

**BYLAWS
of the
External Advisory Council
of
Embracing Comprehensive Health Care for Adults with Autism Spectrum
Disorder and other Neurodevelopmental Disorders (EMBRACE)
at
Florida International University (FIU)**

I. Name

The official name of this body shall be The FIU EMBRACE External Advisory Council (the “Council”).

II. Overview of FIU EMBRACE

FIU EMBRACE is a university-wide initiative that promotes health, wellness and overall functioning for adults with developmental disabilities, such as autism spectrum disorder, intellectual disabilities and other neurodevelopmental disorders. FIU EMBRACE seeks to help these persons lead healthy lives and maximize their individual potential across their lifespan.

Utilizing a person-focused, household-centric approach, and recognizing that people with developmental disabilities deserve to be treated as individuals with personal patterns of talents and challenges; through services, education and dissemination and research opportunities, the University strives to positively impact the lives of individuals affected by developmental disabilities, their families, and learners. The internal and external advisory councils are established to provide guidance to the FIU EMBRACE staff and leadership at FIU.

III. Purpose

The Council shall act exclusively as a resource for FIU EMBRACE by providing independent counsel and advice that fosters continued growth while ensuring that the FIU EMBRACE initiative remains mission centric. Moreover, the Council shall provide recommendations on how best to promote the sharing of resources and accountability across FIU’s colleges and programs to deliver services, conduct research and promote educational opportunities that further the goals and mission of FIU EMBRACE. FIU EMBRACE also has an Internal Advisory Council which will act as the FIU EMBRACE operational coordinator, assisting in the implementation of the EMBRACE initiative.

IV. Membership

Composition. The initial Council members shall be selected and appointed by the Operations Director of FIU Embrace in agreement with the Vice-President of Research and Economic Development. Thereafter, the Council membership shall consist of no more than fifteen (15) individuals who shall be elected by majority vote of the Council. No FIU student or employee shall be a member of the Council. In electing members to the Council, the Council members shall act in good faith and shall use their best efforts and judgment to ensure that Council members do not have any conflict of interest with the goals and mission of FIU EMBRACE and that the membership of the Council constitutes a cross-section of the community, with expertise in various aspects of public and private sectors. Moreover, at least two members of the Council must represent target groups whose interests are served by FIU EMBRACE. Subject to the provisions relating to resignation and removal of a member, members of the Council shall be elected to staggered terms. At the first annual meeting, the council members shall be divided into [three] approximately equal groups and designated by the Council to serve one, two, or three year terms. Each Council member, including a Council member elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Council member's earlier resignation or removal in accordance with these Bylaws and Florida Not For Profit Corporation Act, as amended. A Council member may tender his/her resignation at any time and such resignation shall be effective regardless of whether it is accepted. Council members may be removed from the Council by majority vote of the Council at any time due to a conflict of interest which cannot be managed or due to the Council member's non-performance or for any reason as determined by the majority vote of the Council. Non-performance occurs when a member has failed to comply with the membership obligations which include, but are not limited to: attending scheduled meetings and undertaking due diligence in reviewing/performing Council business. The remaining members of the Council, by majority vote, may elect a new Council member to fill any vacancy. No member of the Council shall receive compensation or reimbursement for expenses incurred in serving on the Council or any committee thereof or as an officer thereof.

- A. Limitation of Power. The role of the Council is solely advisory in nature. The Council has no decision-making authority on behalf of FIU EMBRACE or FIU; its role is only that of providing recommendations and of information-gathering or fact-finding, as needed. In no event shall the Council have any authority to exercise any control over the management or operation of FIU EMBRACE or FIU.
- B. Communications. All communication and recommendations from the Council shall be provided by the Chairperson of the Council to the Director of Operations for FIU EMBRACE, who shall, in turn, disseminate the information to the FIU EMBRACE Internal Advisory Council and to the appropriate FIU senior leadership, as needed. After taking all recommendations under consideration, the Director of Operations and appropriate FIU senior leadership will make the determination as to appropriate course of action in each instance.

