

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

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**As Amended and Restated on July 8, 2011**

**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**        Bylaws. These Bylaws constitute the rules and regulations of the Corporation.

**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 (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 as independently as possible 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.

**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 his or her 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 fifteen (15) Directors, which number shall include officers of the Board and the Chair of the PAIMI Advisory Council, but which excludes non-voting Directors (ex officio Directors, Presidents emeritus and officers or Directors emeritus). Such fifteen (15) voting Directors, in their capacity as the members of the Corporation, 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 resident 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, habitation, or habitation services to persons with disabilities.

**2.06**        Classes and Term. The voting members of the Board of Directors shall be divided into five (5) classes. Class V shall consist of one Director – the person from time to time who is the then serving Chair of the PAIMI Advisory Council as its Chair – and the term of office of each such person as a Director shall automatically coincide with such person's term of office as Chair of the PAIMI Advisory Council, which term generally is for one year commencing each October 1 and ending on the immediately following September 30. The remaining Directors (i.e., all Directors other than the Class V Director)

shall be divided into four (4) classes, as nearly equal in number as such remaining number of Directors permits, with the term of office of each Director in Class I, Class II, Class III and Class IV expiring on September 30 of each of 2005, 2006, 2007 and 2008, respectively. Such initial classification shall be established by resolution adopted by the Board of Directors acting in their capacity as the members of the Corporation in such a manner as both will not have the effect of shortening the then current term of any Director and will satisfy the provisions of the immediately following paragraph. Following the initial expiration of the term of office of each of Class I, Class II, Class III and Class IV, the term of office for each such class shall be four (4) years commencing on the October 1 immediately following expiration of the term of office of such class and expiring on the September 30 of the fourth calendar year thereafter. Each Director may serve a maximum of one (1) full four (4) year term. Any Director who is elected to fill an unexpired term shall serve for the remainder of such term, and shall be eligible to serve a single immediately succeeding term of four (4) years. A person who has served a full term of four (4) years shall be eligible for reelection as a Director after a period of two (2) years following the expiration of his or her maximum term.

Prior to the amendment of this Section 2.06 to contain the provisions set forth in the immediately preceding paragraph, the terms of office of Directors were staggered and for a period of three years with a maximum term of two consecutive full three year terms. The following transition rules shall apply to the persons who are serving as Directors on the date of the adoption of such amendment. In the case of each Director who, as of the date of adoption of such amendment, had completed a single full three year term and had been elected to a second three year term, such Director's period of service prior to his or

her reelection to a second term shall be deemed to constitute the remaining unexpired term of a four year term of office such that he or she shall be eligible to serve for the initial term of the class to which he or she is assigned, provided that the class to which he or she is assigned will not result in a period of service as a Director of greater than four years after the expiration of his or her first full term. In the case of each Director who, as the date of adoption of such amendment, is serving the first three year term to which he or she has been elected, such Director shall be assigned to a class which shall result in a less than four year period of service as a Director as of the initial expiration date of such class, such Director shall have the period of such service through the initial expiration date of such class deemed to constitute the remaining unexpired term of a four year term of office, and such Director shall be eligible to be reelected to, and may serve, a single immediately succeeding four year term of such class.

**2.07**        Election. 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, in their capacity as the members of the Corporation, 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 at the first meeting of the Board of Directors following his or her election and shall continue until the end of the unexpired term of the class to which elected.

**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, and to the public upon request.

**2.10** Telephonic Meetings. The Board may conduct meetings by telephone conference call providing that every person on the call is able to 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 Chair of the Board 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 President of the Board 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**        Types of Notice. Except as otherwise provided by statute or by the Articles of Incorporation, meetings of the Board other than the annual meeting may be held upon notice by telecopier/facsimile, mail, telegram/cablegram at least two (2) days prior to the day for such meetings. The purpose(s) of such meetings of the Board will be specified in the notice. Notice of all annual and regular quarterly meetings shall be provided to the public through mechanisms specifically intended to reach individuals with disabilities, their families, and other individuals interested in disability-related issues.

**2.15**        Quorum. Except as otherwise provided by statute or by the Articles of Incorporation, a majority of the Directors present in person, or in telephonic communication so that the Director can hear all that is being said and so that all other Directors can hear the Director when speaking telephonically, 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.

**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 conference once on each matter submitted to a vote of the Board of Directors.

**2.18**        Minutes. Minutes shall be made of all meetings of the Board of Directors and kept by the Secretary of the Corporation.

**2.19**        Removal. A Director may be removed by a majority of all voting Directors on the Board of Directors. 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 Nominating 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 his or her possession.

**2.20**        Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Board, the Chair of the Board, 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.

**2.21**        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.

**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 Chair of the Board shall appoint the members of each other committee and the Chair of each committee.

**3.03**        Executive Committee. The Executive Committee shall consist of seven (7) members. The members of the Executive Committee shall be the Chair of the Board, the Vice-Chair of the Board, the Chair of the Finance Committee, the immediate past Chair of the Board (but only for such period of time that such person is still serving as a Director) and additional Directors appointed 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.

The Executive Committee shall:

- (a) review organizational, budgetary and programmatic matters and make recommendations to the Board;
- (b) at the request of the Chair of the Board, the Executive Committee may act on behalf of the Board on issues requiring attention between regular board meetings, subject to the foregoing limitations; and
- (c) advise the Executive Director on issues, as necessary; and
- (d) provide assistance to the Chair of the Board in all matters relating to the employment of the Executive Director, including negotiating employment contracts and conducting periodic performance evaluations.

