

**BYLAWS
OF
STATEWIDE INDEPENDENT LIVING COUNCIL OF HAWAII (SILC)
(a Hawaii nonprofit corporation)
Amended September 26, 2024**

ARTICLE 1

GENERAL

SECTION 1.1. PURPOSE. The name of the Corporation shall be the Statewide Independent Living Council of Hawaii (SILC,) hereafter referred to as the Corporation.

In furtherance of the purpose of the Corporation as set forth in the Articles of Incorporation, the Corporation shall:

(a) Jointly develop and sign the State Plan for Independent Living (SPIL) with the Directors of Centers for Independent Living (CILs) and the Administrator of the Designated State Entity (DSE) as determined by the SILC and the CILs, Department of Human Services (DHS), Division of Vocational Rehabilitation (DVR) or any other agency required by law.

(b) Monitor, review, evaluate and recommend appropriate changes for the implementation of the State Plan for Independent Living (SPIL).

(c) Coordinate activities with the State Rehabilitation Council (SRC) and other agencies or organizations that address the needs of specific groups of people with disabilities.

(d) Ensure that all regularly scheduled meetings of the Corporation are open to the public and sufficient advance notice is provided pursuant to applicable provisions by the Rehabilitation Act of 1973, as amended by the Workforce Innovation and Opportunity Act (WIOA) of 2014 Section 725 Standards and Assurances.

(e) Submit to the Commissioner of the Administration for Community Living (ACL) or any other U.S. Department so designated, any periodic reports as

requested and maintain such records and afford access to the Commissioner as required.

(f) Hold any public hearings and forums necessary to carry out the duties of the SILC.

(g) Prepare a resource plan with the Centers for Independent Living (CILs), the Hawaii State Division of Vocational Rehabilitation (DVR) and the Designated State Entity (DSE) if the DSE is a different agency than DVR for the provision of the resources, including any staff and personnel necessary to carry out the statutory and all other duties of the SILC.

SECTION 1.2. PRINCIPAL OFFICE. The principal office of the Corporation shall be maintained in the State of Hawaii as determined by the SILC and the SILC staff.

SECTION 1.3. SEAL. The Corporation is not required to have a corporate seal.

SECTION 1.4. FISCAL YEAR. The fiscal year of the Corporation begins October 1 and ends September 30 of the following calendar year, consistent with the federal fiscal year, or as established by the SILC Members.

ARTICLE 2

SILC MEMBERS

SECTION 2.1. SILC MEMBERS. The composition of the SILC shall be determined pursuant to Title 7, Chapter 1 of the Rehabilitation Act of 1973, as amended by the Workforce Innovation and Opportunity Act (WIOA) of 2014. The SILC Members shall be fixed at not less than seven (7) and no more than fifteen (15).

SECTION 2.2. APPOINTMENT OF SILC MEMBERS. SILC Members shall be appointed by the Governor of the State of Hawaii. The Governor has the authority to appoint SILC Members or to transfer the authority to the SILC Members to make their own appointments. Policy and procedures for SILC Member appointments should be followed. The SILC must have ex officio non-voting SILC Members as required by Title 7, Chapter 1 of the Workforce

Innovation and Opportunity Act (WIOA). SILC Members must possess the qualifications set forth in the Independent Living Service Program (ILSP) Regulations. SILC Members may not serve more than two (2) consecutive full terms. Persons who have served two (2) consecutive full terms may be recommended for reappointment at the next appropriate or available opportunity.

SILC Composition:

The SILC is required to include as a voting member at least one director of a Center for Independent Living, chosen by the directors of Centers for Independent Living operating within the State. Only such chosen director will be allowed voting privileges without proxy.

All voting SILC Members are allowed voting privileges without proxy defined as: a substitute, other representative or agent. In addition the SILC Members shall also include as ex-officio nonvoting Members:

1. A representative from the designated State Entity (DSE);
2. Representatives from other State agencies that provide services for individuals with disabilities, including but not limited to:
 - Disability Communications Access Board (DCAB)
 - Hawaii Disability Rights Center (HDRC)
 - State Education Advisory Council (SEAC)
 - Deaf, Hard of Hearing Board (DHHB)
 - State Mental Health Council
 - DOH/DD Council
 - Public Housing
 - Public Transportation

A majority of the members of the SILC must be individuals with disabilities as defined in 34 CRF 364.4(b), not employed by any State agency, and not employed by a Center for Independent Living.

