1) such member who shall be an immediate relative or guardian of an institutionalized or previously institutionalized person with a developmental disability.
 3. Members in this paragraph (B) shall not be employees of a State agency that receives funds or provides services with federal funds from the Developmental Disabilities Act, nor managing employees of any other entity that receives funds or provides services under the Act, nor persons with an ownership or control interest with respect to such an entity.
- C. The Council must include in its membership representatives of relevant state entities, including:
1. The principal state agencies that administer funds under the Rehabilitation Act of 1973, Individuals with Disabilities Education Act, Older American Act and Titles V and XIX of the Social Security Act.

These representatives must have sufficient authority to engage in policy planning and implementation on behalf of their agency.

If the gubernatorial appointed representative from a principal state agency is the agency director, an appointed designee who can vote in his/her absence is permitted. Principal state agency representatives may be the gubernatorial appointed state agency director or his/her appointed designee, but not both. Should the gubernatorial-appointed state agency director wish to appoint a designee to act on his/her behalf, he/she must submit a letter to the Executive Director with the name and title of the

designee. The conditions of designation include the mutual approval of the state agency director and the Council's Executive Committee.

An appointed designee will have the rights and responsibilities of a Council member as long as there is a current letter on file.

The principal state agency representative, whether the director or designee, must demonstrate a commitment to attend Council meetings consistently and to report on agency and Council activities.

2. The University Centers for Excellence in Developmental Disabilities Education, Research, and Service.
3. The State protection and advocacy system.
4. Representatives of local and nongovernmental agencies, and private nonprofit groups concerned with services for individuals with developmental disabilities.

D. Membership on the Council shall be by appointment by the Governor for a four (4) year term.

1. A member may be re-appointed to a second successive term. Time served through appointment to the unexpired term of another member does not count toward the original appointment. At least three (3) months prior to the expiration of a Council member's term of appointment, the Leadership Development Committee will submit to the Executive Committee and the full Council a list of all such members who are eligible for reappointment with recommendations.

The full Council will forward recommendations for reappointment to the Governor for consideration.

2. A vacancy created when a Council member has failed to fulfill the attendance requirements as provided in Article III, Section G, or is removed for cause will be recognized immediately and will not be counted toward quorum until the Governor appoints a new member to fill the vacancy.

A vacancy created when a Council member resigns is recognized as of the date of resignation (determined by the date the Council chairperson or Executive Director receives the letter of resignation) and will not be counted toward quorum until the Governor appoints a new member to fill the vacancy.

If not otherwise removed for cause, failure to fulfill the attendance requirement or by resignation, members continue to serve until replaced by the Governor.

E. All vacancies shall be filled for the unexpired term by appointment by the Governor. Nominations to fill vacancies, including those resulting from completion of designated terms of membership, shall be made in the following manner:

1. Government agency representatives: The Council's Leadership Development Committee shall request, from the particular state agency affected, the identification of an appropriate replacement capable of effectively discharging the duties of the former member as established under the Bylaws, the state plan, and the regulations pertaining to the developmental disabilities program.
 2. Non-governmental and consumer representatives' recommendations shall be solicited from appropriate private and consumer agencies, the Council's task forces and other interested parties for review by the Council's Leadership Development Committee. The full Council will forward recommendations to the Governor for consideration.
- F. Members are expected to attend meetings. They shall notify the executive director or Council chairperson immediately or at least two (2) work days prior to the meeting of any necessary absence. Due to the complexity of matters discussed, physical attendance at meetings is crucial. In extraordinary circumstances such as a medical emergency or a natural disaster, members may be permitted to participate in a quarterly meeting by conference call with the prior approval of the executive director and Council chairperson.

Should such a circumstance arise, the member must contact the executive director immediately to request this option. The executive director and the Council chairperson both need to approve the request. The Executive Committee will review any incidences of a member's repeated use of this option. Any member participating by conference call will be counted as present for attendance purposes, but will not count toward quorum and will not be allowed to vote.

