

1 **BYLAWS OF THE**
2 **FLORIDA ALLIANCE FOR ASSISTIVE SERVICES AND TECHNOLOGY, INC.**
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5 *ARTICLE I*
6 *NAME*
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8 SECTION 1.
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10 The name of the corporation is the Florida Alliance for Assistive Services and
11 Technology, Incorporated ("FAAST, Inc.").
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13 SECTION 2.
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15 The mailing address for FAAST, Inc. shall be:
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17 3333 West Pensacola St., Bldg. 100, Suite 140
18 Tallahassee, FL 32304-2800
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*ARTICLE II
PURPOSES*

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SECTION 1.

The purpose of FFAST, Inc. is set forth in §413.407, Florida Statutes, hereinafter referred to as the FFAST Statute, consistent with the Technology-Related Assistance for Individuals with Disabilities Act of 1988, as amended in 2004. FFAST shall provide direction for the coordination and delivery of appropriate, cost-effective, state-of-the-art assistive technology services and devices.

SECTION 2.

These bylaws shall be consistent and in accordance with the FFAST Statute. In case of any inconsistencies with the purposes mandated by the FFAST Statute or any other federal funding source, the federal or statutory requirement shall have precedence.

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ARTICLE III
BOARD OF DIRECTORS

SECTION 1. – GOVERNING BODY

The governing body of FFAST shall be the Assistive Technology Advisory Council. The council shall act as the Board of Directors for the Florida Alliance for Assistive Services and Technology, Inc. (FFAST) as set forth in §413.407. The Board shall be responsible for formulating all procedures required to fulfill the purpose of FFAST, Inc.

SECTION 2. – MEMBERSHIP

The Board shall consist of the members of the Assistive Technology Advisory Council (“ATAC”) as defined in the Technology Related Assistance for Individuals with Disabilities Act of 1988, as amended in 2004 and created by, and further defined by Florida Statute 413.407.

2. Composition

- 2.1. The Board shall consist of a majority, no less than 51 percent, of individuals with disabilities that use assistive technology or the family members or guardians of the individuals.
- 2.2. The Board shall consist of representatives of consumer organizations concerned with assistive technology.
- 2.3. The Board shall also consist of representatives of business and industry, including the insurance industry, concerned with assistive technology.
- 2.4. Additional required membership:
 - 2.4.1. a representative of the Division of Vocational Rehabilitation,
 - 2.4.2. a representative from the Division of Blind Services,
 - 2.4.3. a representative of the Florida Independent Living Council,
 - 2.4.4. a representative of the Workforce Florida, Inc., DBA CareerSource Florida who is represented by the Department of Economic Opportunity
 - 2.4.5. a representative of the Florida Department of Education,
 - 2.4.6. and representatives of other state agencies that provide or coordinate services for persons with disabilities may serve on the board when deemed appropriate by a majority of the Board.
- 2.5. Members appointed under Article III, Section 2 1.2, 1.3, and 1.4 shall not count toward the majority membership requirement established in 1.1.
- 2.6. The Board shall be geographically representative of Florida and reflect the diversity of Florida with respect to race, ethnicity, types of disabilities across the age span, and users of types of services that an individual with a disability may receive.
- 2.7. Total membership of the Board shall be in accordance with the Assistive Technology Act of 1998, as Amended and FFAST Statute 413.407.
- 2.8. Total membership of the Board may not exceed 27 at any one time.
- 2.9. Vacancies. Vacancies occurring in the membership of the Board shall be filled as soon thereafter as may be convenient, but notwithstanding such vacancies the remaining members of the Board shall have authority to exercise the full

143 powers of the Board. The Nominations and Appointment Review Committee
144 shall evaluate candidates for Board membership and present qualified
145 individuals to the full board for a vote.

146 3. Member Rights and Responsibilities

147 3.1. Members serve without financial compensation but are entitled to be reimbursed
148 for approved travel expenses in accordance with FFAST's travel policy.

149 3.2. Conflicts of Interest. No member of the Board of Directors shall participate in any
150 discussion or vote on any matter in which he or she has a potential conflict of interest
151 due to having material economic involvement regarding the matter being discussed.
152 When such a situation presents itself, the member must announce his or her potential
153 conflict, disqualify himself or herself, and be excused from the meeting until discussion
154 is over on the matter involved. The chairperson of the meeting is expected to make
155 inquiry if such conflict appears to exist and the board member has not made it known.
156 All Board members must faithfully conduct their duties, in their assigned roles and
157 tasks, for FFAST's purpose, benefit and interest. Board members may not use their
158 positions and affiliations with FFAST for personal benefit. Staff and Board members
159 must consider and avoid not only actual conflicts but also the appearance of conflicts of
160 interest.

