



*Rhode Island Statewide
Independent Living Council
"Together, Making a Difference"*

RISILC BYLAWS

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ARTICLE I: DEFINITIONS

“Center for Independent Living” shall mean a community-based, cross-disability, nonresidential private nonprofit agency that is designed and operated within a local community by individuals with disabilities and provides an array of independent living services.

“Duly appointed” shall mean recommended by the Council and appointed by the Governor to the SILC as a member in accordance with federal and state law, as in effect from time-to-time, for appointments to statewide independent living councils.

“GCD” shall mean Governor’s Commission on Disabilities.

“Individual with a disability” shall mean any individual who has a physical, emotional or mental impairment which substantially limits one or more of such person’s major life activities, has a record of such impairment, or is regarded as having such impairment.

“Letter” “communications” or “notice” shall include alternative means of communication as requested by an individual or generally used by the Council.

“PCA” shall include personal assistance or personal care assistant

“RISILC or SILC” shall mean the Rhode Island Statewide Independent Living Council.

“SPIL” shall mean State Plan for Independent Living.

“the Act” or “Rehab Act” shall mean The Rehabilitation Act of 1973, as amended.

ARTICLE II: NAME AND PURPOSE

Section One. The name of the Council shall be *the Rhode Island Statewide Independent Living Council (RISILC)* and its purpose shall be as set forth in the Rehabilitation Act of 1973 (as amended), Section 705 of the Act; and the Code of Federal Regulation §34 CFR 364.21.

ARTICLE III: MISSION

Section One.

The Rhode Island Statewide Independent Living Council, is created by Rhode Island Executive Order No. 93-23 in compliance with the Rehabilitation Act to carry out its purpose under Section 705 C of the Rehab Act; Code of Federal Regulation §34 CFR 364.21- seeks to promote the independent living philosophy for persons with disabilities in order to have the opportunity for full access to, and participation in, the services, benefits, and enjoyments of the community by individuals with disabilities.

ARTICLE IV: MEMBERSHIP

Section One.

Membership of the Council shall consist of Members no fewer than 9 and no more than 30 duly appointed members. All members are recommended by the Council and appointed by the Office of the Governor. Membership shall meet the criteria set forth in; the Code of Federal Regulation §34 CFR 364.21.

Section Two. Council Composition.

- A. Members shall be:
 - 1. at least 51% individuals with disabilities who are not employed by a State agency or Center for Independent Living.
 - 2. among its voting members, at least one director of a Center for Independent Living chosen by the Directors of Centers for Independent Living within the State;
 - 3. as ex officio, nonvoting member, a representative of the Designated State Entity as identified in the Statewide Plan for Independent Living, and representatives of other State agencies that provide services for individuals with disabilities;

- B. Additional members may be:
 - 1. other representatives from centers for independent living

 - 2. individuals with disabilities

 - 3. parents and guardians of individuals with disabilities;

 - 4. advocates of and for individuals with disabilities;

 - 5. representatives from private businesses;

 - 6. representatives from organizations that provide services for individuals with disabilities; and

 - 7. other appropriate individuals.

Section Three. Council Qualifications.

In addition to the above, Council shall composed of members who provide Statewide representation, shall represent a broad range of individuals with disabilities from diverse backgrounds; members shall be knowledgeable about Centers for Independent Living and independent living services, and shall have commitment to the Council through participation on one or more of its committees or through other volunteer activities.

Section Four. Council Reimbursement.

In general Members serve without compensation except for reasonable and necessary expenses of attending SILC meetings and performing SILC duties. The SILC may use the resources described in paragraph (i) of this section to reimburse members of the SILC for reasonable and necessary expenses of attending SILC meetings and

performing SILC duties (including child care and personal assistance services) and to pay compensation to a member of the SILC, if the member is not employed or must forfeit wages from other employment, for each day the member is engaged in performing SILC duties. All reimbursement permitted under this Section shall be subject to federal regulations as per Section 705 of the Rehab Act and the Code of Federal Regulation §34 CFR 364.21.