- G. The Governor may remove any member of the Council from office for cause. If a member is absent from two (2) regularly scheduled full Council standing committee meetings, or task force meetings with no prior notice of their absence or three (3) regularly scheduled full Council, standing committee meetings, or task force meetings with prior notice of their absence within a fiscal year, his/her membership will be reviewed by the Executive Committee at a regular or specially called Executive Committee meeting; and shall be placed on the agenda of the Executive Committee meeting by the chairperson after at least ten (10) days prior written notice is given to the Council member. If a member violates the Council by-laws or Code of Conduct or takes other actions to the detriment of the Council and/or the mission of the Council, his/her membership will be reviewed by the Executive Committee at a regular or specially called Executive Committee meeting; and shall be placed on the agenda of the Executive Committee meeting by the chairperson after at least ten (10) days prior written notice is given to the Council member.

If the Executive Committee votes to recommend termination of membership for cause, a letter conveying this recommendation shall be forwarded to the Governor unless the Council member shall, within fifteen (15) days after the vote of the Executive Committee, write a written request to the chairperson for a full hearing by the Council. If this request is made the matter shall be placed on the Council agenda and heard at the next regularly scheduled Council meeting or, at the option of the Council chairperson, at any specially called Council meeting.

If the Council votes to recommend termination of membership for cause, a letter conveying this recommendation shall then be forwarded to the Governor which shall explain cause for the Governor's action.

- H. Any member desiring to resign from the Council shall submit his or her resignation in writing to the chairperson or the Executive Director of the Council who will forward a copy to the Governor.
- I. No Council member or member of a task force may receive a direct financial benefit from his or her membership on the Council.

No Council or task force member shall provide any goods, services or representation to the Council for compensation during the term of the member's appointment and for a period of one (1) year following the conclusion of the member's service on the Council.

- J. Nothing in this provision shall be seen as authorizing an override that would be in contravention to federal laws or regulations relating to conflicts of interest.

Council and Task Force members shall avoid conflicts of interest or potential conflicts of interest in regard to Council activities.

In order to avoid conflicts of interest, members must adhere to the following requirements:

1. A member may not accept anything that would improperly influence his/her decision, vote or action. No member or relative of a member shall solicit or accept anything of value to the recipient, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the vote, official action, or judgment of the member would be influenced thereby or, with the exercise of reasonable care, that the recipient should know was given to influence a vote or other action.
2. No member shall use or attempt to use his or her Council position or any property or resource which may be within his or her trust, or perform his or her official duties, in order to secure a special privilege, benefit or exemption for himself, herself, or others.
3. A member, relative or associate may not directly or indirectly accept, take, seek or solicit anything of economic value (such as a gift, gratuity or favor) that is intended to influence his/her decision, vote or action in matters relating to the activities of the Council.
4. Members may not disclose or use information not available to the general public and gained by reason of their Council activities for personal gain or benefit or for the personal gain or benefit of any other person or business entity.
5. No member shall use a portion of his or her salary as a match for a grant or a contract.
6. Members shall disclose in writing opportunities for employment, income or honoraria that result from a relationship with an awardee/grantee/contractor.

7. A member shall not monitor a project where he or she has a direct or indirect financial interest.

K. A conflict of interest exists when

- a) a member has a personal interest that impairs the independence of his or her judgment to the point that it tends to lead to the disregard of his or her public duty or interest
and/or
- b) a member fails to adhere to the requirements set forth in Section J of this provision.

Should a conflict of interest arise, a member must recuse him or herself from any discussion, deliberation, and/or vote regarding the matter.

Employees of state agencies who serve in an official capacity as representatives of such agencies may recuse themselves to prevent conflicts with their agency policies. They may however provide comment on the underlying matter, taking care to limit their input to strictly informational purposes.

L. Individuals must report conflicts or potential conflicts at the earliest opportunity. The disclosure of circumstances which present or could lead to a conflict of interest does not create a presumption that any person has violated this policy.