161 3.3. Leave of Absence. Membership and appointments to the Board shall be in
162 compliance with the FFAST Statute. Board members may request in writing from
163 the full Board, a leave of absence, up to one year. Upon approval of a majority
164 vote of the full Board, a leave of absence shall be granted. A leave of absence
165 will extend the length of term of the Board member in exact proportion to the
166 approved leave of absence. During the period of such leave, this person does
167 not count in quorum requirements. A former Board member may request in
168 writing from the full board, after fulfilling two consecutive terms and meeting
169 participation requirements, a request to return to the Board after a period of 1
170 year.

171 4. Membership Requirements

172 4.1. Attendance - Board Meetings. Board membership is required, but is not limited
173 to:

174 4.1.1. Attendance of 50% of board meetings, per fiscal year, in various parts of
175 the State of Florida, or by phone

176 4.1.2. Upon exceeding the 50% threshold calculation based on meetings
177 attended and meetings scheduled for the year, the board member will be
178 contacted regarding corrective action which may include termination from
179 the board.

180 4.1.3. The co-chairs will be responsible for contacting board members and
181 discussing any corrective action plans.

182 4.1.4. Board members are responsible for informing the co-chairs, executive
183 director or staff liaison a minimum of five days prior to a board meeting of
184 their pending absence. A shorter time frame may be acceptable in the event
185 of an emergency or unforeseen situation. The co-chairs will determine if any
186 absence noticed without the five day period is excused or unexcused.

187 4.2. Attendance – Committee Meetings. Board membership is required, but is not
188 limited to:

189 4.2.1 Board members are expected to attend each committee meeting of the
190 committee(s) which they are assigned.

191 4.2.2 Board members are required to attend a minimum of 50% of all committee
192 meetings of which they are scheduled to attend.

193 4.2.3 Committee attendance will be reviewed quarterly and if the board member
194 has attended less than 50% of meetings scheduled, the board member will be
195 contacted by the co-chairs regarding corrective action which may include
196 termination from the board.

197 4.2.4 Board members are responsible for informing the committee chair,
198 executive director or staff liaison prior to the start of the committee meeting of
199 their pending absence. The committee chair will determine if any absence
200 noticed without the five day period is excused or unexcused.

201 4.3. Termination of Membership

202 4.3.1. Removal. A Board member may be removed by the Board upon
203 recommendation of the Executive Committee if any of the following
204 conditions exists:

205 4.3.2. The Board member no longer qualifies under the FAAST Statute;

206 4.3.3. The Board member has more than 50% absences from Board or
207 Committee meetings within one fiscal year. Excused absences may not
208 always count towards the 50% absence threshold however excessive
209 absences meeting the conditions of excused absence will be subject to the
210 same corrective action of unexcused absences.

211 4.3.4. The Board member engages in conduct that is unprofessional and
212 unbecoming to FAAST, as defined in the Operating Procedures of the Board
213 and Committees Manual.

214 5. Indemnification

215 5.1. No member shall be liable in money damages to any person by virtue of any action
216 taken as part of the member's responsibility unless:

217 5.2. The member has breached his or her duties to FAAST, and said breach constitutes a
218 violation of criminal law which the member had, or should have had, reason to
219 understand was such violation;

220 5.3. The member has conducted a transaction from which he or she derives an improper
221 benefit;

222 5.4. The member has perpetrated an act committed in recklessness, bad faith,
223 maliciousness, or willful and wanton disregard of human rights, safety, or property.

224 5.5. FAAST may purchase and maintain insurance on behalf of any person who is or
225 was a member, officer, employee, or agent of FAAST, or is or was serving at
226 FAAST's request as a member, officer, employee, or agent of another
227 corporation, partnership, joint venture, trust, or other enterprise against any
228 liability asserted against him or her and incurred by him or her in any such
229 capacity or arising out of his or her status as such, whether or not FAAST would
230 have the power to indemnify him or her against such liability under the
231 provisions of these Bylaws.

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239 SECTION 3. – CHAIRS

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241 The members of the Board shall select two Co-Chairs from among the membership of
242 the Board. One Co-Chair may be selected from the group described in Section 2.1 and
243 one Co-Chair shall be selected from the other Board members. No Co-Chair may be an
244 elected member or an employee of a state agency or of any political subdivision of the
245 state. The Co-Chairs shall preside at all Board meetings.
246 Co-Chairs will serve a two year term.
247 Each year one new Co-Chair will be elected.*
248 *beginning July 1, 2017.

