

# **OHIO STATEWIDE INDEPENDENT LIVING COUNCIL**

## **BYLAWS**

Revised September, 2018

### **PREAMBLE**

The Ohio Statewide Independent Living Council (OSILC) shall be committed to promoting a philosophy of independent living, which includes a philosophy of consumer control, peer support, self-help, self-determination, equal access and individual and systems advocacy, in order to maximize the leadership, empowerment, independence, and productivity of individuals with disabilities, and the integration and full inclusion of individuals with disabilities into the mainstream of American society.

### **ARTICLE I. NAME**

The name of this organization shall be Ohio Statewide Independent Living Council, hereinafter referred to as OSILC.

### **ARTICLE II. PURPOSE**

Pursuant to the Ohio Revised Code Sections 107.17 and 107.18, and the Rehabilitation Act as reauthorized by the Workforce Innovation and Opportunity Act (WIOA), the Ohio Statewide Independent Living Council (OSILC) is established for the following purposes:

- To develop with the Directors of the Centers for Independent Living in Ohio a State Plan for Independent Living for Ohioans with significant disabilities, which will be reviewed and/or revised not less than once every three years;
- To serve as the monitor and guide for the implementation of the federally approved state plan;
- To promote and advocate for the delivery of the Workforce Innovation and Opportunity Act's five core independent living (IL) services;
- To provide guidance and consultation for the development and expansion of independent living services on a statewide basis;

- To establish and support a statewide network of Centers for Independent Living and IL programs;
- To perform all other authorities in the State Plan for Independent Living;
- To act as liaison and link among Ohio Centers for Independent Living (CILs), programs providing independent living services, vocational rehabilitation services (as established under Title I of the Rehabilitation Act) and other statewide agencies or organizations serving the interest of individuals with disabilities; and to advocate, both through its own example and the provision of training for others, for Ohioans with disabilities in the enactment of principles and values espoused by independent living philosophy.

### **ARTICLE III. MEMBERS**

#### **Section 1. Classification.**

- A. **Regular Member.** The Voting Members of OSILC shall consist of fourteen (14) Members appointed by the Governor of Ohio, one of whom is a Center for Independent Living Director chosen by the Directors of the Centers for Independent Living within the State.
- B. **Ex-Officio Member.** The Governor shall appoint five (5) Ex-Officio, non-voting Members including one from the Opportunities for Ohioans with Disabilities, and four (4) representatives chosen from among other State agencies that provide services for individuals with disabilities, including; the Ohio Developmental Disabilities Council, , the Ohio Department of Job and Family Services, the Ohio Department of Developmental Disabilities, and the Ohio Department of Transportation.

#### **Section 2. Qualifications for OSILC Membership**

- A. **Appointment.** The Governor shall appoint individuals who are knowledgeable about Centers for Independent Living, independent living services and independent living philosophy. OSILC will make recommendations for appointments to the Governor.
- B. **Composition.** A majority of the membership shall be comprised of individuals with disabilities who are not employed by an independent living center or state agency. The remaining Members shall be people

who themselves have disabilities, or parents, guardians, or advocates for people who have disabilities.

- C. **Centers for Independent Living Representative.** One Voting Member shall be a CIL Director selected by the Directors of Centers for Independent Living who represents them and serves at their pleasure.
- D. **Recommendations for membership.** In making recommendations for appointments, OSILC shall consider diversity of disabilities represented, geographic distribution and cultural diversity of Members.

### **Section 3. Term of Service**

- A. Voting Members are appointed by the Governor and shall serve a three-year term. Members may serve for 90 days beyond the expiration of their term, pending a new appointment by the Governor. If the Governor has not made the new appointment within ninety days, the seat on the Council shall stand vacant. One-third of the Members shall be appointed each year to assure continuity and stability for OSILC, when possible.
- B. Ex-officio Members are appointed by the Governor and shall serve a three-year term.
- C. Members may not serve for more than two consecutive three-year terms. However, a Member appointed to complete another Member's unfulfilled term shall serve the remainder of the unfulfilled term, and then is eligible to be appointed to two additional consecutive three-year terms.
- D. Regular Members may be re-appointed to OSILC after at least one year following the completion of their second consecutive three-year term.