Whenever any current Council member, member of a task force, or one whose term of service on the Council has ended within the previous year perceives that an issue or matter coming before the Council for official action creates, or has the potential of creating, a conflict of interest, the current or former member shall provide a written explanation to the Council that details the basis for the potential conflict of interest.

If an issue regarding a potential conflict of interest arises or if a member believes another member has a conflict of interest that has not been disclosed or if an undisclosed conflict of interest has occurred, the matter will go before the Executive Committee for review at a regular or specially called Executive Committee meeting and shall be placed on the agenda of the Executive Committee meeting by the chairperson after at least ten (10) days prior written notice is given to the member. The affected member(s) shall be given the opportunity to address the issue with the Executive Committee. After reviewing the matter, the Executive Committee will render a determination to ensure the impartiality of the Council's decision and the ability to fulfill its duty to the public. If after an Executive Committee ruling, the affected member has ongoing concerns regarding the issue, the matter may be brought to the full Council for consideration.

M. All policy decisions are made at Council meetings. No individual or committee can speak for the full Council or act for the Council unless specifically authorized to do so. Each member must respect the rights of the Council as a whole and represent the policies and procedures of the Council when appearing in public as a representative of the Council. When presenting views and opinions contrary to Council policies, or for which the Council has no official position, the member must make clear that such views are given as an expression of personal opinion, not of Council position.

- N. The members of the Council and its task forces serve without financial compensation but they shall be entitled to approved travel expenses incurred in attending Council meetings and other approved program-related functions. Travel expenses shall be reimbursed under the rates, procedures, and conditions established by the Council. The same reimbursement shall be made for a person to attend with a member of the Council who requires such assistance in order to participate. The Council may also provide accident protection coverage to Council members and attendants while conducting the business of the Council.
- O. The conduct of members of the Council shall be in accordance with the Policy and Procedures Manual for the Developmental Disabilities Council and the Code of Conduct for members of the Florida Developmental Disabilities Council, Inc., which documents have been duly adopted by the Council and are hereby incorporated into these Bylaws, by reference.

ARTICLE IV: Officers

The officers of the Council are as follows: chairperson, vice chairperson, and treasurer. The officers are elected by vote of the majority of Council members, except as stated in Article VI, Section D of these Bylaws. Officers will serve for a term of one (1) year and may succeed themselves in office only one consecutive term at a time. Election of officers will take place annually at the last meeting of the federal fiscal year, in accordance with the procedures set forth in Article VI, Sections B, C, D, and E of these Bylaws, for a term commencing October 1st of each year. If an elected officer (other than the chairperson) or an elected at-large member resigns from the Council during his/her term, a special election will be held at the next quarterly meeting in accordance with the procedures set forth in Article VI, Section F of these Bylaws.

- A. Duties of the Council chairperson:
 - 1. To preside at and conduct all meetings of the full Council and meetings of the Executive Committee.
 - 2. To develop agenda items for meetings of the Council and Executive Committee.
 - 3. To work with the Executive Committee to appoint and remove all committee and task force chairpersons; and to appoint and remove all committee and task force members, with the exception of the elected members of the Executive Committee. It shall be the duty and the prerogative of the chairperson working with the Executive Committee, whenever the chairperson determines it is in the best interest of the Council, to remove a Council or task force member from any committee or task force position, other than the elected members of the Executive Committee, for such period of time as the chairperson shall deem appropriate. In addition, each committee and task force chairperson may appoint a vice chairperson, subject to the approval of the Council chairperson.
 - 4. To ensure that the functions of the Council as described in legislative regulations are carried out.

5. To promote the Council's continuous cooperative working relationship with agencies of state government in exercising their responsibilities to persons with developmental disabilities.
6. To serve as the official spokesperson for the Council in all activities which the Council may deem proper and at those times when it is necessary for an opinion to be expressed for the Council but the Council has had no opportunity to act on that issue. The chairperson reports said actions to the full Council at the earliest opportunity.
7. To provide support and guidance to the executive director in interpreting and carrying out Council activities.
8. To work with the Executive Committee when considering the appointment and termination of task forces and committees as necessary.
9. To lead the Executive Committee in an evaluation of the executive director each year.
10. To encourage active involvement of all Council members.