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251 SECTION 4. – MEETINGS

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253 The regular board meetings shall be determined by the Board. The request for special
254 meetings of the Board may be called by the Co-Chairs or Executive Committee.

- 255 1. Quorum. A quorum must be present before business is conducted by the Board or
256 any of its committees. A quorum is required to take any official action or pass any
257 motion. A quorum for the Board is one half, plus one, of the actual voting
258 membership of the Board. A quorum for teleconferences for any and all committees
259 will be 1/3 of the actual voting membership of committee members. Teleconferences
260 may be held without a quorum, but no official action may be taken. If a committee
261 consists of three people and one of the Board Co-Chairs attends along with the
262 Committee chair, a quorum is present. However, if a committee consists of three
263 members and a Board Co-Chair is not attending the meeting, two voting committee
264 members must be present to create a quorum.
- 265 2. Majority Vote. A majority is one half, plus one, of the voting members present at the
266 meeting.
- 267 3. Parliamentary Procedure. Robert’s Rules of Order, most recent edition, shall be
268 followed by the Board in all cases involving parliamentary procedure when such
269 rules do not conflict with the provisions of these bylaws. The rules may be
270 suspended by a two-thirds (2/3) vote of the voting members present at any meeting
271 of the Board or its committees.
- 272 4. Voting Methods. When matters of business require the action of the Board, and
273 when a called meeting of the Board is not advisable or feasible (or when a quorum is
274 not present), specific items may be decided by a mail ballot, email, or telephone poll
275 of the Board, providing that with or after such ballot or poll, a consent in writing
276 setting forth the action taken is signed by a majority of the actual voting membership
277 of the Board and filed in the minutes of the Board.
- 278 5. Excused Absences. The Co-Chairs shall have the authority to grant excused
279 absences from Board Meetings.

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286 SECTION 5. – AGENDA

287 The Board Co-Chairs shall establish the agenda for the Board of Directors meetings,
288 with the assistance of the Executive Director. Additional items may be placed on the
289 agenda by a majority vote of the Board members present.

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291 1. Proposals for agendas. Proposed items for the agenda shall be transmitted by the
292 Board members and technical assistance staff to the Executive Director 15 working
293 days prior to a scheduled meeting.

294 2. Discussion. The Board may limit discussion on agenda items at Board meetings.
295 Supporting materials for agenda items shall be available in written form (accessible
296 formats) and supplied to the Board along with the agenda prior to the meeting.

297 3. Minutes. The minutes of each meeting shall be provided to the members of the
298 Board within 15 working days after the meeting.

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333 *ARTICLE IV*
334 *COMMITTEES*

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336 SECTION 1. – EXECUTIVE COMMITTEE MEMBERS
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338 An Executive Committee shall be elected by a majority vote of the Board, with the
339 exception of an At-Large Member, who shall be appointed by the Co-Chairs.
340 Candidates for election to the Executive Committee shall be those members who are
341 eligible to serve, in accordance with the FFAST Statute, and consent to inclusion in the
342 ballot.
343

- 344 1. The Executive Committee shall consist of:
345 1.1.The two Co-Chairs of the Board.
346 1.2.One (1) representative of state, local governmental or non-governmental
347 agencies or groups concerned with assistive technology.
348 1.3.The Treasurer
349 1.4.An At-Large Member, appointed by the Co-Chairs.
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351 2. The terms of the Executive Committee members shall be one (1) year ending on
352 June 30th of each year.
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354 3. Elections. All members of the Executive Committee shall be elected annually by a
355 vote of the full Board. The At-Large Member shall be designated annually by the Co-
356 Chairs of the Board in accordance with Article IV Section 1 of the FFAST Bylaws.
357 Eligibility for inclusion in the Executive Committee ballot shall be defined in
358 accordance with the FFAST Statute and Article IV Section 1 of the FFAST Bylaws.
359 Voting shall occur during the final quarterly Board meeting of FFAST's fiscal year.
360 All members shall vote for Executive Committee candidates by signed ballot within a
361 minimum of two weeks before and/or during the aforementioned Board meeting.
362 Members not present at the meeting may vote by email or fax ballot providing that
363 with or after such ballot, a consent in writing setting forth the action taken is signed
364 by the member.
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367 SECTION 2. – EXECUTIVE COMMITTEE DUTIES
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369 The Executive Committee shall be responsible for handling matters requiring Board
370 attention prior to the next scheduled meeting and such other duties as shall be
371 designated by the full Board. Makes recommendations to the Board regarding matters
372 for which full Board approval is necessary or desirable.
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- 374 1. Roberts Rules of Order (most recent edition) shall serve as the parliamentary
375 authority to appeal decisions made by the Executive Committee.
376 2. Duties of the Board Co-Chairs:
377 2.1. To preside at and conduct all meetings of the full Board and meetings of the Executive
378 Committee.
379 2.2. To develop agenda items for meetings of the Board and Executive Committee.

