

1 **Approved as of November 6, 2018**  
2 **BYLAWS OF THE NATIONAL ASSOCIATION OF COUNCILS ON**  
3 **DEVELOPMENTAL DISABILITIES**

4  
5 **PREAMBLE**

6 The National Association of Councils on Developmental Disabilities (NACDD) is a membership  
7 corporation that serves State Councils on Developmental Disabilities. NACDD is driven by the  
8 priorities of its member Councils. Councils are encouraged to involve their staff and Council  
9 members (hereinafter referred to as “representatives,”) especially individuals with developmental  
10 disabilities and their families, in the work of NACDD. NACDD will provide opportunities for  
11 leadership development for Council members and staff, especially for individuals with  
12 developmental disabilities and their families, so that they are prepared to serve in leadership  
13 positions within NACDD. These Bylaws, along with the Articles of Incorporation and policies  
14 drafted in accordance with these Bylaws, govern the proceedings, activities, and organizations of  
15 NACDD.

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17 **ARTICLE I - NAME**

18 The name of this Corporation is the National Association of Councils on Developmental  
19 Disabilities, which in shortened form shall be NACDD.

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21 **ARTICLE II - PURPOSE**

22 NACDD is organized to operate for the purposes stated in its Articles of Incorporation. NACDD  
23 represents the varied interests of the state and territorial Councils, assists Councils in carrying

1 out the Developmental Disabilities Assistance and Bill of Rights Act (DD Act), and serves as a  
2 national voice for Councils on Developmental Disabilities.

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4 **ARTICLE III – ACCESSIBILITY**

5 NACDD is committed to diversity, inclusion, and accessibility. NACDD will ensure that its  
6 policies, practices, and procedures are consistent with or exceed legal accessibility requirements  
7 outlined in federal legislation and guidance. To ensure diversity, inclusion, and accessibility,  
8 NACDD will consider disability, culture, and language preferences in all its actions. This  
9 includes, but is not limited to, assuring that any meetings, conferences, events, materials, and  
10 websites are accessible, offering materials and resources in multiple and alternative formats as  
11 requested and required, using plain language in all documents and presentations, providing  
12 language access (translation and interpretation services) upon timely request, and being  
13 responsive to the interpersonal styles, attitudes, and language of its members.

14

15 **ARTICLE IV - MEMBERS AND ASSEMBLY**

16 A. The members of NACDD shall be those state or territorial Councils on Developmental  
17 Disabilities that pay the assessed annual membership dues established by NACDD.

18 B. Assembly: The Assembly is the membership body of NACDD. Each Member Council shall  
19 have one vote on all matters before the Assembly. Matters to be decided by the Assembly shall  
20 include, but not be limited to, adopting, amending, or repealing Bylaws; electing members of the  
21 Board of Directors; approving and ratifying the Strategic Plan; and providing input on significant  
22 public policy issues, including adopting and revising of Public Policy Position Statements and  
23 approving recommendations for reauthorization of the federal DD Act.

1 C. Each Member Council may participate in the activities and deliberations of the Assembly  
2 through its individual Council representatives, and is responsible for providing such support and  
3 cost reimbursement as necessary to enable Council representatives to participate in the work of  
4 NACDD.

5 D. Dues: The Assembly shall annually determine the amount of dues. Membership dues are  
6 nonrefundable in their entirety.

7 E. Termination of Membership: Membership is subject to termination by majority vote of the  
8 Board of Directors upon failure of a Member Council to pay the assessed annual dues after more  
9 than 90 calendar days from the start of NACDD's fiscal year. A Member Council may  
10 voluntarily terminate its membership by providing written notice to NACDD.

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12 **ARTICLE V – ASSEMBLY MEETINGS**

13 A. Attendance at and Notification of Meetings: NACDD Assembly meetings are open to all  
14 Member Councils' representatives. All Member Councils shall be notified in advance of all  
15 meetings. Meeting notification shall be provided to the Member Council Chairs, Executive  
16 Directors, and Directors of NACDD, and all meetings shall be posted on NACDD's Internet  
17 Web site.

18 B. Conference telephone access shall be available to any representative who wishes to listen in to  
19 any Assembly meeting of NACDD, except for the meeting designated as the Annual Meeting of  
20 the Assembly.