B. Duties of the vice chairperson:

1. To carry out the duties of the chairperson in the absence of the chairperson.
2. To assume the duties of the chairperson, if that office is vacated, through the remainder of the year.
3. To keep abreast of the Council's programs and be knowledgeable of the legal mandates to the Council.
4. To assist the chairperson in monitoring the activities of the Council committees, task forces, and other groups established by the Council or the chairperson of the Council.
5. To oversee revision and review of the bylaws on an annual basis.
6. To act as chairperson of the Human Resources Committee.
7. To carry out other duties as delegated by the chairperson.

C. Duties of the treasurer:

1. To chair the Council's Finance Committee.
2. To develop and submit the annual operating budget in accordance with the upcoming year's federal allotment.
3. To review the Council's financial statements monthly and report to the Council on a quarterly basis.

4. To report to the Council the results and recommendations of the annual independent auditor's report.
5. To support the implementation of the Council's procurement policy.

ARTICLE V: Committees

- A. Executive Committee: The Executive Committee shall be comprised of the Council chairperson, the vice-chairperson, the treasurer, two (2) at-large members who are appointed by the chairperson and two (2) elected at-large members. Elected at-large members will serve for a term of one (1) year and may serve only two (2) consecutive terms. Appointed members are appointed for a term of one (1) year and may serve only two (2) consecutive terms, if appointed by the chairperson. The Executive Committee's duties shall be:
 1. To serve in an overall advisory capacity to the Council in the formulation of policy.
 2. To take any emergency action deemed necessary by a majority of the committee on behalf of the Council. Any such actions, whether in meetings or conference calls, shall be reported to the full Council for the purpose of vote, approval, or disapproval at the next Council meeting; provided, however, those actions impacting on third parties shall not be affected. The intent of this Committee's decision-making authority is to facilitate business of the Council between quarterly meetings, not to take action on any issue that can wait until the next quarterly meeting.
 3. To monitor the work of Council staff, Council committees, and task forces.
 4. To recommend to the Council the hiring and termination of the executive director in accordance with Council policy and procedures.
 5. To conduct, review, and approve the annual performance evaluation of the executive director.
 6. To review recommendations of the Leadership Development Committee related to Council membership and forward to the full Council and Governor.
 7. The committee also develops and guides the implementation of strategies for Council and staff self-evaluation on an annual basis and for other programs and activities as deemed necessary by the Council chairperson.
 8. To serve as an advisory board for matters relating to conflicts of interest, including but not limited to making determinations of whether a conflict exists and what actions to take to address undisclosed conflicts.
- B. Standing Committees: Standing committees of the Council shall be the Program Planning and Evaluation Committee, the Public Policy and Advocacy Committee, the Finance Committee, the Leadership Development Committee, the Human Resources Committee, and the Communications Committee. The committees shall be appointed by the Council chairperson with the input of the Executive

Committee and shall be comprised of not less than three (3) members. All committees shall be established as soon as possible following the annual election but shall not begin their work until October 1st of the year for which they are appointed. The Council chairperson with the input of the Executive Committee may establish such committees as considered necessary. Committees may conduct business by conference calls in between quarterly meetings if necessary. Any meetings held by conference call will be noticed and open to the public as required by the Florida Sunshine law. If the duly called meeting is a face-to-face meeting, physical presence is required to count toward quorum. In extraordinary circumstances and at the discretion of the Committee chair, a member may be allowed to participate by telephone once quorum has been achieved. Extraordinary circumstances generally include medical emergencies or natural disasters.

1. The Program Planning and Evaluation Committee periodically conducts assessments, hearings, and evaluations deemed necessary to determine the needs of persons with developmental disabilities. It keeps the Council fully informed of its findings including suggested solutions, policy statements, and recommended courses of action. Working under Council policy, the committee is responsible for seeking those improvements to the service delivery system necessary to meet the program and service needs of persons with developmental disabilities in the most effective way.