- 380 2.3. To work with the Executive Committee to appoint and remove all committee and task
381 force chairpersons; and to appoint and remove all committee and task force members,
382 with the exception of the elected members of the Executive Committee.
- 383 2.4. To ensure that the functions of the Board as described in legislative regulations are
384 carried out.
- 385 2.5. To promote the Board's continuous cooperative working relationship with agencies of
386 state government in exercising their responsibilities to assistive technology users.
- 387 2.6. To serve as the official spokesperson for the Board in all activities which the Board may
388 deem proper and at those times when it is necessary for an opinion to be expressed for
389 the Board but the Board has had no opportunity to act on that issue. The Co-Chairs
390 report said actions to the full Board at the earliest opportunity.
- 391 2.7. To provide support and guidance to the executive director in interpreting and carrying
392 out Board activities.
- 393 2.8. To lead the Executive Committee in an evaluation of the executive director each year.
- 394 2.9. To encourage active involvement of all Board members.
- 395 2.10. To oversee revision and review of the bylaws on an annual basis.
- 396 3. Duties of the Treasurer:
- 397 3.1. To chair the Board's Finance Committee.
- 398 3.2. To work with the Executive Director to develop and submit the annual operating budget
399 in accordance with the upcoming year's federal and state allocations.
- 400 3.3. To review FFAST's financial statements regularly and report to the Board on a quarterly
401 basis.
- 402 3.4. To report to the Board the results and recommendations of the annual independent
403 auditor's report.
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406 SECTION 3. – STANDING AND OTHER COMMITTEES

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408 A Co-Chair of the Board will serve as an ex officio member of each committee.

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410 1. Statutorily Mandated Committees:

- 411 1.1. Interagency – An interagency committee composed of those members
412 representing state agencies. The interagency committee shall work towards the
413 development of cooperative agreements among government agencies and
414 perform such other duties as the council deems appropriate. The interagency
415 committee's members shall assign staff from their respective agencies to the
416 alliance, as an in-kind contribution for a specified period of time, to review
417 federal and state legislation and agency procedures and practices and to identify
418 both facilitators of, and barriers to, accessibility and utilization of assistive
419 technology services, devices, and funding sources. Makes recommendations to
420 the Board regarding matters for which full Board approval is necessary or
421 desirable.
- 422 1.2. Technology Awareness and Development – Members of the committee shall be
423 appointed by the co-chairs. Guides the council's public awareness, coordination
424 and collaboration activities. Meets as needed to review public awareness
425 activities related to assistive services and technology. Provides input on
426 FFAST's outreach initiatives and publications. Works with staff to develop

- 427 technology awareness projects. Makes recommendations to the Board regarding
428 matters for which full Board approval is necessary or desirable.
- 429 1.3. Public Policy and Advocacy – Members of the committee shall be appointed by
430 the co-chairs. Reviews federal and state legislation and agency procedures and
431 practices and to identify facilitators of and barriers to access and utilization of
432 assistive technology services, devices, and funding sources. Reviews statewide
433 policy development, both state and federal legislative initiatives, advocacy at
434 both the state and federal level, planning of statewide resource allocations,
435 policy-level management. Meets monthly or as needed during legislative
436 session. Makes recommendations to the Board regarding matters for which full
437 Board approval is necessary or desirable.
- 438 2. Other Standing Committees:
- 439 2.1. Executive - Duties as established in Article IV Section 2.
- 440 2.2. Finance – Members of the committee shall be appointed by the co-chairs.
441 Oversee and reviews the financial plans and procedures of the organization and
442 the implementation of such plans and procedures, and reviews investment
443 procedures of the retirement plans of the Company and its subsidiaries. Reviews
444 financial statements and assists in the development of procedures and budgets.
445 Makes recommendations to the Board regarding matters for which full Board
446 approval is necessary or desirable. Assists in the selection of audit firms.
- 447 2.3. Alternative Finance – Members of the committee shall be appointed by the co-
448 chairs. Reviews operations of the Alternative Financing Program, including loan
449 review and procedures of the Alternative Financing Program. Works on behalf of
450 FFAST to make, facilitate or guarantee loans. Develop programs to
451 accommodate the needs of its loan recipients, to meet its fiduciary
452 responsibilities, and to follow the appropriate sections of the Laws of Florida.
453 Make determinations regarding fees for application, guarantee, closing,
454 administrative or insurance purposes. Makes recommendations to the Board
455 regarding matters for which full Board approval is necessary or desirable.
- 456 2.3.1. The Treasurer of the Board will serve as an ex officio member of
457 Alternative Finance committee.
- 458 2.4. Bylaws- Members of the committee shall be appointed by the co-chairs.
459 Considers and reports on questions and problems arising with respect to the
460 bylaws of the organization and makes recommendations for revisions to the
461 Bylaws. Meets as needed. Makes recommendations to the Board regarding
462 matters for which full Board approval is necessary or desirable.
- 463 2.5. Nominations and Appointments Review- Members of the committee shall be
464 appointed by the co-chairs. Assists the Board by identifying individuals qualified
465 to become Board members and recommends to the Board nominees for
466 membership. Actively seeks individuals qualified to become board members for
467 recommendation to the Board. Manages renewal of appointments. Makes
468 recommendations to the Board regarding matters for which full Board approval is
469 necessary or desirable.
- 470 2.6. Personnel – Members of the committee shall be appointed by the co-chairs.
471 Reviews and proposes revisions to the Personnel Manual and addresses
472 managerial and staff concerns. Advises on matters relating to personnel
473 procedures and practices, compensation and benefits, labor relations, employee