### **Section 4. Vacancies.**

A vacancy on OSILC should be filled by appointment by the Governor within three (3) months of the date of the vacancy, or at least as soon as is possible.

### **Section 5. Resignation or Removal**

- A. **Resignation** - If a Member chooses to resign, the Member must submit a resignation in writing to the Governor with copies to the Chair of OSILC and the Executive Director. The Member should provide sixty days' notice of the Member's intention to resign.

**B. Removal.**

1. OSILC may recommend to the Governor that a Member who misses two consecutive meetings be replaced, unless the Member has provided a good cause reason to the Chair or the Executive Director of the reason for the absences.
2. OSILC may recommend to the Governor that a Member who violates the OSILC Ethics Policy be replaced.
3. Recommendation for replacement shall require a 2/3 vote in the affirmative of those present and voting at a regular or special meeting of the OSILC.
4. Ohio Revised Code § 3.17 states:

"Any member of a board, commission, council, board of trustees of an institution of higher education, or other public body of the state, except a member of the general assembly or a judge of any court in the state, who fails to attend at least three-fifths of the regular and special meetings held by that board, commission, council, board of trustees, or public body during any two-year period forfeits the member's position on that board, commission, council board of trustees, or public body."

**ARTICLE IV. OFFICERS**

**Section 1. Elected Officers**

The elected officers of the OSILC shall be a Chair, a Vice-Chair, and a Treasurer.

**Section 2. Election of Officers**

- A. The elected officers shall be elected by the voting Members of OSILC at the annual meeting or another regularly scheduled OSILC meeting. They shall assume their duties at the close of the meeting at which they are elected.
- B. Officers shall serve for a one-year term or until their successors are elected. Officers may be re-elected but may not serve more than two (2) consecutive terms in the same office. If no candidate accepts nomination, a two-thirds majority may approve a candidate to be nominated for the officer role beyond the two consecutive terms.

### **Section 3. Duties of Officers**

Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws and in the adopted parliamentary authority.

**A. The Chair shall:**

1. Preside at all official meetings of OSILC;
2. Be the principal contact with the Executive Director of OSILC;
3. Fulfill such other duties as may be assigned by OSILC.

**B. The Vice-Chair shall:**

1. Preside in the absence of the Chair;
2. The Vice Chair shall coordinate the reporting of Committees of their activities at the regular OSILC Board meetings;
3. Fulfill such other duties as may be assigned by OSILC.

**C. The Treasurer shall:**

1. Provide a financial report at each meeting, including the budget and fiscal activity;
2. Serve as Chair of the Budget and Finance Committee.
3. Review appropriate fiscal documents, such as bank statements at least bi-monthly

### **Section 4. Vacancies.**

- A.** A vacancy in the office of Chair of OSILC shall be filled by the Vice-Chair.
- B.** A vacancy in any other office shall be filled by OSILC through the voting procedure.

### **Section 5. Official Spokesperson**

The Chair and Executive Director shall be the official spokespersons for OSILC. No OSILC Member shall represent OSILC positions without prior knowledge and permission of OSILC. Other OSILC Members or staff may serve as spokesperson if directed by OSILC or written policy.

## **ARTICLE V. MEETINGS**

### **Section 1. Dates of Meetings**

OSILC shall meet in regular session at least four (4) times a year. In the event that a meeting needs to be cancelled due to unforeseen circumstances, OSILC shall meet a

minimum of three (3) times in that calendar year. Meeting dates shall be determined by OSILC. The schedule of meeting dates for the coming year will be published after the last meeting of the Federal Fiscal Year. A tentative meeting schedule for the year will be developed and published annually. The meetings shall be conducted consistent with the policies and procedures of the OSILC.

