

**AMENDED AND RESTATED  
BYLAWS  
OF  
DISABILITY RIGHTS FLORIDA, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

---

**ARTICLE I**

**1.01**        Name. The name of the organization shall be DISABILITY RIGHTS FLORIDA, INC., (hereinafter referred to as "the Corporation") a not-for-profit corporation organized and existing under the provisions of Chapter 617, Florida Statutes.

**1.02**        Scope. Subject to limitations provided by law or the Articles of Incorporation of the Corporation, these Amended and Restated Bylaws, as amended from time to time, shall contain the provisions for regulation and management of the affairs of the Corporation. All references herein to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the Corporation as they may be amended from time to time.

**1.03**        Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon "Disability Rights Florida, Inc., 1987, Corporation Not for Profit, Florida."

**1.04**        Place of Business. The principal place of business of the Corporation shall be Leon County, Florida. The Corporation may have other offices within the State of Florida, as the Board of Directors may designate.

**1.05**        Purposes. The Corporation is organized exclusively for charitable and educational purposes including the making of distributions to other organizations that fully qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future U.S. Internal Revenue law. In accordance with the above, the Corporation exists:

1. to protect and advocate for the human and legal rights of persons with disabilities, including without limitation, the right to receive appropriate treatment and services, the right to live independently in the community, and the right to pursue a meaningful life without discrimination;
2. to provide or help to provide, in accordance with state and federal enabling legislation and other relevant mandates, legal and other appropriate assistance to persons with disabilities to assure that their rights are fully realized; and
3. to provide information and education to persons with disabilities and their parents, guardians, attorneys, and others concerned with the rights of persons with disabilities.

The principal purpose of the Corporation is to implement on behalf of the State of Florida the Protection and Advocacy System pursuant to the federal Developmental Disabilities Assistance and Bill of Rights Act of 2000 (42 U.S.C. §15041 et seq.), Client Assistance Program pursuant to the federal Vocational Rehabilitation Act (29 U.S.C. §732) and the Protection and Advocacy System for Mentally Ill Individuals pursuant to the federal Protection and Advocacy for Mentally Ill Individuals Act of 1986 (42 U.S.C. §10801 et seq.), and other such related programs for which it may be designated by the Governor, Legislature of the State of Florida or the United States Congress.

## **ARTICLE II**

### **MEMBERS/DIRECTORS**

**2.01**        Membership. Members of the Corporation shall be those persons who constitute the Board of Directors of the corporation at any given time. Members of the Corporation shall have no voting rights as members.

**2.02** Duties. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board must assure that its activities will objectively and vigorously represent the interests of persons with disabilities. No Director on the Board of Directors shall use their Board affiliation to influence or jeopardize the Corporation's independence to advocate on behalf of persons with disabilities. The Board shall approve overall policy, goals and priorities, and an annual budget governing the activities of the Corporation.

**2.03** Number. There shall be not less than thirteen (13) and up to fifteen (15) voting Directors, which number shall include officers of the Board and the Chair of the PAIMI Advisory Council, but which excludes non-voting Directors Emeritus. Such voting Directors shall have the exclusive right to determine the number of Directors and terms, conditions, and limitations applicable to future Directors, including without limitation the right to establish different classes of Directors, in each case, by amendment of these Bylaws.

**2.04** Qualification. Each Director must be an adult at least 18 years of age, a resident of the State of Florida, and a person with a demonstrated commitment to the purposes of the Corporation.

**2.05** Composition. Each member of the Board of Directors shall have demonstrated a record of strong involvement in one or more of the following three (3) disciplines: developmental disabilities, psychiatric disabilities, and vocational rehabilitation. The members of the Board of Directors, acting in their capacity as the members of the Corporation, shall ensure that the composition of the Board of Directors and the members of the Corporation at all times reflect all of such three (3) disciplines. The composition of the Board of Directors shall include one or more persons with disabilities and shall reflect the demographic profile of the residents of the State of Florida, including race, age, ethnicity and geographic locale. At least one Director shall be a member of the Florida Bar and at least one Director shall be a professional with a field of serving persons with disabilities. At no time shall a majority of the Directors be actively engaged in the provision of treatment, habilitation, or rehabilitation services to persons with

disabilities.