The committee is responsible for the development of the required state plan. This plan is the result of a comprehensive planning process that occurs between consumers, advocates, family members, service providers, state agency representatives and Council staff. The committee also is responsible for seeing that information about the state plan is disseminated to service providers and the general public of the state.

The committee monitors, reviews, and evaluates the implementation of the state plan. This committee also develops and guides the implementation of monitoring and evaluation strategies for various areas of Council activity.

This committee assures that all requests for proposals or invitations to negotiate required to meet objectives of the state plan receive maximum distribution.

The committee also administers Special Projects which address projects or activities designed to assist the Council in achieving the State Plan goals and objectives. Special Projects may also be designed to provide leadership development opportunities for Council members and/or support Council standing committees in fulfilling their responsibilities.

This committee also develops and guides the implementation of quality monitoring and evaluation strategies of contracts.

This committee assists the Executive Committee in developing and guiding the implementation of strategies for Council and staff self-evaluation on an annual basis and for other programs and activities as deemed necessary by the Council chairperson.

Additionally, this committee annually reviews the Council policy and procedures manual for adequacy and currency and recommends any necessary revisions to the Council.

2. The Public Policy and Advocacy Committee is responsible for reviewing, evaluating, advising the full Council and performing activities to achieve outcomes identified by the Council, relative to federal and state legislation and public policy impacting on persons who have developmental disabilities or programs designed to serve them. This committee may propose, support, draft or have drafted through a legislator, legislation designed to elevate the quality of life for persons with developmental disabilities, and/or prevent developmental disabilities, based on the legislative platform approved by the full Council.

Members of the committee and Council staff, at the direction of the Council, are authorized to advocate the position of the Council on specific issues before legislative committees and other appropriate groups. The committee coordinates its activities with other governmental and non-governmental agencies which advocate for persons who have developmental disabilities and/or other agencies that provide other types of human services. Members serve as key sources of information statewide on the legislative needs of persons with developmental disabilities.

The committee also makes itself available as an informational resource on developmental disabilities to the federal and state executive and legislative branches, the news media, and the general public concerning issues related to pending legislation.

3. The Finance Committee reviews the financial status and monitors expenditures of the Council, periodically reporting its findings to the Council. Furthermore, this committee shall periodically review the Council's fiscal rules and regulations and procurement policy affecting the conduct of the Council's financial operations and make recommendations to the Council accordingly. The Finance Committee is also responsible for contracting for an annual audit of the Council's financial status.

Additionally, this committee provides feedback to the Program Planning and Evaluation Committee regarding the assessment of current contractual obligations and applications for continued funding.

4. The Leadership Development Committee shall design and implement leadership development activities for members of the Council and staff. This committee is directed to seek out people with leadership abilities that would strengthen the Council. In addition to identifying individuals who would be good candidates for Council appointment by the Governor, this committee also assists the Council Chairperson with finding outstanding resource persons who can serve on the various task forces of the Council.
5. The Human Resources Committee serves to advise the Executive Director and Council on personnel related issues. If possible, individuals appointed to the committee should hold or have held a senior

management and supervisory position with an organization, corporation, agency, or other entity.

The purpose of the volunteer committee is to bring resource expertise and knowledge to assist the Council in providing an efficient and satisfying working environment for employees, meeting all State and Federal legal requirements and guidelines.

The HR Committee will assist the Executive Director in making recommendations to the Council to ensure the Council is professionally and adequately staffed by highly qualified, trained, and motivated employees who are provided with competitive pay, benefits, and opportunities for personal growth.