## **Section 2. Notice**

Notice, stating the date, time and place of the meetings shall be sent to all OSILC Members at least ten (10) days prior to each meeting.

## **Section 3. Quorum**

- A.** The quorum of any meeting shall be a majority of the fourteen (14) regular voting Members, which shall include one officer of OSILC.
- B.** Each OSILC Member shall notify the Executive Director or the Chair when attendance at a committee, regular or special meeting is not possible.
- C.** If the Executive Director has determined a quorum will not be present and if the Chair has canceled the meeting, a designated individual shall notify all OSILC Members of the cancellation or the rescheduled meeting date.

## **Section 4. Annual Meeting**

An annual meeting shall be held between September 1st and October 31st of each year for the purpose of conducting regular business, hearing annual reports of standing committees, election of officers and reorganization.

## **Section 5. Special Meetings**

- A.** Special meetings may be called by the Chair, at the direction of the Governor, or at request of four (4) voting Members of OSILC.
- B.** Notice – The voting Members of OSILC should be notified ten (10) days prior to a special meeting of OSILC, or as quickly as is practical in emergency situations.

## **Section 6. Changes or Cancellation of Meeting**

In the event of an emergency, OSILC by a majority vote, may postpone or change the date of a meeting. All Members shall be notified of the change in a manner determined by the Council to be fair and reasonable under the circumstances and in accordance with the Ohio Revised Code (ORC) and the Americans with Disabilities Act (ADA).

## **Section 7. Distribution of Materials**

- A.** All written materials and notices distributed to OSILC Members shall be in an accessible format, (Braille, taped, large print, etc.) as required by each OSILC Member.
- B.** The OSILC office staff must receive all materials at least one week prior to meetings to assure that all materials are in the appropriate accessible formats.

## **ARTICLE VI. ELECTRONIC MEETINGS AND COMMUNICATIONS**

### **Section 1. Meetings**

All committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communication media, so long as all of the Members can simultaneously hear each other and participate during the meeting.

### **Section 2. Communication**

Unless Members indicate otherwise to the OSILC office, all communication required by these Bylaws, including meeting notices, may be sent electronically.

## **ARTICLE VII. REIMBURSEMENT OF EXPENSES**

### **Section 1. Reimbursement**

- A.** All voting Members of OSILC are entitled to reimbursement for reasonable expenses as provided in OSILC expense policy and WIOA, subject to the Member obtaining prior approval and submission of required documentation within requirements, and the availability of funds. Members may also qualify to receive a stipend for attendance at the bimonthly OSILC Business Meetings and the bimonthly Committee Meetings that accompany the official Business Meetings. A separate Stipend Policy has been developed and is available upon request.
- B.** Approved expenses for all voting Members shall meet OSILC expense policy requirements and be approved by the Executive Director or the Treasurer.

## **ARTICLE VIII. CONFERENCE TRAVEL**

### **Section 1. Conference Attendance**

- A.** No more than four (4) voting Members of OSILC may attend any one conference that requires out of state travel. With the exception of an Officer or special approval by OSILC, no Member of OSILC may attend any conference two consecutive years.
- B.** Voting Members of OSILC who attend a conference, event, or meeting at OSILC expense shall be prepared to submit a report of the meeting proceedings to the OSILC Board at the next regular OSILC Board Meeting. Information from the Conference shall be available to OSILC membership.

## **ARTICLE IX. COUNCIL COMPOSITION AND DUTIES**

### **Section 1. Composition**

The voting Members of OSILC shall be appointed by the Governor. Ex-Officio Members may attend all meetings, except executive sessions, with the right to discussion, but without the right to vote. Presenters may be invited by the Chair to attend meetings. Relevant parties may be invited by the OSILC voting Members to attend Executive Sessions.