**2.06**        Terms. The term of the voting members of the Board of Directors, except for the member serving as the Chair of the PAC, shall be four (4) years commencing on the first day of the month following the Board meeting at which the member is elected and expiring on the last day of the month prior to the month the term commenced or until a qualified replacement is elected, in the event that such replacement is not elected at the date of expiration of a board term, or pursuant to a director resignation or removal. The term of the director serving as the Chair of the PAC shall coincide with such person's term of office as Chair of the PAC. Each Director who serves a four (4) year term is eligible for election to one additional four (4) year term. A person who has served two (2) consecutive four (4) year terms shall be eligible for reelection as a Director after a period of two (2) years following the expiration of their maximum term.

**2.07**        Election. At regular, special or at the annual meeting, the members of the Board of Directors, in their capacity as the members of the Corporation, shall elect Directors (who will also thereby be elected as members) to fill any vacancies which have occurred due to term expirations or otherwise.

**2.08**        Vacancies. In the event of a vacancy, or a decision by the members of the Board of Directors to increase its number of Directors, the members of the Board may elect an individual to fill such vacancy. The term of office of a Director so elected shall commence on the first day of the month following their election and shall continue for the term of the vacancy which the Director is filling, and until their successor is duly elected and qualified, or until the Director is deceased, resigns, or is removed.

**2.09**        Place of Meetings. Meetings of the Board of Directors shall be held either at the principal office of the Corporation, or at such other place as may be designated by the Board. All meetings shall be held in accessible locations, and information shall be provided in accessible formats to the Directors.

**2.10** Meetings by Electronic Means. The Board may conduct meetings by telephone, videoconference or other electronic means generally available provided that every director or other persons participating in the meeting is able to adequately speak and hear when any other person is speaking.

**2.11** Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or by a majority of the Board of Directors. The agenda and supporting material for such special meeting shall be sent to the Directors no later than two days prior to the meeting.

**2.12** Regular Meetings. Regular meetings of the Board shall be held at least once during each quarter of each fiscal year. Meetings of the Board may be called by the Board Chair or by a majority of the Board. The agenda and available supporting materials for regular quarterly meetings shall be sent to the Directors no later than ten (10) days prior to the meeting.

**2.13** Annual Meeting. The annual meeting of the Corporation shall be held in conjunction with the regular meeting of the Board of Directors, which is held in the first quarter of each fiscal year of the Corporation. The members of the Board of Directors, in their capacity as the members of the Corporation, shall, at the annual meeting, elect the officers of the Corporation, hear annual reports and state of the Corporation reports.

**2.14** Notice of Meetings. Regular meetings of the Board may be held upon notice stating the place, day and hour of the meeting by electronic mail at least ten (10) days prior to the day for such meetings. Notice of special meetings or the annual meeting of the Board may be provided stating the place, day and hour of such meetings by electronic mail at least two (2) days prior to the day of such meetings. The purpose(s) of any special meetings of the Board will be specified in the notice. Notice of the time, place and purpose of any meeting of the Board of Directors of the Corporation may be waived in writing by any Director of the Corporation on their own behalf either before or after such meeting; and attendance in person

at a meeting of the Board of Directors shall be equivalent to having waived notice thereof.

**2.15** Quorum. Except as otherwise provided by statute or by the Articles of Incorporation, a majority of the Directors present in person, or via electronic communications (inclusive of telephone or video conference) so that the Director can hear all that is being said and so that all other Directors can hear the Director when speaking, shall constitute a quorum at a meeting of the Board of Directors. After a quorum has been established at a meeting, the subsequent absence of Directors, so as to reduce the number of those entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof, provided that at least one-third of the voting Directors remain present. In the absence of establishing a quorum at any meeting, a majority of the Directors present may adjourn any meeting from time to time until there is a quorum.

**2.16** Adjournment. Except as otherwise provided by statute or by the Articles of Incorporation, if a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

**2.17** Voting. Except as otherwise provided by statute or by the Articles of Incorporation, a Director shall be entitled to vote in person or by telephone or video conference once on each matter submitted to a vote of the Board of Directors. No Director shall be entitled to vote by proxy.

**2.18** Unanimous Consent of Directors. Insofar as permitted by law and unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors of the Corporation may be taken without a meeting if prior to such action a written consent thereto is

signed by all Directors and such written consent is filed with the records of the Corporation. Such written consent may be signed using a Digital Signature as defined by the Electronic Signature Act of 1996, as may be amended from time to time, and such Digital Signature shall have the same force and effect as a written signature.