21 C. Annual Meeting: The Annual Meeting of the Assembly shall be held on a date fixed by the  
22 Board of Directors and upon not less than 30 calendar days' prior written notice. At the Annual  
23 Meeting, a Strategic Plan shall be approved, the annual dues shall be determined, election of

1 Directors conducted, and any other business shall be transacted that may come before the  
2 Assembly, consistent with these Bylaws.

3 D. Special Meetings: A Special Meeting of the Assembly may be called by the NACDD Board  
4 of Directors or upon written or electronic request to the President from not less than one quarter  
5 of the Member Councils of NACDD. A Special Meeting of the Assembly shall be convened no  
6 later than 30 calendar days following the President's receipt of a request. Written notice shall be  
7 provided to each Member Council at least five business days' prior to any Special Meeting. The  
8 purpose of the meeting shall be stated in the written and electronic notice and only that business  
9 shall be conducted.

10 E. NACDD special meetings of the assembly may be conducted using telephone, video  
11 conference, or similar technology. Participation in a meeting pursuant to this section constitutes  
12 presence in person at the meeting.

13 F. Quorum: A quorum for the transaction of business at Assembly meetings shall consist of  
14 representatives from not less than fifty percent of the Member Councils entitled to vote at a  
15 meeting of the Assembly. For the purpose of determining a quorum at meetings of the Assembly,  
16 submission of a proxy vote shall constitute presence at a meeting.

17 G. Voting: Each Member Council in good standing shall have one vote on each issue submitted  
18 to the Members for a vote. Good Standing is defined by having paid dues to the organization by  
19 the date of the meeting at which voting will take place. Exceptions to this shall be approved by  
20 the President of the Board of Directors. Member Councils shall designate one representative to  
21 report the Council's vote. When an action is to be taken by a vote of the Assembly, it shall be  
22 authorized by a majority of the votes cast by the representatives of the Member Councils, except  
23 in the matter of adopting, amending or repealing Bylaws, as provided for in Article XV.

1 H. Proxy Participation: Voting by proxy is available to Member Councils that cannot participate  
2 in Assembly meetings in person. Proxy designation may be transmitted by mail, by electronic  
3 mail, or by fax, and must be received by the NACDD Secretary prior to the beginning of the  
4 meeting and announced by the Secretary to the Assembly. Member Councils represented at a  
5 meeting by proxy shall be counted in determining the presence of a quorum. Any proxy is  
6 revocable by the Member Council submitting the proxy at any time prior to the meeting at which  
7 the proxy is valid.

8 I. Minutes: Draft summaries or minutes shall be provided to all Member Councils within 30  
9 calendar days following each Annual Meeting and all other Assembly meetings, and member  
10 Councils are encouraged to review and report any edits to the NACDD staff within 15 days of  
11 receipt of such draft. All Assembly Meeting Minutes will be approved by the Board of Directors  
12 at their first meeting subsequent to the Assembly Meeting. Both drafts and approved Minutes  
13 will be available on the NACDD website.

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15 **ARTICLE VI- BOARD OF DIRECTORS, OFFICERS, AND BOARD MEETINGS**

16 A. Composition and Election of the Board: The Board of Directors shall consist of eleven elected  
17 Directors, including one who shall serve as President of NACDD. The Nominations Committee  
18 shall present a slate of candidates for all Directors, including Officers. Voting will be conducted  
19 by written ballot, which may be cast in person or by proxy. No two members of the Board of  
20 Directors shall be from the same State or Territory.

21 Eligibility for consideration: Any active representative of a State or Territorial Council may be  
22 considered for election to office, provided they have served on the Council staff or as a member  
23 of a Council for at least two years. For the purposes of this section, “active” is defined as (a)

1 having a non-expired appointment to the Council from that Council’s appointing authority, or (b)  
2 being currently employed by the Council.

3 B. Powers and Duties of the Board of Directors: The authority to govern NACDD shall be vested  
4 in the Board of Directors, including the approval of an annual budget, subject to the power and  
5 authority of the membership and the limitations on actions by the Board of Directors provided in  
6 these Bylaws. For matters considered by the Board, all Directors shall have voting authority from  
7 their Member Council.

8 The Board of Directors shall appoint Chairs and individual members of committees pursuant to  
9 the provisions of these Bylaws.

10 The Board of Directors shall be responsible for the selection, oversight, and annual appraisal of  
11 the NACDD chief executive officer.

12 The Board of Directors shall determine the need for and will approve any policies and  
13 procedures to be used by the Board, any Committee, or NACDD staff.