### **Section 2. Duties of the Council**

OSILC shall:

- A.** Carry out mandates and policies as determined in the Workforce Innovation and Opportunity Act.
- B.** Have authority to perform all actions in the transaction of business, for or on behalf of OSILC.
- C.** Manage property and affairs of OSILC or may delegate these duties to the officers and /or staff employed by OSILC.
- D.** Be responsible for the financial operation of OSILC.
- E.** Recommend appointments.
- F.** Approve times and places of meetings scheduled by OSILC.
- G.** Fill vacancies in elective offices.

## **ARTICLE X. EXECUTIVE DIRECTOR**

### **Section 1. Executive Director**

OSILC shall hire an Executive Director. In addition to those duties outlined in state and federal legislation, the Executive Director shall have such duties and powers as may be granted to or imposed on him/her by OSILC, to the extent authorized by OSILC, and subject to its approval. Further, the Executive Director shall have authority to direct staff. The Executive Director shall act as the authorized representative of OSILC in matters affecting the administration of the affairs of OSILC.

## **ARTICLE XI. EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The voting Members of the Executive Committee shall be the OSILC Chair, Vice-Chair, Treasurer and the CIL Representative. The Executive Director and the previous Chair shall be Ex-Officio Members without the right to vote.

### **Section 2. Duties**

The Executive Committee shall:

- A.** Be subject to the orders of OSILC and none of its acts shall conflict with action taken by OSILC.
- B.** Transact all business requiring action between meetings of OSILC.
- C.** Report committee actions to the OSILC, and
- D.** Perform other duties as requested by OSILC.

### **Section 3. Meetings**

The Executive Committee may meet by conference call in emergency situations arising between meetings of OSILC. Any action taken in an Executive Committee meeting shall be ratified by the Council at its next meeting.

### **Section 4. Voting**

Only Members of the Executive Committee who are present at meetings of the Executive Committee shall vote. Proxy voting shall not be permitted.

Accommodations shall be made according to the American's with Disabilities Act (ADA) for Members whose disability prohibits them from attending a meeting,

### **Section 5. Quorum**

Three Voting Members of the Executive Committee shall constitute a quorum.

### **Section 6. Presiding Officer**

The Chair of OSILC shall be the presiding officer of the Executive Committee.

## **ARTICLE XII. COMMITTEES**

### **Section 1. Standing Committees**

- A.** The standing committees of OSILC shall be:
  - 1. State Plan for Independent Living (SPIL) Committee
  - 2. Outreach and Education
  - 3. Community Advancement and Advocacy
- B.** OSILC Chair may appoint non-OSILC Members to serve on any standing Committee. Non-member appointees shall be less than a majority of any committee. Chair and Members shall be appointed to serve for one year beginning at the close of the Annual Meeting following their appointment. They shall be appointed by the OSILC Chair in consultation with the Executive Committee.
- C.** OSILC Chair shall serve as an Ex-Officio Member on all committees. Each Committee shall elect its own Chair.

### **Section 2. Special Committees**

Special committees may be created by OSILC or by the Chair with the approval of OSILC.

## **ARTICLE XIII. DISSOLUTION**

The manner of dissolution of OSILC shall be as required by the law of the State of Ohio and the official acts of the Governor of the State of Ohio and the voting Members of OSILC. Upon dissolution, remaining assets will become assets of the State of Ohio.

## **ARTICLE XIV. INDEMNIFICATION**

Officers, OSILC Members, employees and agents of OSILC shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a Member serving in an elected or an appointed capacity. No Member or employee shall be indemnified when adjudged in the action or suit to be liable for the intentional maleficence or criminal misconduct in performing his or her duties.

#### **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the proceedings of OSILC in all cases to which they are applicable and in which they are not inconsistent with Federal and/or State laws, these Bylaws, and any special rules of order that OSILC may adopt.

#### **ARTICLE XVI. AMENDMENT**

These Bylaws may be amended at any regular meeting of OSILC by a two-thirds (2/3) vote, provided the amendment has been submitted in writing at the previous regular meeting.

Approved on:            11 / 15 / 2018