



BYLAWS

ARTICLE I: TITLE

The Florida Developmental Disabilities Council, Inc. (herein and after referred to as the "Council"), is 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, person- and family-centered, person- and family-directed, comprehensive system of community services and individualized supports that enable individuals with intellectual and developmental disabilities to exercise self-determination, be independent, 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 intellectual and developmental disabilities.
 2. To advise the executive and legislative branches of government and the private sector on programs, policies, and proposed legislation about current and potential services for persons with intellectual and developmental disabilities and their families.
 3. To develop, implement, and revise as necessary a state plan that meets the needs of persons with intellectual and developmental disabilities and their families.
 4. 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.

ARTICLE III: MEMBERSHIP

- A. The Council shall be composed of twenty-six (26) members appointed by the Governor to serve, as prescribed by the laws and regulations authorizing the Council.
1. 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. The Council must maintain the following representation of individuals with intellectual and developmental disabilities:
- 15 Citizen Members comprised of:

1. Eight (8) individuals with developmental disabilities
 2. Seven (7) Parents/Guardians/Immediate Relatives of individuals with a developmental disability with a mentally impairing condition and cannot advocate for themselves.
 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 state agencies that administer funds under the Rehabilitation Act of 1973 (Department of Education, Division of Vocational Rehabilitation); , Individuals with Disabilities Education Act (Department of Education, Bureau of Exceptional Education and Student Services); Older American Act (Department of Elder Affairs); and Title V (Department of Health, Childrens Medical Services); TitleXIX of the Social Security Act (Agency for Health Care Administration and the state Developmental Disabilities agency (Agency for Persons with Disabilities). These representatives must have sufficient authority to engage in policy planning and implementation on behalf of their agency.
 2. The University Centers for Excellence in Developmental Disabilities Education, Research, and Service: University of Miami Mailman Center and the University of South Florida, Florida Center for Inclusive Communities.
 3. The state protection and advocacy system: Disability Rights Florida, Inc.
 4. Local and nongovernmental agencies that provide services to individuals with intellectual and developmental disabilities.
 5. Private nonprofit groups concerned with services for individuals with intellectual and developmental disabilities.
- D. If the gubernatorial-appointed representative from a state agency or University Center of Excellence in Developmental Disabilities Education, Research, and Service or the state protection and advocacy system is the agency director, an appointed designee who can vote in his/her absence is permitted. Should the agency director wish to appoint a designee to act on his/her behalf, he/she must notify the Executive Director with the name and title of the designee.
- E. Membership on the Council shall be by appointment for a term as specified by the Governor.
1. A member may be appointed to a second successive term.
 2. Any member desiring to resign from the Council shall submit his or her resignation in writing to the Council Chair and the Executive Director of the Council who will forward a copy to the Governor.
 3. A vacancy created when a Council member resigns will not be counted toward quorum until the Governor appoints a member to fill the vacancy.

4. If not otherwise removed by the Governor for cause or by resignation, members continue to serve until his/her successor is appointed by the Governor.
 5. The Council will submit recommendations to the Governor for reappointments and new appointments.
- F. The Executive Committee will review the attendance of Council members at least annually. Unless determined justified, the Executive Committee will determine the appropriate action for absences of twenty-five percent or more of regularly scheduled Council, committee, and task force meetings.
- G. If a member violates the Council Bylaws, Code of Ethics and Decorum policy, Conflict of Interest policy 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. The issue shall be placed on the agenda of the Executive Committee meeting by the Council Chair after at least ten (10) working days prior written notice is given to the Council member, assuring appropriate accommodations are made, if needed. The Executive Committee will determine the action to be taken, if any, up to and including recommending termination of the membership.
- If the Executive Committee votes to recommend termination of membership for cause, a letter conveying this recommendation shall be forwarded to the Governor, which shall explain cause of action, unless the Council member shall, within fifteen (15) working days after the vote of the Executive Committee, write a written request to the Council Chair 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 Chair, at any specially called Council meeting.
- H. No Council, committee or task force member shall provide any goods, services or representation to the Council for compensation during the term of the member's appointment.
- I. Conflict of Interest
1. A conflict of interest exists when:
 - a) a member has a personal or professional interest that influences 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 the Conflict of Interest policy.
 2. Council, Committee, and Task Force members shall avoid conflicts of interest or potential conflicts of interest in regard to Council activities.
 3. Should a conflict of interest arise, a member must declare his/her conflict of interest and recuse him or herself from voting related to the issue. The Chair will have discretion to determine if a member with a conflict of interest will need to leave the room during the discussion.