**2.19**        Minutes. Minutes shall be made of all meetings of the Board of Directors, including Board committee meetings, and kept by the Secretary of the Corporation. The minutes of executive sessions of the Board of Directors shall be made and kept by the Secretary of the Corporation.

**2.20**        Removal. A Director may be removed by a majority plus one of all voting Directors on the Board of Directors (51% of the voting Directors plus one additional voting Director). The notice of a meeting of the Board of Directors to remove a Director or Directors shall state the specific Director or Directors sought to be removed. If more than one Director is sought to be removed, there must be a separate vote for each Director sought to be removed. If a Director is removed at any meeting of the Board of Directors, any vacancies thereby created shall be referred to the Governance Committee for subsequent action by the Board of Directors at a later meeting. Any Director who is removed from office shall turn over to the Board of Directors, within 72 hours, any and all records and other property of the Corporation that are in their possession.

**2.21**        Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Board, the Board Chair, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, then as of the date of receipt. No acceptance of such resignation shall be necessary to make it effective.

**2.22**        Compensation. Directors, members of the PAIMI Advisory Council members and committee members shall serve without compensation, but shall be reimbursed for travel, lodging per diem meals, and other ordinary and necessary expenses incurred for attendance at meeting of the Board of directors or the committees or

councils, as applicable, in each instance in accordance with policies established from time to time by the Corporation. Directors and PAIMI Advisory Committee members may be reimbursed for ordinary and necessary expenses incurred in furtherance of the tax-exempt purposes of the Corporation as described in the Articles of Incorporation.

2.23 Emeritus Directors. The Board of Directors may appoint emeritus directors who shall serve at the discretion of the Board and give such guidance and assistance in furthering the purposes of the Corporation as the Directors of the Corporation may request. Emeritus directors may, at the sole discretion of the Board of Directors, be invited to attend meetings of the Board of Directors, but shall have no vote on any matter brought before the Board. Emeritus Directors shall serve and be governed by the Director Emeritus Policy authorized by the Board from time to time. In addition, a Director Emeritus may, at the discretion of the Chair and the approval of the Board serve on any of the standing or ad hoc committees of the Board.

### **ARTICLE III COMMITTEES OF THE BOARD OF DIRECTORS**

**3.01**        Establishment. Each of the committees hereinafter set forth shall constitute standing committees of the Board of Directors. By resolution adopted by a majority of the entire Board, the Board may designate additional committees from time to time. Each committee shall have the purpose as hereinafter set forth or as provided in the resolution establishing such committee, except that no such committee shall have the authority to:

- (1) Fill vacancies on the Board or any committee thereof, or otherwise appoint or remove any member of any such committee or any officer or Director of the Corporation; or
- (2) Take any action requiring a two-thirds (2/3) vote of the Board under the Articles of Incorporation or the Bylaws;
- (3) Amend, adopt, or repeal these Bylaws.



**3.02**        Membership of Committees. The members of each committee shall be as hereinafter provided, or if not so provided, the Board Chair shall with the approval of the full board appoint the members of each other committee and the Chair of each committee.

**3.03**        Executive Committee. The Executive Committee shall consist of the Board Chair, the Chair-Elect, the Treasurer, the Secretary and such additional at-large Directors appointed by the Chair with consent of the Board of Directors so as to ensure that the composition of the Executive Committee includes Directors who are knowledgeable in all of the three disciplines set forth in Section 2.05.

This Committee shall:

- (a) review organizational, budgetary and programmatic matters and make recommendations to the Board; and
- (b) at the request of the Board Chair, the Executive Committee may act on behalf of the Board on issues requiring attention between regular board meetings, subject to the foregoing limitations and to the limitations imposed by the Florida Not-for-Profit Corporation Act; and
- (c) advise the Executive Director on issues, as necessary; and
- (d) provide assistance to the Board Chair in all matters relating to the employment of the Executive Director, including negotiating employment contracts and conducting periodic performance evaluations.
- (e) periodically review personnel policies including staff compensation/benefits.

All actions of the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the

time shall be necessary to constitute a quorum, and in every case an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action.