Section Five. Terms of Appointment

- A. Length of Term: Under the Code of Federal Regulation §34 CFR 364.21 each Member shall be appointed for a term of three years except:
- (i) a member appointed to fill a vacancy occurring prior to the expiration of the term for which a predecessor was appointed, but may only be appointed for the remainder of such term;
 - (ii) the terms of service of the members initially appointed shall be for such fewer number of years as will provide for the expiration of terms on a staggered basis.
 - (iii) no member of the SILC shall serve more than 2 consecutive three-year terms, unless there is only one center for independent living within the state, and that director is the only CIL director who can serve; or as is required to maintain council composition; or when appointed to fulfill an unexpired term but may only serve one such additional unexpired term.
 - (iv) SILC membership reappointment after statutory term limits expire will be in accordance with Sec. 705(b)(2)(a) through (c) of the Rehab Act; A SILC may only reappoint a member to serve in excess of the statutory limit once it has been fully constituted; and when necessary to fulfill its membership requirements.

Section Six. Removal.

- A. The Council shall have the right, by a vote of two-thirds of the Members present at a meeting where a quorum is present, to recommend to the Governor that a Member be removed for failure to maintain active membership in good standing with the Council: Active membership requires that members support the mission and function of the Council through regularly attending or participating in scheduled meetings and Council affairs.
- B. Actions of any member which constitute reason for removal include: Council Failure to disclose actual or potential conflicts of interest as required by these Bylaws; failure to abide by Council policies and procedures which may be in effect from time-to-time; Failure to maintain active attendance and/or participation with the Council; incidence of inappropriate or unlawful conduct.
- C. Any Member shall have the right to appeal the Council's removal recommendation to the Governor. Removal shall be effective on the date stated in written notice sent to the Director by the Governor.

Section Seven. Resignation.

Any Member may resign by written notice to the Council Chair. Following such notification, the Council Chair shall notify the Governor of the effective date of the Member's resignation. As necessary to maintain function and quorum- the Council may appoint additional members pursuant to the requirements detailed in Article IV.

ARTICLE V: DUTIES OF THE COUNCIL

Section One. The Council shall carry out such functions as required or permitted by law:

- (1) jointly develop and sign (in conjunction with the Designated State Entity and Center(s) for Independent Living) the State Plan for Independent Living;
- (2) monitor, review, and evaluate the implementation of the State Plan;
- (3) submit to the Administrator such periodic reports as the Administrator may reasonably request, and keep such records and afford such access to such records, as the Administrator finds necessary to verify the information in such reports; and
- (4) as appropriate, coordinate activities with other entities in the State that provide similar to or complimentary to independent living services, such as entities that facilitate the provision of or provide long-term community-based services and supports
- (5) meet regularly and ensure that all regularly scheduled meetings of the Council are open to the public and sufficient advance notice is provided;
- (6) submit to the Commissioner or the Secretary of the US Department of Health and Human Services-Independent Living Administration/ Administration for Community Living Department of Education such periodic reports as the Commissioner or Secretary may reasonably request, and keep such records, and afford such access to such records, as the Commissioner or Secretary finds necessary to verify such reports;
- (7) hold such public hearings and forums as necessary to carry out its duties;
- (8) prepare (in conjunction with the Designated State Entity) a resource plan for the development of public and private resources, including staff and personnel, that may be necessary to carry out its functions; such resource plan, to be in accordance with federal regulations; and
- (9) supervise and evaluate its staff and other personnel as may be necessary to carry out its functions.

ARTICLE VI: OFFICERS

Section One. Election.

The Council shall elect a Council Chair, at least one Vice-Chair, a Treasurer and a Secretary at the annual meeting. All officers shall be voting members of the Council Subject to resignation or removal under these Bylaws, duly elected officers shall remain in office until reelected or until their successors are elected; or at expiration of a term of membership. An officer is eligible to be elected to a previously held office

after being out of that office for one full year. An officer may be elected to another office at any time; but only when the council is fully constituted- as per Article IV Section 5 A (iv).

Section Two. The Council Chair

shall preside at meetings of the Council and at Executive Committee meetings; represent the Council at meetings of other entities, speak publicly on the SILCs behalf, lead the planning efforts of the SILC, coordinate and oversee the work or any designated SILC committees, co-sign the State Plan for Independent Living, as directed by the Council, be authorized to sign financial statements and checks in accordance with these Bylaws, be an ex officio non-voting member of any standing or ad hoc committee of the Council, and assume such other responsibilities as may be appropriate to the mission of the Council and as authorized by the Council.

Section Three. Vice-Chair.

The Vice-Chair shall take over the duties of the Council Chair in the absence of the Council Chair and perform any other duties as authorized by the Council Chair. In general the Vice Chair will assist the Chair in leading the SILC. In the event that the Council elects more than one Vice-Chair, it shall designate the order of succession to the Chair in the event the Council Chair is unable or unwilling to serve.