The Human Resources Committee duties shall be:

- 1). To work closely with the Executive Director in developing and maintaining staff job descriptions.
 - 2). To serve in an advisory capacity on all matters of personnel management and policy of the Council and develop the Council's personnel policies.
 - 3). To lead evaluation of the Executive Director and make report to Executive Committee.
 - 4). To develop annual staffing recommendations with the Executive Director.
 - 5). To work with the Executive Director on job descriptions and wages.
 - 6). To review personnel benefits and make recommendations as needed.
 - 7). To recommend salary increases to the Finance Committee.
 - 8). To advise on personnel issues as requested by the Executive Director.
 - 9). To serve as a grievance and appeal body for Council employees, if requested by employees after internal procedures have been followed.
 - 10). To review the Personnel Policies and Procedures and make recommendations for updates and changes to the Executive Committee as needed.
6. The Communications Committee advises the Council in the planning, development, and implementation of communications, marketing, and public relations practices of the Council. The Committee also performs relevant public information-related activities to achieve outcomes identified by the Council, relative to federal and state issues and priorities

impacting individuals who have developmental disabilities, their families, and/or programs or agencies designed to serve them.

The committee shall be comprised of at least three, but no more than five, members due to the nature and timeliness of its responsibilities.

The Communications Committee shall work closely with the Executive Director and appropriate Communications staff to:

- 1). Assist in the development of strategic communications, including external public relations and media coverage and internal messaging and strategic communication;
- 2). Advise and oversee the provision and coordination of information to the public and media regarding a variety of Council programs, policies, events, efforts, and related information;
- 3). Review articles, press releases, speeches, brochures, and other materials as needed;
- 4). Act as liaisons to a variety of local and state individuals and groups, including exhibiting at relevant events that further the work and informational reach of the Council; and
- 5). Serve as an informational resource on developmental disabilities to the Council's committees, task forces, and sister agencies concerning issues related to the dissemination of all information emanating from the work of the Council.

C. TASK FORCES: There are four standing task forces: Healthcare/Prevention, Child Development/Education, Employment, and Community Living/Support Coordination. The focus areas of each task force are defined in the areas of emphasis as defined in the federal DD Act. At the discretion of the Council chairperson, with the assistance of the Executive Committee, task forces may be appointed to accomplish special assignments required to implement the Council's mission and state plan.

1. The task force chairperson must be a Council member and will be appointed by the Council chairperson.
2. Members of task forces may be Council or non-council members. However, a majority of task force members must be members of the Council. Agency representatives may be considered Council members only if they are the gubernatorial appointed state agency director or his/her designee of record.
3. Task forces will report to and be supervised by the Council.
4. Travel expenses shall be reimbursed under the rates, procedures, and conditions established by the Council. The same reimbursement shall be

made for a person to attend with a task force member who requires such assistance in order to participate. The Council may also provide accident protection coverage to task force members and attendants while conducting the business of the Council.

5. Task forces may hold meetings and conduct business by conference call. All meetings and conference calls will be noticed and open to the public as required by the Florida Sunshine law. If the duly called meeting is a face-to-face meeting, physical presence is required to count toward quorum. In extraordinary circumstances and at the discretion of the task force chair, a member may be allowed to participate by telephone once quorum has been achieved. Extraordinary circumstances generally include medical emergencies or natural disasters.

ARTICLE VI: Elections

- A. Elections shall be held during the last meeting of the federal fiscal year and all elected and appointed members shall serve their terms of office from October 1 to September 30th. The Chairperson shall appoint a member who is not seeking an elected position to act as an Elections Liaison and conduct the elections.
- B. Consent to serve forms: The Executive Director shall distribute to each Council member 45 days prior to the third quarter Council meeting, the consent to serve form so that Council members may indicate their interest in, and consent to, being a candidate for any of the Council's elective positions (Chairperson, Vice Chairperson, Treasurer, and two (2) at-large members of the Executive Committee). All executed consent to serve forms must be returned to Council headquarters, to the attention of the Executive Director, and received by the stated deadline 15 days prior to the third quarter Council meeting.

The form shall list each of the elective positions and shall allow the Council member to choose, in rank order of preference, any of those positions for which the member consents to be considered as a candidate. The form shall also contain space in which the member may describe his or her qualifications, experience or other reason for seeking consideration to the stated elective position(s). The form shall be signed by the Council member, signifying his or her consent to be considered as a candidate, and shall be returned to Council headquarters, to the attention of the Executive Director, such that it is received by the stated deadline 15 days prior to the third quarter Council meeting election.