**3.04**        Client Grievance Committee. This Committee shall review and make recommendation with respect to the Corporation's client grievance policies and procedures and shall review the Corporation's compliance with such policies and procedures.

**3.05**        Finance Committee. The Treasurer shall be the chair of the Finance Committee.

This Committee shall:

- (a) recommend to the Board appropriate Board action with respect to the overall corporate budget;
- (b) review and make recommendations to the full Board for utilization of unbudgeted funds as made by staff and Program Sections Committees, and;
- (c) recommend to the Board policies to safeguard the assets of the Corporation, including any emergency budget amendments.

**3.06**        Governance Committee.

This Committee shall:

- (a) periodically review the governance documents of the Corporation, including the Articles of Incorporation and Bylaws;
- (b) periodically review policies covering conflict of interest and other governance issues to ensure the full compliance of the Corporation with all applicable laws and regulations;
- (c) make recommendation to the Board regarding best practice governance issues;
- (d) develop the methodology for seeking new members of the Board of Directors;
- (e) solicit and receive applications for new members of the Board;
- (f) develop criteria and evaluate the applicants to the Board;

- (g) annually or more frequently as needed recruit and present the names and qualifications of nominee(s) to the Board of Directors for their consideration and vote; and
- (h) recruit and present the names and qualifications of nominees to the Board of Directors to fill vacancies as they occur.

**3.07**        Public Affairs Committee. This Committee shall periodically review and make general recommendations regarding the Corporation's public policy engagement and its use of policy maker education and public affairs strategies to accomplish and further the mission of the corporation. It shall also review and recommend overall goals and priorities annually.

**3.08**        Action. Unless a greater proportion is required by these Bylaws or by the resolution designating a committee, a majority of the entire authorized number of members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee, except that any action which may be taken at a meeting of such committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the members of the committee, is filed in the minutes of the proceedings of the committee.

**3.09**        Dissolution and Removal. Any committee created under these Bylaws or by resolution of the Board shall serve at the pleasure of the Board, and a member thereof may be removed, or the entire committee dissolved, with or without cause, by a majority vote of the entire Board.

## **ARTICLE IV OFFICERS**

**4.01**        Elections. At the annual meeting of the Corporation, the members of the Board of Directors shall elect from the members of the Board of Directors, a Board Chair, Chair-Elect, a Secretary, and a

Treasurer, and such other officers and assistant officers as may be deemed appropriate. All officers shall serve until the next annual meeting of the Board, or until a successor shall have been duly elected and qualified, or until he or she is deceased, resigns, or is removed in the manner provided herein, whichever is earlier.

**4.02**        Vacancies. Whenever a vacancy occurs in any office by resignation, removal, inability to act, death, increase in the number of officers of the Corporation, or otherwise, the same shall be filled by a special meeting of the members, and the officer so elected shall hold office until such officer's successor is elected and qualified.

**4.03.**        Chair of the Board. The Board Chair shall preside at all meetings of the Board of Directors. The Board Chair shall act as Chairperson of the executive committee, and shall be a voting ex-officio member of all standing committees of the Board. The Board Chair shall appoint all committees with the approval of the Board and perform such other duties commonly incident to such office.

**4.04**        Chair-Elect of the Board. The Chair-Elect shall, in the absence of or at the request of the Board Chair, preside at meetings of the Board of Directors and have such other powers and duties as are from time to time prescribed by the Board or by the Board Chair. The person who is selected as the Chair-Elect in the final year of the Chair's term shall become the Corporation's Chair at the conclusion of the then-existing Chair's term.

**4.05**        Secretary. The Secretary or their designee shall keep accurate minutes of all meetings of the Board of Directors and shall perform all the duties commonly incident to such office and shall perform such other duties and have such other powers as the Board of Directors shall designate. The Secretary shall have charge of the corporate seal and shall attest all written instruments of the Corporation executed by the Chair and/or Executive Director and affix the corporate seal thereto. Subject to the orders of the Board of Directors, the Secretary shall have the care and custody of the valuable papers and documents of the Corporation and shall have and exercise under the supervision of the Board of Directors all the powers

and duties commonly incident to such office. The Secretary shall keep accurate accounts of the Corporation's transactions which shall be the property of the Corporation.