474 relations, staffing and organizational structure. Hears grievances that have been
475 unresolved. Makes recommendations to the Board regarding matters for which
476 full Board approval is necessary or desirable.

477 3. Additional standing committees may be established by the Board of Directors. Ad
478 hoc committees can be established “as needed” by a standing committee, Board Co-
479 Chairs, Executive Committee, or Committee Chairs. No Member may be
480 Chairperson of more than two committees in a year.

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483 SECTION 4. – BOARD OF DIRECTORS AND STANDING COMMITTEE MEETINGS

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485 Agendas for board and committee meetings will have a place for ‘public comment’ as an
486 agenda item. Any ‘interested party’ shall have the opportunity to speak at the end of the
487 meeting or conference call during the public comments segment as time allows. Such
488 ‘interested parties’ shall first identify themselves prior to their participation after being
489 recognized by the Chair. Thereafter, they will be given the opportunity to speak at that
490 time.

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*ARTICLE V
ADMINISTRATION*

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SECTION 1.

The Executive Director, in accordance with the FFAST Statute, shall be the Board’s direct representative in the administrative management of FFAST, Inc. The Executive Director shall have general supervision over the property, business, and affairs of FFAST, Inc. and shall perform all duties incident to such office, subject to the direction of the Board. The Executive Director shall have other such powers and duties as may be designated by the Board.

The Executive Director may execute, as an agent of FFAST, all deeds, mortgages, bonds, contracts, and other obligations assigned to FFAST, subject to the direction of the Board.

The Executive Director shall ensure that minutes of all Board meetings are kept and shall have general charge of records of FFAST, Inc. The Executive Director shall give all Board members notice of all meetings. The Executive Director shall receive and have charge of all financial instruments belonging to FFAST, Inc. and shall administer them as ordered by the Board. The Executive Director shall keep accurate financial accounts and hold the same which are open for inspection and examination by the Board.

At the end of the Executive Director’s employment, the former Executive Director shall turn over all FFAST property in his or her charge as directed by the Chairperson to either a successor or to the Board in trust for a successor.

SECTION 2 – EXECUTIVE DIRECTOR’S REVIEW

The Board of Directors shall be responsible for conducting the annual review of the Executive Director.

The chair shall be responsible for compiling the results of the Executive Director’s annual review and sharing the results with the board.

In the event that the Executive Director position becomes open, the Board will solicit volunteers for a Search Committee; the committee will be established by the full Board; the committee will refer to the Operating Procedures of the Board and Committees Manual’s procedures for hiring the Executive Director.

ARTICLE VI
FISCAL YEAR

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SECTION 1.

The fiscal year shall begin July 1 and end on June 30, of each year.

Some contracts and agreements may operate on the federal fiscal year, which begins on October 1 and ends on September 30. In these instances, the FAAST budget will show the delineation by dividing the budget into one three month period and another nine month period.

615 *ARTICLE VII*
616 *APPLICABLE LAWS*

617
618 SECTION 1.

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620 Applicable laws governing members of ATAC shall govern their responsibilities and
621 duties, both procedural and substantive, as members of the Board.
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662 *ARTICLE VIII*
663 *AMENDMENTS TO THE BYLAWS*

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665 SECTION 1.

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667 The Bylaws may be amended or revised by a favorable vote of a majority of the actual
668 voting membership of the Board. Such amendments or revisions must be presented in
669 writing to the members of the Board 15 working days prior to such vote.
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