

**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.

## 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. Members can serve no more than three consecutive terms of which the first term will be no more than one year. All subsequent terms can be a maximum of three years. 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.

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.

- D. 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.

- E. Failure to Attend. Failure to attend two successive regular Council meetings may be

This is an FIU Embrace work product. All information contained is for the sole use of FIU Embrace. This document cannot be copied, reproduced, or distributed in any form (paper, electronic, or otherwise) without the express written permission of FIU Embrace

considered cause for removal of a Council member.

- F. 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 31<sup>st</sup> 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/FIU EMBRACE, or (b) benefitting from a relationship with FIU/FIU EMBRACE, or (c) affecting the Council member's independent, unbiased judgment in light of their decision-making authority and responsibility.

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:

### Reporting Guidelines

1. You must report the following outside activities and financial interests prior to participating with the FIU EMBRACE External Advisory Council:
  - a. **ALL Professional compensated activities**, including teaching for another institution.
  - b. **Outside activities in which you use**, more than incidentally, University facilities, equipment, and or services.
  - c. Outside activities in which you **directly** or **indirectly** supervise a **student or other employee** with whom you also have a supervisory relationship at the University.
  - d. **You (your spouse, children, or immediate family) own, manage in, are employed in, consult for, or have a contractual relation with a business** which does business with the University.
  - e. **You (your spouse, children, or immediate family) own, manage in, are employed in, consult for, or have other contractual activities with a business** which competes with the University.
  - f. **You are a candidate** for public office.

- g. You require or recommend the purchase and use of books, supplies, equipment, or other instructional resources created or published by you or by an entity in which you have a financial interest.
- h. You are engaged in any employment, contractual relationship, or have financial interests which might create a continuing or recurring conflict between your private interests and the performance public responsibilities and obligations here at the University, including time commitments. This includes any outside activity in which you are required to waive rights to intellectual property.
- i. You are engaged in outside activities and financial interests required to be reported under federal contract and grant regulations. Such reports may also need to be made at the time of the submission of the proposal.

2. In addition to the above activities, you must report all uncompensated activities which you should reasonably conclude may create an actual or apparent conflict of interest, including a conflict of time commitments.

In accordance with University rules, I report the following non-university activity (including financial interests). Please indicate the category or categories of the activity as described in the Guidelines above as follows (Please Check all that apply):

1.    a.    b.    c.    d.    e.    f. \_\_\_\_ g. \_\_\_\_ h. \_\_\_\_ i. \_\_\_\_

If any of the above applies, Please label and describe the activity or business interest below: (Please use additional pages if necessary)

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

2. Any other potential issues or conflicts: \_\_\_\_\_

---

---

---

---

OR

**D** 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 \_\_\_\_\_

Date \_\_\_\_\_

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

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