If the issue is policy-related, the member may offer information on the issue but shall not advocate or attempt to influence the decision. The member will then leave the meeting for the balance of the discussion and voting on the issue.

If the issue is related to Council funding or any other non-policy-related issue, a member must leave the room and recuse him or herself from any discussion, deliberation, and/or vote regarding the matter.

- J. The members of the Council, its committees and its task forces serve without financial compensation, but they shall be entitled to approved travel or personal care expenses incurred in attending Council meetings and other approved program-related functions.
- K. The conduct of members of the Council shall be in accordance with the policy and procedures of the Developmental Disabilities Council, the Conflict of Interest policy, and the Code of Ethics and Decorum Policy for members of the Florida Developmental Disabilities Council, Inc., which 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: Chair, Vice Chair, Secretary and Treasurer. The officers are elected by vote of the majority of Council members. Officers will serve for a term of two (2) years. Officers may serve more than one term in an elected position.

A. Duties of the Council Chair:

- 1. To conduct meetings of the Council and meetings of the Executive Committee.
- 2. With the Executive Committee, to determine the appointment and termination of task force and committee members as necessary.
- 3. To ensure that the functions of the Council as described in the DD Act and other pertinent state and federal laws are carried out.
- 4. To promote the Council's continuous collaborative working relationship with agencies of state government in exercising their responsibilities to persons with intellectual and developmental disabilities.
- 5. To serve as the official spokesperson for the Council.
- 6. To provide support and guidance to the Executive Director in interpreting and carrying out Council activities.
- 7. To lead the Executive Committee in an evaluation of the Executive Director each year, including a competitive compensation package.
- 8. To encourage active involvement of all Council members.

B. Duties of the Vice Chair:

1. To carry out the duties of the Council Chair in the absence of the Council Chair and to assume the duties of the Council Chair, if that office is vacated, through the remainder of the term.
 2. To assist the Council Chair in monitoring the activities of the Council committees, task forces, and other groups established by the Council.
 3. To oversee revision and review of the Bylaws on at least a biennial basis.
 4. To carry out other duties as delegated by the Council Chair.
- 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 quarterly and report to the Council on a triannual basis.
 4. To report to the Council the results and recommendations of the annual independent auditor's report.
- D. Duties of the Secretary:
1. To record and maintain the minutes of the meetings of the Executive Committee and the Council, including the recording of all motions, votes and decisions.
 2. To review official Council processes and procedures on an annual basis to ensure compliance with the Florida Public Records Law and Florida Sunshine Law.
 - 3.. To review the Council bylaws, membership and attendance requirements and report to the Council on an annual basis with any recommendations.

ARTICLE V: COMMITTEES

- A. Standing Committees: Standing committees of the Council shall be the Executive Committee, Finance Committee, the State Plan Committee and the Public Policy Committee.
- B. Executive Committee: The Executive Committee shall be comprised of the Council Chair, the Vice-Chair, the Secretary, the Treasurer, one (1) at-large member who is appointed by the Council Chair and two (2) elected at-large members.

At-large members will serve for a term of two (2) years. At-large members may serve more than one term, and may serve more than one term consecutively in either an elected or appointed position.

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 emergency action on behalf of the Council and to make decisions to maintain the course of business between Council meetings. 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.
 3. To recommend to the Council the hiring and termination of the Executive Director in accordance with Council policy and procedures and to conduct, review, and approve the annual performance evaluation and remuneration of the Executive Director.
 4. To serve in an advisory capacity to the Executive Director on matters of personnel management and policy. This includes but is not limited to serving as a grievance and appeal body for Council employees, if requested by employees after internal procedures have been followed; developing or revising policies; and approving staffing, salary and benefit recommendations.
 5. To review Council membership recommendations and forward to the full Council and Governor.
 6. To guide Council member development activities.
 7. 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.
 8. The Executive Committee shall function as a Nominating Committee to develop a slate of proposed officers.
- C. The Finance Committee reviews the financial status and monitors expenditures of the Council, reporting its findings to the Council at least three times each year. Furthermore, this committee shall periodically review the Council's fiscal regulations and policies 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 and reporting such status to the full Council.
- Additionally, the Finance Committee provides feedback to the State Plan Committee regarding the assessment of current contractual obligations and applications for continued funding.
- D. The State Plan Committee provides oversight to and ensures the development, implementation, and achievement of the Council's Five-Year State Plan. The responsibilities of the State Plan Committee are specified in the Council's policies.
- E. The State Plan Committee shall be a collective representation of the task forces as established under the State Plan and specified in the Council's policies.
- F. Public Policy Committee is responsible for monitoring the legislative process and approving any modifications to the Council's legislative positions and any additional legislative positions. In the absence of the Public Policy Committee, approval of Council legislative positions may be authorized by two or more of the following: Council Chair, Public Policy Committee Chair, and/or Executive Director.