The SILC may include:

1. Other representatives from centers for independent living;
2. Parents and guardians of individuals with disabilities;
3. Advocates of and for individuals with disabilities;
4. Representatives from private businesses;

5. Representatives from organizations that provide services for individuals with disabilities.
6. Representatives from each of the Hawaiian islands
7. One or more youth with disabilities.
8. Representatives from unserved or underserved communities with significant disabilities.
9. and other appropriate individuals.

Qualifications:

1. SILC Members who represent a broad range of individuals with disabilities from diverse backgrounds;
2. SILC Members who are knowledgeable about Centers for Independent Living and independent living services;
3. SILC Members who provide statewide representation.

A majority of the voting members of the SILC shall be:

1. Individuals with disabilities described in 34 CFR 364.4(b); and
2. Not employed by any State agency or center for independent living.

SECTION 2.3. POWERS. The affairs of the Corporation shall be managed by SILC Members. Subject to any limitations which may be set forth by law (including applicable provisions of the Rehabilitation Act of 1973, as amended by the Workforce Innovation and Opportunity Act (WIOA) of 2014) in the Articles of Incorporation or in these Bylaws, the SILC Members shall have full power to establish policies governing the Corporation and provide support and direction for any and every lawful act in the ordinary course of the business of the Corporation.

SECTION 2.4. REMOVAL OF SILC MEMBERS. A recommendation for removal of a SILC Member may be forwarded to the Governor if a SILC Member has two unexcused absences within a given appointed year, or as determined by the SILC Members.

SECTION 2.5. VACANCIES. Any vacancy occurring in the SILC and any SILC Membership to be filled by reason of an increase in the number of SILC Members may be filled pursuant to Section 2.2. A SILC Member elected to fill a vacancy shall be elected for the unexpired term of the SILC Member's predecessor

in office and then be allowed to serve two (2) consecutive uninterrupted three (3) year terms.

SECTION 2.6. TERMS OF SILC MEMBERS. SILC Members must be appointed by the governor for three year terms unless filling a vacancy if someone dies, moves, or resigns.

SECTION 2.7. ANNUAL MEETING. The annual meeting shall be held during the month of September at a time and place determined by SILC Members no later than 60 days before September 1. At the annual meeting the SILC Members will elect officers of the SILC, review fiscal reports, and carry out any general or corporate business which may be brought before the SILC.

SECTION 2.8. REGULARLY SCHEDULED FULL COUNCIL MEETINGS. The SILC Members shall establish regularly scheduled meetings to be held at least quarterly at meeting sites or virtually as determined by SILC Members and staff.

SECTION 2.9. SPECIAL MEETINGS. Special meetings of the SILC may be called at any time by the Chair, or by any five SILC Members and are not subject to Section 1.1.d.

SECTION 2.10. PLACE OF MEETINGS. All regularly scheduled full council meetings (quarterly meetings) of the SILC Members shall be conducted at the principal office of the Corporation, virtually or at such other place as is stated in the meeting notice. All meeting locations must be accessible to persons with disabilities.

SECTION 2.11. NOTICE OF MEETINGS. All regularly scheduled meetings of the Corporation shall be open to the public and sufficient advance notice is provided pursuant to applicable provisions promulgated by the U. S. Department of Health and Human Services (DHHS) Administration for Community Living (ACL) pursuant to WIOA as amended.

SECTION 2.12. WAIVER OF NOTICE.

(a) Whenever any notice is required to be given to any SILC Member, a waiver thereof in writing signed by such SILC Member, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

(b) Attendance of a SILC Member at any meeting shall constitute a waiver of notice of the meeting except when a SILC Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the waiver of notice.

(c) Subject to any limitations which are expressly contained in any applicable statute, when two-thirds of the SILC Members entitled to vote at any meeting sign a written consent or approval on the record of the meeting, actions taken at the meeting, however called or notified, shall be valid.

SECTION 2.13. AGENDA. The Chair shall develop the agenda for each meeting. Any SILC Member may submit items for consideration to the Chair for placement on the agenda at least ten (10) calendar days prior to the scheduled meeting.

SECTION 2.14. QUORUM. A majority of the number of voting SILC Members shall constitute a quorum for the transaction of business of the SILC Members.

SECTION 2.15. ADJOURNMENT. Subject to applicable requirements of the Rehabilitation Act of 1973, as amended, and/or any federal law, and/or State law, in the absence of a quorum at the place, date and time of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the SILC Members present may adjourn the meeting without further notice and may convene or reconvene the meeting when a quorum shall be present.