V. Officers

- A. Composition. Subject to the provisions relating to resignation and removal, the Chairperson and Vice-Chairperson shall be elected to a two-year term by majority vote of the Council members. The Chairperson or Vice-Chairperson may tender his/her resignation at any time and such resignation shall be effective regardless of whether it is accepted. The Chairperson and/or Vice-Chairperson may be removed by majority vote of the Council at any time due to a conflict of interest which cannot be managed or due to the Chairperson's or Vice-Chairperson's non-performance or for any reason as determined by the majority vote of the Council. Non-performance occurs when the Chairperson or the Vice-Chairperson has failed to comply with his/her duties. The Council members shall elect a new Chairperson or Vice-Chairperson, as applicable, by majority vote.
- B. Duties of Chairperson. The Chairperson shall preside over each meeting of the Council. The Chairperson shall ensure that written minutes are developed for each Council meeting and that those written minutes are reviewed for accuracy at the following Council meeting. The Chairperson shall be responsible for ensuring the delivery of a copy of the approved meeting minutes to the FIU EMBRACE Internal Advisory Council for retention in FIU's records.
- C. Duties of Vice-Chairperson. The Vice-Chairperson shall preside over meetings of the Council in the absence of the Chairperson and shall exercise such other rights and duties as the Chairperson shall prescribe.

VI. Meetings

- A. Regular Meetings. The Council will meet at least quarterly each year, but can meet more frequently as determined by the Council membership. Meetings may be held at various locations so long as they are in Miami-Dade County. At the last Council meeting each year, the Council shall determine the schedule and the locations for the next year's meetings. All Council meetings will be listed on the FIU EMBRACE website.
- B. Special Meetings. Special meetings of the Council may be called at any time by the Chairperson upon the written request of at least four (4) Council members.
- C. Proxies. No member of the Council may act by proxy.
- D. Action Without Meeting. Any action required or permitted to be taken by the Council may be taken without a meeting, if all of the members of the Council individually or collectively consent in writing to such action.
- E. Notice. The Chairperson shall be responsible for ensuring that a notice of each regular meeting is sent to all Council members at least thirty days prior to such meeting. Special meetings shall be held upon ten (10) days' notice by mail or three (3) days' notice delivered personally, electronic mail or by telephone to each member. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent members if the time and

place of the adjourned meeting is announced at the meeting at which the adjournment is taken, but if a meeting is adjourned for more than 24 hours, notice of the adjourned meeting shall be given prior to the time of such meeting to the members who were not present at the time of the adjournment.

- F. Telephone Meetings. Council meetings may be conducted by telephone conference or similar communications facilities if the Chairperson determines it is appropriate and if all persons participating in such meetings are able to hear and communicate with each other as if the meeting were held in person.
- G. Failure to Attend. Failure to attend two successive regular Council meetings may be considered cause for removal of a Council member.
- H. Quorum. A quorum must be present (in person or via telephone conference) to transact any business of the Council. One-third of the members of the Council constitutes a quorum. If less than one-third of the members attend a meeting, a majority of the members then attending may hold or adjourn the meeting but shall not vote on items brought before the Council.
- I. Required Vote. When a quorum is present at the meeting, all Council determinations shall be decided by majority vote of the members. Each member present at the meeting shall be entitled to one vote. Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is the act of the Council. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting.
- J. Minutes. Written minutes will be taken of all Council meetings for the purposes of developing the written meeting minutes. Electronic copies of the written minutes will be shared with Council members at least one week prior to the meeting and will be maintained by FIU EMBRACE staff.

VII. Committees

- A. Establishment. Upon majority vote, the Council may establish one or more standing or temporary committees, the charge for each such committees, the election of the membership of such committees, including the Chairperson and Vice-Chairperson, and the term for such committees and memberships.
- B. Committee Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business of the committee. The Chairperson of each committee shall preside over the committee meetings and shall report committee business to the Council at the next appropriate Council meeting. The conditions set forth in these Bylaws in Section VI.C-G and I above pertaining to Council meetings

shall also apply to the conduct of standing and temporary committee meetings; references therein to “Chairperson” shall be deemed to refer to the committee Chairperson for purposes of performance of committee business.