**4.06**        Treasurer. The Treasurer or their designee shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit monies in the name of the Corporation in the banks, trust companies, or other depositories as shall be selected by the Board of Directors, and (c) in general perform all the duties incident to the office of Treasurer and other duties as from time to time may be assigned by the Board Chair or the Board of Directors. The Treasurer shall be the chair of the Finance Committee. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in the sum and with the surety or sureties that the Board of Directors determines. The Treasurer shall, with the approval of the Board, arrange for an independent certified public accountant to conduct an annual post-audit of the financial accounts of the Corporation. Not later than four months after the close of each fiscal year, the Treasurer or their designee shall ensure that the following financial records have been prepared and are maintained in the registered office of the Corporation:

- (1) A balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year;
- (2) An income statement showing the results of operation through the close of the Corporation's fiscal year.

**4.07**        Compensation. Officers shall serve without compensation, yet shall be reimbursed in accordance with Section 2.21 for ordinary and necessary expenses incurred in furtherance of the tax-exempt purposes of the Corporation as described in the Articles of Incorporation.

**4.08**        Elections. Officers shall be elected annually by the members of the Board of Directors at each annual meeting of the

Corporation, provided that notice of such election shall have been published at least 15 days prior to the date, place and time of such election as well as the proposed slate of nominees recommended by the Governance Committee. A simple majority of the votes cast shall elect. Nominations may come from the Governance Committee and/or other current Directors.

**4.09**        Removal. Any officer elected or appointed by the members of the Board may be removed by the members of the Board at a regular, special or annual meeting. Any officer proposed for removal shall be entitled to two (2) days written notice and to an opportunity to appear before and be heard by the members of the Corporation. Emergency suspensions pending a special meeting of the Board to consider the removal of an officer may be imposed immediately by a vote of a majority of the Executive Committee.

**4.10**        Term. The term of each officer shall commence upon their election and continue until the next annual meeting and until their successor shall be elected and qualified.

**4.11**        Resignation. Any officer of the Corporation may resign at any time by giving written notice to the Board, Board Chair or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**4.12**        Corporate Instruments. All checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board.

**ARTICLE V**  
**PAIMI ADVISORY COUNCIL**

**5.01**        Establishment and Operation. The Corporation has established a PAIMI Advisory Council to work jointly with the Corporation and its Board of Directors in the development of policies and priorities for persons with psychiatric disabilities and to perform such other functions for which it is now, and may from time to time be, designated under federal law or regulation. The membership of, and all operations and matters pertaining to governance of, the PAIMI Advisory Council shall be as provided under federal law or regulation.

**ARTICLE VI**  
**EXECUTIVE DIRECTOR; PROFESSIONAL STAFF**

**6.01** Duties and Responsibilities of Executive Director. The principal executive and operational authority of the Corporation shall vest in the Executive Officer ("ED") subject to the oversight of the Board of Directors. The ED shall have general supervision, direction and control of the business of the Corporation and of all persons employed by the Corporation. The duties of the ED shall include the oversight of hiring staff members, setting pay rates for (within budget parameters), training and termination of staff employees; the maintenance, preservation and custodianship of all building, property and equipment; the establishment and implementation of administration policies and procedures; the supervision and direction of the Corporation's programs in furtherance of its purposes; and the preparation, oversight and implementation of the budget for each fiscal year; as well as other duties as directed by the Board of Directors. The Executive Director shall submit to the Board a detailed quarterly report of all expenditures and a detailed report of all programmatic activities. The Executive Director shall also submit a written report on the state of the Corporation at the annual meeting. The Executive Director or other staff persons so designated by the Executive Director shall have authorization to speak on behalf of, and to represent the organization in carrying out the policy directions of the Board of Directors.

**6.02** Termination. The ED may be dismissed and their employment by the Corporation terminated only with the approval of the two-thirds (2/3) of the members of the full Board of Directors.

**6.03** Performance Review. The performance of the ED shall be subject to an annual review by the Executive Committee or such other person or committee as may be designated by the Board of Directors.

**6.04** Staff. The ED shall be responsible for the engagement and hiring of all staff members of the Corporation, within the limits provided for in the budget.