Section Four. Secretary/Treasurer.

The Secretary/Treasurer or his/her designee shall:

- (1) Keep the minutes of the Council, see that notices are duly given in accordance with these Bylaws or as required by law, maintain the membership roster and represent the SILC at the direction of the Council as necessary.
- (2) Oversee the financial management of resource funds received by and distributed by the Council, oversee management and reporting of such funds, report to the Council

Section Five . Removal.

The RISILC Council may vote to remove an officer for just cause as such is defined above at Article IV, Section 6.

Section Six . Resignation.

An officer may resign by notifying the Council of the effective date of his/her resignation.

Section Seven . Vacancy.

On resignation or removal of the Council Chair, the Vice-Chair, in the succession designated under above Article VI, Section Three, shall assume the responsibilities of the Council Chair. On the resignation or removal of any other officer, the Council Chair will solicit appointments from among active Council members to fill the vacant officer positions. In the event that the Council Chair and all Vice-Chair positions are vacant at the same time, the Secretary or Treasurer shall convene a meeting of the Council within sixty (60) days of knowledge of the vacancies for the purpose of nominating and selecting members to fill such officer vacancies.

ARTICLE VII: COMMITTEES

Section One. General.

The Council shall have such standing and ad hoc committees as necessary to meeting its obligations. Committee members shall serve such terms as required to fulfill its task. Non-Council members may be appointed to committees, but only a Council member may be the Chair of any committee. All committees in operation shall report to the Council at least bi monthly.

A. Standing Committees: Each standing committee shall have stated goals and timelines in such format as may be required by the State Plan. Such work plan shall serve to implement the work of the committee and shall be consistent with the Committee's responsibilities set forth in this Section. Standing committees are: Executive, Finance, State Plan and Membership.

1. **Executive Committee.** The Council Chair shall be the Chair of an Executive Committee consisting of the Council Officers and the Chairs of all standing committees. The function of the executive committee, shall be to supervise SILC staff, prepare agenda's for bi monthly Council meetings, and adopt a meeting schedule. The Executive Committee shall not approve the budget, authorize expenditures in excess of the approved budget, remove members, officers, hire or fire staff or modify the State Plan without the appropriate authorization of the Council.

2. **Finance Committee.** Chaired by the Treasurer, the Finance Committee shall oversee all financial aspects of the Council and shall prepare annual budgets for submission to the Council, shall review receipts and expenditures.

3. **State Plan Committee.** Chairperson selected by the Council the State Plan committee shall be responsible for developing the SPIL in cooperation with the CIL(s) and DSE; monitoring SPIL progress, and drafting annual reports.

4. **Membership Committee.** Chairperson selected by the Council, the Membership Committee shall lead the recruitment efforts of the Council, identify, outreach and solicit applications from potential members; interview and present such members to the Council for nomination, consistent with the requirements stipulated in Article IV.

B. Ad Hoc Committees: As needed, the Council may designate Ad Hoc Committees to assist with specific tasks or projects. Such Committees may include Needs Assessment, Policy and Strategic Planning. Ad hoc committees shall cease to exist at the completion of their assigned task or project or at such other time as determined by the designating body. Ad hoc committees shall report to the Executive Committee and to the Council as requested.

ARTICLE VIII: MEETINGS

Section One.

The Council shall meet not less than quarterly or as often as necessary to conduct its business.

Section Two. Special Meetings.

Special meetings may be called by the Council Chair at his/her discretion, shall be called upon receipt of a request for such special meeting by a member or members; or as is needed to accomplish Council business.

Section Three. Accessibility.

Council Meetings shall be held at locations which are accessible to persons with disabilities, as is consistent with the ADA. Communications to Members shall be in formats accessible to each member, upon request. Written communications shall be emailed or mailed upon request five business days prior to a meeting. Communication aids required by members for full participation in Council business shall be present and operational at all meetings upon request- such as the provision an interpreter for ASL, Braille, CART services in order to facilitate full and equal member engagement.

Section Four. Open Meetings.

The Secretary will ensure that all regularly scheduled meetings of the SILC are open to the public and sufficient advance notice is provided; and the announcement and conduct of all meetings conform to the requirements of the State's Open Meeting Law. All meetings are recorded for the purpose of keeping minutes.