- C. Committee Members. Committee members may be removed from the committee by majority vote of the Council at any time for their non-performance or for any reason as determined by the majority vote of the Council. A committee member may tender his/her resignation at any time and such resignation shall be effective regardless of whether it is accepted. The Council may elect a new committee member by majority vote.

VIII. Amendments

The Bylaws may be amended by a two-thirds majority vote of the Council.

IX. Rules of Order

The meetings and activities of the Council and all committees shall be conducted according to Robert’s Rules of Order, except as otherwise provided by these Bylaws.

X. Conflict of Interest

FIU EMBRACE seeks to conduct its operations pursuant to the highest ethical standards in order to achieve the best and unbiased outcomes for the constituents whom it serves. Accordingly, in order to review and manage, if possible, any conflict of interest in relation to FIU EMBRACE’s operation, each Council member shall annually submit a Conflict of Interest Disclosure Form (the “Disclosure Form”) in the form attached to these Bylaws to the Director of Operations of FIU EMBRACE, no later than July 31st of each year. Such disclosure will provide information regarding any actual or potential conflict of interest of the Council member in relation to his/her service in the Council. Additionally, each Council member shall promptly provide an updated Disclosure Form to the Director of Operations of FIU EMBRACE for any conflict of interest that arises after, or that the Council member learns of after, he/she has submitted the annual Form. If any Disclosure Form includes a disclosure of any conflict of interest, the Director of Operations shall bring the same to the attention of the Chairperson of the Council, or as relates to the disclosures of the Chairperson, to the Vice-Chairperson of the Council, so that the Council may review such disclosure and determine if the conflict warrants any action to manage the conflict (such as recusal of the affected member from voting on any items or other appropriate action) or if the conflict is such that the member cannot continue to serve on the Council.

**FIU EMBRACE EXTERNAL ADVISORY COUNCIL
CONFLICT OF INTEREST DISCLOSURE FORM**

This Conflict of Interest Disclosure Form is intended to afford the EMBRACE External Advisory Council (Council) ample opportunity to forestall any potential conflicts of interest relating to the service of its members and to assure that all Council, Committee and Officer decisions and actions are above reproach. This Form must be filled out by each Council member as required by the Council Bylaws.

A "conflict of interest" arises when a Council member's private interest may lead to, or be viewed as potentially leading to, disregard of the Council member's duty to the Council. Examples of conflicts of interest include but are not limited to, when a Council member or members of his/her family has/have business or financial interests that could be viewed as: (a) conflicting with those of FIU EMBRACE, or (b) benefitting from a relationship with FIU EMBRACE, or (c) affecting the Council member's independent, unbiased judgment in light of their decision-making authority and responsibility. A business or financial interest is one in which a Council member or his/her spouse or child serves as an officer, director, or proprietor of, or has a material interest.

To allow the Council to monitor and promptly address any potential conflicts, please (i) identify below any business or financial interest that may constitute conflicts or potential conflicts of interest, or (ii) confirm that no such conflicts or potential conflicts are known to exist:

The following represent business or financial interests that are or may be in conflict with my position as a member of the Council:

1. Personal, familial, or business relationships that might reasonably give rise to a conflict involving FIU EMBRACE. _____

2. A family or business relationship with any other member of the Council. ____

3. Outside employment or service (any outside employment or provision of outside services by you or any member of your family that may be in conflict with your position as a member of the Council. _____

4. Outside interests, financial and other (including any ownership or other interests or position held such as serving as an officer, director or trustee) which you or any member of your family hold in any outside concern or entity doing business with FIU EMBRACE (like a vendor): _____

5. Any other potential issues or conflicts: _____

OR

As of today's date, I have none of the financial, professional, or personal relationships listed above.

I have disclosed all potential conflicts of interests of which I am aware, and I agree to file promptly a further Disclosure Form if any additional matters subject to disclosure arise before my next annual Disclosure Form is due.

Signature _____
Print Name _____

Date _____

Please fax or mail this form to
FIU EMBRACE, Director of Operations
Florida International University
MARC 310
11200 SW 8th Street
Miami, FL 33199
Tel. 305-348-5377, Fax 305-348-4117