## **ARTICLE VII CONFLICT OF INTEREST**

**7.01** Conflict Defined. A conflict of interest may exist when the interests or activities of any Director, advisory council member, or staff member may be seen as competing with the interests or activities of the Corporation, or when a Director, advisory council member, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

**7.02** Disclosure Required. Any possible conflict of interest shall be disclosed as promptly as possible, as follows: a) to the Board of Directors by the person concerned, if the person making the disclosure is a Director of the Corporation or the Executive Director; b) to the Chairperson of advisory council, if the person making the disclosure is a member of an advisory council; and c) to the Executive Director, if the person is making the disclosure is an employee of the Corporation. The Board of Directors shall be advised of all reports of possible conflict of interest, and their disposition, at its next scheduled meeting.

**7.03** Abstinance from Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, or to recommendations being made by an advisory council, the interested person shall call it to the attention of the Board of Directors or its



appropriate committee or advisory council, and such person shall not vote on the matter; provided, however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors, Board committee, or advisory council.

**7.04**        Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict of interest shall retire from the room in which the Board or its committee is meeting, and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

**7.05**        Interest of a Director in Transactions. No contract or other transaction shall be permitted between the Corporation and its Directors, if such contract or other transaction would constitute an act of self-dealing, or otherwise contravene any of the requirements of the any governing law, Articles of Incorporation or these Bylaws.

No contract or other transaction between the Corporation and one or more of its Directors, or any other corporation, firm, association, or entity in which one or more of its Directors, are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or other transaction or because their votes are counted for such purpose, if:

- (1) The fact and the material aspects of such Director's, relationship or interest are disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or other transaction by a vote or consent sufficient for the purpose without counting the vote or consent of any interested Director; or
- (2) The fact and the material aspects of such Director's, relationship or interest are disclosed or known to the Directors entitled to vote and they authorize, approve, or ratify such contract or other transaction by vote or written consent; or

- (3) The contract or other transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Members. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or other transaction.

**7.06** Service conflict of interest:

- (1) Directors, officers, and advisory council members shall not be involved or attempt to be involved in individual case advocacy decisions by the Corporation's staff, unless they are the person receiving services or the legal representative of the person receiving services.
- (2) Directors, officers, advisory council members, and employees and their immediate family members (which include spouse or other life or domestic partner, parent, step-parent, grandparent, sibling (including brother-in-law or sister-in-law), or child, step-child, or grandchild of the person or their spouse or other domestic partner) may receive services from the Corporation, but only pursuant to the same rules, policies, goals, and objectives that affect eligibility, priorities, and other case selection criteria applied to all other prospective persons who ask for services. In such circumstances, the Director, officer, advisory council member, or employee, and their immediate family members, shall be treated as any other person who is receiving services from the Corporation, and the Director, officer, or advisory council member shall not use their position to influence the services provided by agency staff.
- (3) Directors, officers, and advisory council members must observe, respect, and maintain confidentiality with respect to information obtained in their role as Directors and officers involving persons who are seeking or receiving services from the Corporation, agency strategies or intentions, litigation matters, personnel matters, or any other information which is considered confidential by law,

Board policy, or Board agreement during discussion. Directors and officers may choose to not participate in discussion, or to even leave a Board meeting temporarily, in order to avoid exposure to information which they believe may place them in a conflict situation, but no such measure eliminates or mitigates the Director's or officer's obligation to maintain the confidentiality of information.

- (4) No Director, advisory council member or employee of the Corporation shall represent their personal views as being those of the Corporation, unless the Board or a Board committee has clearly endorsed the same view. Directors, advisory council members, and employees shall not invoke the authority of the Board or of the Corporation, or their position within the Corporation, with respect to actions which are not undertaken as part of their official duties or responsibilities as a Director, advisory council member, or employee.

**7.07** Minutes. The minutes of the meeting of the Board or committee or advisory council shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee or advisory council, excluding the person concerning whose situation the doubt has arisen.

## **ARTICLE VIII BOOKS**

**8.01** Keeping Books and Records. The Corporation will keep complete and accurate books and records, and will also keep minutes of the proceedings of its, Board of Directors, Executive committee, Board committees, PAIMI advisory council, and any other advisory councils authorized by the Board of Directors. The Corporation will keep at its principal place of business a register of all Directors and officers, giving the names, addresses, and other details of the Directors and officers, and the original or a copy of its Bylaws,

including amendments to date certified by the Secretary of the Corporation.

**8.02** Inspection. Upon request to the Executive Director, all books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time on written demand stating such purpose. However, confidential information concerning either clients or employees shall not be inspected or disclosed.