If the number of submitted Consent to Serve forms is insufficient to fill all elected positions, the Executive Director will reasonably extend the deadline and offer all members the opportunity to reconsider their interest in an elected position.

- C. Ballots: Election to each of the elective offices (Chairperson, Vice Chairperson, Treasurer, and the two (2) at-large elected members of the Executive Committee) shall be by vote of a majority of the full Council (not including any vacancies which may exist on the Council at the time of the elections), except as described below. Candidates who have submitted a consent to serve form for the position by the stated deadline 15 days prior to the third quarter Council meeting will be on the ballot for election, unless they request their name be removed from consideration.

Candidates will have the opportunity to complete a standard questionnaire highlighting their leadership capabilities and qualifications. The candidates' completed questionnaires will be sent to all Council members no later than 15 days prior to the election.

Only candidates who have submitted a timely consent to serve form shall be eligible for election.

In the event that after the first ballot, no candidate for the elective office in question has received the required number of votes from a majority of the full Council, a reballot with the two (2) candidates who received the most votes for the position shall be conducted. If there is a tie between two (2) or more of the top candidates, both of their names should appear on the reballot. Absentee ballots will be counted if submitted in advance as described in Article VI Section D of these Bylaws for members whose names appear on the reballot.

- D. Absentee ballots: Absentee ballots will be accepted if submitted prior to the Call to Order at the last meeting of the federal fiscal year. The Executive Director will distribute absentee ballots no later than 15 days prior to the election. Absentee ballots will list all candidates eligible for election to each position.

Absentee ballots may be cast for any eligible candidate provided the candidates have previously submitted a consent to serve form indicating a preference for the elected position. During the time of election, absentee ballots submitted prior to the time of voting will be counted for each position. Any votes cast for members who are not listed on the ballot or reballot will not be considered.

- E. Voting: All positions shall be elected by a majority of the full Council members, excluding vacancies at the time of election, unless as described below. Absentee ballots will be counted if submitted in advance as described in Article VI, Section D of these Bylaws for members whose names appear on the ballot. Votes cast for members whose names do not appear on the ballot or the reballot shall be considered null and void. In the event that after the first ballot, no candidate for the elective office in question has received the required number of votes from a majority of the full Council, a reballot with the two (2) candidates who received the most votes for the position shall be conducted. If two of the top candidates receive the same number of votes, both of their names should appear on the reballot. The reballot process will be repeated for the position to give the candidates an opportunity to receive a majority vote of the Council members present and received absentee ballots. Absentee ballots will be counted if submitted in advance as described in Article VI, Section D of these Bylaws for members whose names appear on the reballot.

If during voting there are an insufficient number of eligible candidates to fill a position, the Elections Liaison may open the floor to nominations for the office in question. A nominee must be present to accept the nomination. In this instance, the requirement for a submitted Consent to Serve form will be waived.

- F. Special Elections: In the event an elected officer (other than chairperson) or an elected at-large member resigns during his/her term, a special election will be held at the next scheduled quarterly meeting. The special election will only include the affected vacant position. Members may submit their names to the Executive Director to be considered as candidates as soon as the vacancy is announced but no later than 15 days prior to the next scheduled quarterly

meeting. The requirement for submission of a timely Consent to Serve form will be waived for a Special Election. If time permits, candidates will have the opportunity to submit a Candidate Questionnaire.