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. The Client Grievance 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 Finance 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 emergency budget amendments.

**3.06**        Personnel Committee.

Personnel Committee shall:

- (a) provide assistance to the Chair of the Board in all matters relating to the employment of the Executive Director, including negotiating employment contracts and conducting periodic performance evaluations;

- (b) provide assistance to the Executive Director of the Corporation in the annual review of the Personnel Policies of the Corporation for the purposes of recommending revisions, additions, and deletions;
- (c) provide assistance to the Executive Director in the periodic review, no less frequently than once every three years, of the salary ranges of the Corporation's employee classifications;
- (d) review and make recommendations with respect to the Corporation's policies and procedures pertaining to employee grievances; and
- (e) review and make recommendations with respect to all other policies and procedures that affect the employees of the Corporation.

**3.07**      Nominating Committee.

The Nominating Committee shall:

- (a) develop the methodology for seeking new members of the Board of Directors;
- (b) solicit and receive applications for new members of the Board;
- (c) develop criteria and evaluate the applicants;
- (d) 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
- (e) recruit and present the names and qualifications of nominees to the Board of Directors to fill vacancies as they occur.

**3.08**        Legal Services Committee. Members of the Legal Services Committee shall be members of the Florida Bar. The Legal Services Committee shall periodically review and make general recommendations regarding the Corporation's involvement in systemic and other complex litigation and its use of legal means or strategies to accomplish or further the mission of the Corporation. Where Board established policies or budget would be affected, the Legal Services Committee will review and approve in advance any proposal that the corporation or its legal staff or contractors become involved as a party, or as counsel to a party, in any and all class action or other complex litigation. Nothing contained herein shall be construed as interfering with the professional obligations of individual staff attorneys to represent clients of the Corporation.

**3.09**        Legislative and Public Affairs Committee. The Legislative and Public Affairs Committee shall periodically review and make general recommendations regarding the Corporation's legislative and public affairs involvement and its use of policy maker education and public affairs strategies to accomplish and further the mission of the corporation.

**3.10**        Goals Committee. The Goals Committee shall recommend to the Board appropriate Board action with respect to the corporate goals and priorities.

**3.11**        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.

**3.12**        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, in their capacity as the members of the Corporation, shall elect a Chair of the Board, a Vice-Chair of the Board, a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed appropriate including one or more past President(s) as President Emeritus or past Chair(s) of the Board as Chair Emeritus. All officers shall serve until the next annual meeting of the Board.

**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 his successor is elected and qualified.

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

**4.04**        Vice-Chair of the Board. The Vice-Chair of the Board shall, in the absence of or at the request of the Chair of the Board, 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 Chair of the Board.

**4.05**        President. The President shall be the chief executive officer of the Corporation. The President, unless some other person is specifically authorized by the Board of Directors, shall execute all written instruments of the Corporation. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate.

**4.06**        Vice-President(s). The corporation shall have one or more vice-president(s). Each Vice-President shall have such powers and duties as are from time to time prescribed by the Board or the President.

**4.07**        Secretary. The Secretary 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 President 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.

**4.08**        Treasurer. The Treasurer 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 President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her 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 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.

**4.09**        Compensation. Officers who are not employees of the Corporation shall serve without compensation, but 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. Officers who are employees of the Corporation shall not be entitled to additional compensation on account of serving as an officer of the Corporation, but shall be reimbursed for ordinary and necessary expenses incurred in accordance with established policies of the Corporation.

**4.10**        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 Nominating Committee. A simple majority of the votes cast shall elect. Nominations may come from the Nominating Committee and/or other current Directors.

**4.11**        Removal. Any officer elected or appointed by the members of the Board may be removed by the members of the Board at a regular or special. 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.

**4.12** Term. The term of each officer shall commence upon his or her election and continue until the next annual meeting and until his or her successor shall be elected and qualified.

**4.13** Resignation. Any officer of the Corporation may resign at any time by giving written notice to the Board, Chair of the Board, the President, 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.

**4.14** 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 and in the bylaws currently established by the PAIMI Advisory Council, together with such amendments to such bylaws as may be adopted from time to time by the PAIMI Advisory Council.

## **ARTICLE VI**

### **EXECUTIVE DIRECTOR**

**6.01**        Executive Director. An Executive Director, who shall not be a Member of the Board of Directors, shall be hired by the Board and shall be responsible and accountable to the Board of Directors through the Chair of the Board. The Executive Director shall, within the philosophies, policies, and priorities established by the Board, be the general manager and overall supervisor in the administration of the Corporation. The Executive Director may also be elected to one or more of the offices of President, Secretary or Treasurer as set forth in Article IV. His or her activities shall include but are not limited to hiring, firing and promotions of staff, and the establishment of salaries for all subordinate staff, in accordance with the policies established by the Board. 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.

## **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 regular quarterly 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 his or her 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 his or her 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 his or her 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 he or she is or was a Director, 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, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him 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 he or she 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 his or her 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 the Director, officer, employee or agent (including a member of an advisory council). In the event that it shall ultimately be determined that the Director, officer, employee, or agent (including a member of an advisory council) 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 may 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 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 Corporation would have the power to indemnify him/ or her 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 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 activities of the Corporation shall be conducted in accordance with Robert's Rules of Order, as revised.

**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 principle office of the Corporation is then located for disposition as described above.

**BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Secretary of DISABILITY RIGHTS FLORIDA, INC., a Florida not for profit corporation, and that, as such, he is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of 31 pages, 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 \_\_\_\_\_ day of July, 2011.

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

Secretary

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

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