- G. Appointments: The Council Chair appoints the Chair and members of the standing committees with input from the Executive Director. Committees and task forces shall be comprised of not less than three (3) Council members.

ARTICLE VI: ELECTIONS

- A. Elections shall be held as needed during the last meeting of the federal fiscal year and all elected and appointed members shall begin their terms of office on October 1. The nominating and voting procedures are outlined in the policies.
- B. Voting: If during voting there are an insufficient number of eligible candidates to fill a position, the Executive Committee, acting as the Nominating Committee, will, within 30 days, meet and prepare a slate of one or more nominees to be voted on.
- C. Special Elections: In the event an elected officer (other than the Council Chair) or an elected at-large member resigns or otherwise leaves the Council during his/her term, a special election will be held at the next scheduled full Council meeting.
- D. In the event an appointed at-large member resigns or otherwise leaves the Council during his/her term, the Chair may appoint an at-large member for the remainder of the term.

ARTICLE VII: MEETINGS

- A. The Council shall meet at least three (3) times a year. The Council may call additional meetings as it deems necessary.
- B. Special meetings may be called by the Council Chair. Special meetings may also be called by written application of five (5) members made to the Vice Chair who shall send notices to all members not less than ten (10) working days prior to the meeting stating the purpose(s) of the meeting.
- C. Members are expected to attend Council and assigned committee and/or task force meetings. They shall notify the Executive Director, in writing, as soon as reasonably possible of any absences. Due to the complexity of matters considered by the Council, attendance at meetings is crucial.
- D. A quorum for Council meetings and all standing committees shall be at least forty percent (40%) of the membership. A member must be present to count toward quorum. Once a quorum is established, actions, as applicable, shall be taken by a majority vote of those present.
- E. All meetings of the Council, its committees, and task forces must be noticed and open to the public.
- F. 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: INDEMNIFICATION

- A. Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, 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, and the action is related to their service on behalf of the Council, shall be indemnified by the Council, against all 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. However, no indemnification shall be available to an individual should it be determined that the individual's actions were in bad faith or with malicious purpose or in a manner exhibiting a wanton and willful disregard of human rights, safety or property. The initial determination as to whether an individual's actions are subject to indemnification shall be made by the Executive Committee.

- B. There shall be a right of review of the determination of the Executive Committee as follows:
1. A committee of three individuals shall be selected to review the determination of the Executive Committee as to whether a member, officer, employee or agent of the Council is entitled to indemnification under this Article.
 2. The committee shall consist of one individual selected by the Executive Director, one member selected by the Council and the third selected by those two individuals. In the event that an agreement cannot be reached by those two individuals, the Executive Director and the organization's Attorney will select the third individual.
 3. The committee shall review the circumstances of the civil, criminal, administrative, or investigative matter and determine whether the alleged actions are indemnifiable under these provisions.
- C. Upon being notified of the existence of a civil or criminal action, suit, or proceeding having been brought against a member, officer, employee, or agent of the Council, that individual shall immediately provide that information to the Executive Director. 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 notification of the existence of the action provided that the action is within the scope of this indemnification. 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. To the extent that it is ultimately determined that the individual is not entitled to indemnification under these provisions, the Council may seek reimbursement of any expenses (including attorney's fees) previously paid.
- D. 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.

ARTICLE IX: BYLAWS AMENDMENTS

These Bylaws may be amended at any time by a two-thirds (2/3) vote of the membership of the Council 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) working 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, or task force. The ten (10) working 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.