## **ARTICLE IX INDEMNIFICATION**

**9.01** Indemnification. Except to the extent expressly prohibited by the Florida Not For Profit Corporation Act, 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 of the fact that the person is or was a member, Director, advisor, emeritus director, committee member, trustee, officer, employee, or agent (including members of the PAIMI advisory council and members of any other advisory council that may be authorized by the Board of Directors) of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (collectively, the person described above are each an "Indemnified Party" and collectively, the "Indemnified Parties"), shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such Indemnified Party in connection with such action, suit, or proceeding, including any appeal thereof. Such indemnification shall not be afforded to any person who was not acting in good faith and in a manner such Indemnified Party reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such Indemnified Party's conduct was unlawful. Such determination by the Corporation shall be made:

- (1) By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or
- (2) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding; or
- (3) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or
- (4) By independent legal counsel who is selected by the Board of Directors or by a committee of the Board as referenced in subparagraph (2), above, or, if a quorum can not be obtained and the committee can not be designated, selected by a majority vote of the full Board of Directors (in which Directors who are parties may participate).

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may, with the approval of the Board of Directors or its authorized committee, be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of any such Indemnified Party. In the event that it shall ultimately be determined that such Indemnified Party is not entitled to be indemnified by the Corporation as authorized in these Bylaws and in accordance with law, any amounts paid in advance shall be due and owing to the Corporation by the person on whose behalf the expense and costs were advanced. Indemnification hereunder shall continue as to a person who has ceased to be a Director, 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.

**9.02**            Purchase of Insurance. The Board shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent (including any member of any advisory

council authorized by these Bylaws or by the Board of Directors) of the Corporation against liability asserted against that person and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of these by-laws.

**9.03**        Notice. If any expenses or other amounts are paid by way of indemnification (other than by court order, action by the Board of Directors, or an insurance carrier pursuant to insurance maintained by the Corporation), the Corporation shall deliver either personally or by mail to each Director of record at the time entitled to vote for the election of Directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. Such statement shall be delivered not later than the time of delivery to Directors of written notice of the next annual meeting of Board of Directors, unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment.

## **ARTICLE X AMENDMENTS**

**10.01**        These Bylaws may be amended, repealed, or modified, and new Bylaws adopted by the affirmative vote of two-thirds of the members constituting the Board of Directors present at the meeting. Any notice of a meeting at which these Bylaws are proposed to be amended, repealed, or modified shall include notice of such proposed action.

## **ARTICLE XI MISCELLANEOUS**

**11.01**        Fiscal Year and Audit. The fiscal year of the Corporation shall be from October 1 to September 30, inclusive, unless changed by the Board of Directors determined by the Board of Directors ("Board") and may be changed from time to time by the Board.

**11.02**        Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed, or encumbered by such

officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance. However, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by law.

**11.03**      No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers or other private persons, except authorized reasonable compensation for services rendered. Loans to Directors, officers, and advisory council members prohibited. No loans or advances, other than customary travel advances, shall be made by the Corporation to any of its Directors, officers, or advisory council members.

**11.04**      Rules of Order. The meetings of the Corporation shall be conducted in an orderly, efficient and courteous manner, and in accordance with such rules of order as may be enacted from time to time by the then current Board Chair.

**11.05**      Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if any invalid provisions were omitted.

## **ARTICLE XII DISSOLUTION**

**12.01**      Distribution of Funds. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for which the Corporation was formed, or to such organizations as are operated exclusively for charitable, educational, religious or scientific purposes (and qualifying under Section 501(c)(3)). Any assets not so disposed shall be turned over to the

Circuit Court of the County in which the principal office of the Corporation is then located for disposition as described above.

**BYLAWS CERTIFICATE**

I, the undersigned certify that I am the Secretary of DISABILITY RIGHTS FLORIDA, INC., a Florida not for profit corporation, and that, as such, I am is authorized to execute this certificate on behalf of said Corporation, and further certify that the foregoing Bylaws, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the Board of Directors of the Corporation at their quarterly meeting, as amended from time to time prior to the date hereof.

Dated this 9<sup>th</sup> day of September, 2022.

Signature: \_\_\_\_\_  
Secretary

Print Name: \_\_\_\_\_