ARTICLE VII: Meetings

- A. The Council shall meet at least four (4) times a year. The Council may call additional meetings as it deems proper.
- B. Special meetings may be called by the chairperson or on written application of five (5) members made to the vice chairperson who shall mail notices to all members not less than ten (10) days prior to the meeting stating the purpose(s) of the meeting.
- C. A quorum for a Council meeting or a committee meeting shall be over forty percent (40%) of the appropriate membership. A quorum for a task force meeting shall be thirty-three percent (33%) of the task force membership, with at least thirty-three percent (33%) present being Council members. A member must be physically present to count toward quorum, unless as described in Article V Sections B and C (meetings held by conference call). Once a quorum is established, actions of the Council, committee or task force, as applicable, shall be taken by a majority vote of those present, unless differently stated elsewhere in these Bylaws. The chairperson of the Council is a member of all committees and task forces.
- D. Any action required or permitted to be taken by the Council under these Bylaws may be taken without a meeting if seventy-five percent (75%) of the members of the Council shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Council. Such action by written consent shall have the same effect as a majority vote of the Council.
- E. In the event that both the chairperson and the vice chairperson are absent, the Council or the Executive Committee, provided a quorum is present, shall elect a chairperson pro tempore from the members of the Executive Committee.
- F. All meetings of the Council and its committees and task forces shall be open to the public.
- G. Robert's Rules of Order, most recent edition, shall be followed by the Council in all cases involving parliamentary procedure when such rules do not conflict with the provisions of these bylaws. The rules may be suspended by a two-thirds (2/3) vote of the voting members present at any meeting of the Council or its committees.

ARTICLE VIII: Executive Director

- A. The executive director's duties and responsibilities shall include:

1. To assist the Council chairperson and the Council in identifying, analyzing, and implementing all phases of the Developmental Disabilities Act and all subsequent legislation.
2. To advise the Council in undertaking those planning, evaluating, monitoring, and advocating activities as assigned by laws, federal regulations, and guidelines pertaining to the Developmental Disabilities Act and all subsequent legislation.
3. To serve as liaison between the Council and other state agencies.
4. To facilitate the Council's role in developing the state plan and submitting any revisions or amendments to the appropriate authority.
5. To encourage and participate in the planning and coordination of interagency and interdepartmental goals and objectives pertaining to the provision of services, programs, and facilities for persons who have developmental disabilities.
6. To hire, supervise, periodically assess, promote, and terminate the Council staff.
7. To support staff in achieving assigned work-related goals and objectives.
8. To serve as a liaison between staff and Council members when necessary.
9. To ensure that expenses incurred in behalf of Council and staff are properly documented and justified. In the event the executive director has reason to question the expenses of a Council member, documentation of the expenses will be given to the Council chairperson who will instruct the executive director as to the proper disposition of the expenses.
10. To assist the Council and its committees in formulating and implementing work plans, quality monitoring of contracts, or other strategies to accomplish the Council's mission.
11. To review minutes of the Council for accuracy and ensure that they are disseminated on a timely basis.
12. To encourage active involvement of all Council members.

ARTICLE IX: Bylaws Amendments

These Bylaws may be amended at any time by a two-thirds (2/3) vote of the total membership present at a duly called meeting at which a quorum is present; provided, however, that the agenda of the meeting and new wording of the proposed changes are sent to every member at least ten (10) days before the date of the meeting at which the amendments will be considered. Recommendations for amendment may be developed through any individual member, committee, task force or other sub-organization. The ten-(10) day notice may be waived upon three-quarters (3/4) approval of the total membership if they want to address the changes at the current meeting.

ARTICLE X: Indemnification

- A. Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason that he or she is or was a member, officer, employee, or agent of the Council, or is or was serving at the request of the Council as a member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Council, unless the conduct of such person is finally adjudged by a court or is determined by the Council in the specific case to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof. Such determination by the Council shall be made:
1. By the Council by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding; or
 2. If such a quorum is not obtainable, or even if obtainable and a quorum of disinterested members so directs, by independent legal counsel in a written opinion.
- B. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Council in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the member, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Council as authorized in these Bylaws. Indemnification hereunder shall continue as to a person who has ceased to be a member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from these Bylaws.
- C. The Council may authorize the purchase and maintenance of insurance on behalf of any person who is or was a member, officer, employee, or agent of the Council, or is or was serving at the request of the Council as a member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Council would have the power to indemnify him or her against such liability under the provisions of these Bylaws.