14 C. Officers of the Board: The Officers of NACDD shall be President, Vice-President, Treasurer,  
15 and Secretary. An individual must be a Council representative in good standing at the time of  
16 their election and for the duration of the office.

17 D. Election: All Officers and Directors shall be elected by the Membership at the Annual  
18 Meeting.

19 E. Terms of Office: Terms of office are for two years. Directors may serve eight consecutive  
20 years on the Board, including any service as an Officer. Directors shall serve until their  
21 successors take office. Terms shall commence on the first day of NACDD’s next fiscal year  
22 following election. The filling of an unexpired Director’s term due to a vacancy shall not count  
23 toward the eight-year term maximum on the Board.

1 Officer terms are for two years. An officer may serve no more than four consecutive years in a  
2 single office. The filling of an unexpired Officer's term due to vacancy shall not count toward  
3 the full four-year term maximum within that office.

4 F. Resignation: A Director may resign at any time by providing written notice to NACDD.  
5 Notice of resignation is effective on receipt or at a later time designated in the notice.

6 G. Removal: Any member of the Board, including the President, may be removed from the  
7 Board by the majority vote if his/her removal is determined to serve the best interests of  
8 NACDD. The matter may be considered at a regular or special meeting of the Board, including a  
9 meeting convened by conference call or other electronic means. A minimum of 30 calendar  
10 days' notice shall be given to any Board member or Officer whose removal is being sought, prior  
11 to the vote for removal. Notification requirements for such meeting shall comply with these  
12 Bylaws' meeting notice requirements. Upon a vote for removal, removal shall be effective  
13 immediately.

14 H. Officer Vacancies. If there is a vacancy in the office of the President, the Vice President will  
15 become the President and serve until the next regular meeting of the Assembly. The President  
16 shall appoint another member of the Board of Directors to fill any other Officer vacancy.

17 I. Director Vacancies: Any action that creates a vacancy in the Board of Directors will be  
18 referred to the Nominations Committee for slating, and election by the Assembly, at the next  
19 available opportunity.

20 J. Officer Duties and Responsibilities:

21 1. President: Serves as the official representative of NACDD; convenes and presides over Board  
22 meetings and Annual and Special Meetings of the Assembly; oversees development of  
23 Membership meeting agendas; executes legal documents on behalf of NACDD; and convenes

1 the meeting of the newly elected Board of Directors for the purpose of transition and election of  
2 officers.

3 2. Vice President: Serves in the absence of the President and carries out such other tasks as may  
4 be assigned by the Board of Directors from time to time. The Vice President serves as the Chair  
5 of the Audit Committee. The Vice President becomes the President if the president vacates the  
6 office, until the next Annual Meeting of the Assembly.

7 3. Treasurer: Consults with NACDD staff and the Board to establish depositories for funds,  
8 reports the financial status of NACDD at each Assembly meeting and at such other times as  
9 requested by the Board of Directors, and works closely with the chief executive officer to  
10 oversee disbursement of funds of NACDD consistent with the approved budget. The Treasurer  
11 also serves as the Chair of the Finance Committee.

12 4. Secretary: Oversees the transmittal of required notices to Member Councils for Board of  
13 Directors and Assembly meetings, and minutes of Board and Assembly meetings; receives and  
14 certifies proxies; certifies quorum at meetings of the Assembly; and prepares required reports  
15 related to incorporation and other related reports required by statute or the Bylaws of NACDD.

16 5. Immediate Past President: The Immediate Past President shall serve as a non-voting, ex-  
17 officio member to the Board and shall serve so long as the current President is in office. The  
18 Immediate Past President shall serve as the Chair of the Nominating Committee. The Immediate  
19 Past President is not counted when determining quorum of the Board of Directors.

20 K. Meetings: The Board of Directors shall meet at least quarterly and at other times as called by  
21 the President or by a majority of the Directors of NACDD. The Board shall meet at least once  
22 each year in person. Each Director shall be provided with at least two business days' written or  
23 electronic notice of any special meeting of the Board of Directors. A quorum shall consist of a



1 majority of the number of Directors then in office. Directors may participate or conduct business  
2 by telephone or by electronic means, except for any in-person meeting of the Board that is called.  
3 During meetings designated as in-person, only members present may vote. Each Director entitled  
4 to vote is entitled to one vote, which may not be voted by proxy.