Section Five. Quorum and Conduct of Meetings.

A quorum shall exist when a simple majority of Members is present. Members may participate in meetings via electronic media or conference call; however no member may vote via proxy electronic media with the exception of the use of assistive technology which allows the person to fully participate in the meeting and, in accordance with RI Open Meetings Laws, an approved RI GCD Form A. RI Open Meeting Accessibility for People with Disabilities Plan is on file. Members shall notify the Chairperson or RISILC staff at least 24hours prior to a scheduled Council meeting if unable to attend. In all matters not stipulated in these Bylaws, meetings shall be conducted according to Robert's Rules of Order (newly revised).

Section Six. General Consent.

The Council may utilize 'general consent' of the Members to adopt/approve such routine matters as: bill paying, approving minutes of previous meeting(s), answering correspondence, closing nominations, setting schedules, considering reports and recommendations, and/or adjourning.

Section Seven. Annual Meeting.

There shall be an annual meeting of the Council at a time and place designated by the Executive Committee. The purpose of the Annual Meeting shall be to elect officers, select new Members for recommendation to the Governor, review, approve and submit annual reports and conduct such other business as may be necessary to the operations of the Council.

ARTICLE IX: CONFLICT OF INTEREST

Section One.

All voting and non-voting Members have an affirmative duty to inform the Council in writing of any actual or potential conflicts of interest between their personal or business obligations and their obligations to the Council. A conflict of interest arises when:

- a. a Member, his/her family, employer, or a business in which the Member has a financial interest, may benefit directly or indirectly, financially or otherwise, from the Member's action on a matter of Council business;
- b. a Member's fiduciary duty to his/her employer or to any other organization may conflict with his/her fiduciary duty to the Council.

No Member may vote on matters which present a potential conflict of interest, i.e. in which the Member would be considered an "interested Member." Interested Members may however be counted in determining the presence of a quorum at a meeting at which such vote may be taken.

No contract or transaction between the Council and one or more of its Members or officers or between the Council and any other Council, partnership, association, or other organization in which one or more of its Members or officers have a financial interest, is void or voidable nor are the Members or officers liable regarding the contract or transaction solely for this reason, or solely because the Member or officer is present at or participates in the meeting of the Council or committee of the Council which authorizes the contract or transaction, or solely because his, her, or their votes are counted for the purpose, if:

- a. The material facts as to his, her, or their interest or relationship are disclosed or are known to the Council or the committee, and the Council or committee authorizes, approves, or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested Members, even though the disinterested Members are less than a quorum; or
- b. The material facts as to his, her, or their interest or relationship are disclosed or are known to the Members entitled to vote on the contract or transaction, and the contract or transaction is specifically authorized, approved, or ratified by vote of those Members; or
- c. The contract or transaction is fair and reasonable to the Council.

ARTICLE X: BOOKS AND RECORDS

Section One. Books and Records. The Council shall keep correct and complete books and records of all business including minutes of all regular and special meetings.

Section Two. Policies and Procedures. Council Members and committee members will review and comply with the Council policies and procedures as may be adopted from time-to-time by the Council.

Section Three. Checks and Negotiable Instruments. The Council authorizes the Chair, Vice Chair and Secretary to sign checks with Council approval or negotiate contracts on behalf of the Council, such as is necessary for the Council to carry out its duties. Signatures of any two of the aforementioned shall be required on checks or negotiable instruments with a value in excess of Five Hundred Dollars. (9.22.04)

ARTICLE XI: NON-DISCRIMINATION

Section One. The Council shall conduct its business with applicable state and federal laws and without discrimination based on age, gender, gender identity, national origin, race, religion, sexual orientation, or nature of disability.

ARTICLE XII: AMENDMENT OF BYLAWS

Section One. Notice. Members shall be notified in writing, or format requested, of a proposed amendment to the Bylaws consistent with Robert's rules of order.

Section Two. Vote. The Bylaws may be amended by a majority vote of the voting Members present at a duly noticed meeting at which a quorum is present.

ARTICLE XIII: EFFECTIVE DATE

Section One. These Bylaws, and any subsequent amendments thereto, shall become effective upon approval by the Council or at such date designated by the Council at the time of approval. All versions of these Bylaws, whether written or in any other medium, shall include the effective date.

Original effective date: 6/28/2002

Revised: 6/27/2003; 9/22/2004; 7/14/2006; 6/20/2011; October 21, 2015, October 2016