SECTION 2.16. PARTICIPATION BY TELECONFERENCE OR VIDEO. Members of the SILC or any of the SILC's regular and or ad hoc committee members may participate in scheduled meetings of each committee by means of

teleconferencing or a video conferencing connection as long as it provides equal access to all persons participating. Participation by this means shall constitute presence in person at a meeting.

SECTION 2.17. COMMITTEES. The SILC Members, by resolution adopted by the SILC Members, may designate and appoint one or more committees, to the extent provided in the resolution and no such committee shall have the authority of the SILC members in reference to:

- (a) Amending, altering or replacing these Bylaws;
- (b) Electing, appointing, or removing any member of any such committee or any director or officers of the Corporation;
- (c) Amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (d) Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
- (e) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore;
- (f) Adopting a plan for the distribution of the assets of the Corporation; or
- (g) Amending, altering, or repealing any resolution of the SILC Members, which by its terms, provides that it shall not be amended, altered or repealed by the committee.

The SILC shall form standing and or ad hoc committees as needed for specific tasks such as but not limited to: budget and finance, bylaws, legislative, and State Plan for Independent Living.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the SILC Members, or any individual director, of any responsibility imposed upon the SILC Members or the director by law.

Each committee shall see that minutes of each of its meetings are kept and committee updates reported as necessary at the next regularly scheduled SILC quarterly meeting or the next meeting.

ARTICLE 3

OFFICERS

SECTION 3.1. COMPENSATION. According to Section 364 CFR 364.21(k), SILC Members cannot receive salaries, and may be compensated for necessary expenses to attend SILC meetings such as parking, transportation cost and mileage at the current federal rate.

SECTION 3.2. BONDS. Any agent may be required by the SILC Members to give a surety company bond for the faithful discharge of such person's duties in such sum as the SILC members may require and such bond shall be deposited as the SILC members may direct.

SECTION 3.3. ELIGIBILITY. SILC Members will be eligible to hold office three months after their appointment date. Officers are selected at the annual meeting with recommendations from the nominating committee and/or nominations from the floor at the annual meeting. The officers then take office at the next regularly scheduled council meeting.

SECTION 3.4. CHAIR. The Chair shall preside at all meetings of the SILC Members and the Executive Committee, if any, subject to the control of the SILC Members.

The Chair shall exercise general supervision and direction over the management and conduct of the affairs of the Corporation and shall have the right to inspect at all times any and all of the records, accounts, and property of the Corporation.

The Chair shall have such other powers and duties as are given elsewhere by law or in these Bylaws and as may be assigned from time to time by the SILC Members.

SECTION 3.5. VICE CHAIR. The Vice Chair shall assume and perform the duties of the Chair, as stated in Section 3.4, in the absence of the Chair or whenever the office of the Chair is vacant.

The Vice Chair shall appoint a nominating committee who will recommend officers for the coming year and work with the Secretary in preparing the nomination slate and/or ballots for the upcoming election.

SECTION 3.6. SECRETARY. The Secretary shall prepare the minutes of meetings of the SILC Members from any form of recording, notes or use the transcription as provided and file a signed copy after approval by the SILC Members.

The Secretary shall give all notices provided by these Bylaws and shall have such other powers and perform the duties incidental to the office of the Secretary and such other powers and duties as may be provided in these Bylaws or as may be assigned from time to time by the SILC Members.

The Secretary shall assist the Vice Chair in preparing the nomination slate and/or ballots for the upcoming election.

The Secretary shall assume and perform the duties of the Vice Chair, as stated in Section 3.5, in the absence of the Vice Chair or whenever the office of the Vice Chair is vacant.

SECTION 3.7. TREASURER. The Treasurer shall have the powers and perform the duties incidental to the office of the Treasurer and such other powers and duties as may be provided in these Bylaws and as may be assigned from time to time by the SILC Members.

The Treasurer shall assist, oversee and work with the Executive Director in the preparation of the Annual Budget and to maintain the financial budgets for the Corporation, ensuring the financial stability of the Corporation.

SECTION 3.8. EXECUTIVE COMMITTEE MEMBER AT LARGE. The Member At Large of the Executive Committee shall be appointed by the SILC Members and when necessary, shall act as a liaison between the Executive Director

and the Executive Committee. The Member At Large is a voting member of the Executive Committee.

SECTION 3.9. EXECUTIVE DIRECTOR. The Executive Director shall be the Executive Administrator of the Corporation, shall report directly to the Executive Committee, and (as staff) is supervised by the Executive Committee.

The Executive Director is responsible for supervising additional staff.

The Executive Director (as staff) is authorized by the SILC Members to run the day-to-day operations of the Corporation, as assigned by the Executive Committee and SILC Members.

SECTION 3.10. ABSENCE OF THE SECRETARY OR THE TREASURER. In the absence of the Secretary, the duties thereof shall be performed or assigned by the Chair as deemed necessary.

In the absence of the Treasurer, the duties thereof shall be performed or assigned by the Vice Chair as deemed necessary.

SECTION 3.11. REMOVAL OF OFFICERS. The SILC Members may, at any time, remove any officer of the Corporation, as outlined in Section 3.4-3.7 from office or discharge any officer, appointed by any person under authority delegated by the SILC Members, except so far as such removal would be contrary to law.

SECTION 3.12. LOANS TO COUNCIL MEMBERS AND OFFICERS PROHIBITED. No loans shall be made by the Corporation to its SILC Members or officers.

ARTICLE 4

EXECUTION OF INSTRUMENTS

SECTION 4.1. AUTHORIZED SIGNATURES.

On behalf of the Corporation the Chair is authorized to sign legal documents (i.e., contracts, leases, agreements, etc.). The Chair may delegate this authority with prior written approval of the Board to the Executive Director or other designees. The Board will ensure Council policies and procedures are reviewed and updated annually and SILC staff are trained as revisions are made.

The Corporation authorizes the Executive Director on behalf of the SILC to sign documents such as drafts, notes, bonds, acceptance deeds, proprietary leases, contracts and all other instruments with prior approval of the SILC Chair or other authorized SILC officers, as established by applicable SILC procedures.

The Executive Director has signing authority of single signatory for checks up to the amount of \$500.00 (five hundred dollars). All checks from the Corporation in an amount over \$500.00 (five hundred dollars) shall be authorized in writing or by electronic signature by any two of the following: the Chair, Vice Chair, Treasurer, Secretary and Executive Director.

The Chair shall sign the State Plan for Independent Living (SPIL) approved by the Corporation, together with the State of Hawaii Department of Human Services (DHS), Division of Vocational Rehabilitation (DVR) Director, referred to in the Rehabilitation Act of 1973, as amended, as the Designated State Entity (DSE).

ARTICLE 5

LIABILITY OF OFFICERS AND COUNCIL MEMBERS

SECTION 5.1. EXCULPATION. Any person who serves as a SILC Member or officer of the Corporation without remunerations or expectation of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person's performance of, or failure to perform, duties of the position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

SECTION 5.2. INDEMNIFICATION. The Corporation shall, to the maximum extent permitted by law, have power to indemnify each of its Agents (as defined below) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an Agent of the Corporation, and shall have

power to advance to each such Agent expenses incurred in defending any such proceeding to the maximum extent permitted by law.

For purposes of this Section, an “Agent” of the Corporation includes any person who is or was a SILC Member, officer, or employee of the Corporation.

ARTICLE 6

BOOKS AND RECORDS

SECTION 6.1. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its SILC Meetings and committees of the SILC Members and other committees appointed by the SILC Members, and shall keep at its registered or principal office in the State of Hawaii, or in electronic format, a record of the names and addresses of the SILC Members.

All books and records of the Corporation may be inspected by any SILC Member or SILC Member’s agent or attorney, for any proper purpose at any reasonable time. All pertinent materials and information shall be disseminated in accessible formats.

ARTICLE 7

AMENDMENTS TO BYLAWS

SECTION 7.1. PROCEDURE. Subject to the requirements of applicable law (including applicable provisions of the Workforce Innovation and Opportunity Act (WIOA) of 2014 and/or Hawaii Revised Statutes) these Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of SILC voting Members duly called and held if notice of the proposed amendment shall have been given in the call for such meeting at least six (6) calendar days in advance of the meeting.

ARTICLE 8

CONSISTENCY WITH THE REHABILITATION ACT OF 1973,

AS AMENDED

SECTION 8.1. CONSTRUCTION OF BYLAWS. These Bylaws are intended to comply with, and are subject to, the requirements of the Rehabilitation Act of 1973 as amended. In the event of any inconsistency, the Rehabilitation Act of 1973, as amended shall control, to the extent of the inconsistency.

Revised 2011

Amended and Approved: March 22, 2012

Revisions: May 17, 2013

December 4, 2014

Amended and Approved: January 25, 2019

Amended: September 26, 2024