5 L. Open Meetings of the Board: All meetings of the Board of Directors shall be open to  
6 attendance by any Member Councils' representatives, except when the Board is conducting  
7 business in executive session. The Board may enter into executive session only as needed, such  
8 as when carrying out its responsibilities to select and supervise the chief executive officer, or  
9 when discussing legal issues and other sensitive situations concerning budget deficits,  
10 preliminary audit findings, staff reductions, conflicts of interest, IRS inquiries, financial  
11 mismanagement or misconduct by employees, Directors, Officers, or members.

12 M. Limitation of Authority to Act: The Board of Directors may not take the following actions  
13 without the approval of the Assembly:

- 14 1. Subject to the further provisions of these Bylaws in Article XVI, the amendment or repeal of  
15 the Articles of Incorporation or the Bylaws, or the adoption of new Bylaws;
- 16 2. The permanent filling of vacancies on the Board of Directors;
- 17 3. The approval of the merger or transfer of all or substantially all of the assets of NACDD;
- 18 4. The approval of a Strategic Plan;
- 19 5. The amount of dues assessed for member Councils; and
- 20 6. Action contrary to approved Public Policy Position Statements or recommendations for  
21 reauthorization of the federal DD Act.

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1 **ARTICLE VII – COMMITTEES AND COMMITTEE MEETINGS**

2 A. NACDD shall have the following standing committees: Finance, Audit, Public Policy,  
3 Member Services, Self-Advocacy, and Nominations. These committees are convened to discuss  
4 particular issues related to NACDD and its mission, and each reports progress to the Assembly  
5 and Board of Directors on a regular basis.

6 B. Composition: The Board shall appoint Committee Chairs and individual members of the  
7 committees, and shall include Directors of NACDD and other representatives from Councils in  
8 good standing. Committee Chairs shall recommend members to the Board. The committee shall  
9 not be authorized to exercise any governing functions of the Board of Directors. All committee  
10 meetings are open to all Member Councils’ representatives, with the exception of meetings of the  
11 Nominating Committee. It is anticipated that most action of the committee can be determined by  
12 consensus, however, when voting is necessary, only appointed members of the committee may  
13 vote.

14 C. Quorum: A quorum for committees is not less than 50% of the individual members of the  
15 Committee. For the purpose of determining a quorum at meetings, the participation by  
16 technological means consistent with and in accordance with these Bylaws shall constitute  
17 presence at a meeting.

18 D. Committee Meeting Minutes: Committee Chairs are responsible for assuring meeting minutes  
19 or summaries are taken at each meeting and posted to the NACDD website. Meeting Minutes are  
20 approved by the committee at its subsequent meeting.

21 E. Committee Responsibilities:

22 1. Finance Committee: The Finance Committee consists of five to nine members and shall be  
23 responsible for working with the Chief Executive Officer on the development of the annual

1 budget; monitoring the financial status of the organization; developing a membership dues  
2 structure; and approving investment options. The Treasurer shall serve as the Chair of the  
3 Finance Committee; and the Audit Committee Chair (Vice President) shall not be a member of  
4 the Committee. The Finance Committee shall work closely with the chief executive officer, who  
5 is *ex officio* to the Finance Committee and not permitted to vote. The Finance Committee shall  
6 report on its activities at Board of Directors and Assembly meetings.

7 2. Audit Committee: The Audit Committee consists of three to five members and shall be  
8 responsible for the selection of the independent auditor; the review and monitoring of the  
9 response to the audit recommendations and/or findings; and the review and assessment of  
10 internal organizational policies regarding risk management, code of conduct, and processes for  
11 handling of external and internal complaints with regard to auditing matters. The Audit  
12 Committee shall be chaired by the Vice President; and the Treasurer shall not be a member of  
13 this committee.

14 3. Public Policy Committee: The Public Policy Committee consists of seven to twenty members  
15 and shall be responsible for considering DD Act and other public policy priorities,  
16 recommending public policy positions to the Board, and advising the Board on a recommended  
17 public policy/legislative agenda each year. The Public Policy Committee Chair shall be  
18 appointed by the Board; the Public Policy Committee Chair shall appoint the Committee Vice-  
19 Chair.

20 4. Member Services Committee: The Member Services Committee consists of seven to twenty  
21 members and shall be responsible for soliciting, prioritizing, and recommending strategies to the  
22 Board for improving Council performance and meeting the spirit and intent of the DD Act. The

1 Members Services Committee Chair shall be appointed by the Board; the Member Services  
2 Committee Chair shall appoint the Committee Vice-Chair.

3 5. The Self-Advocacy Committee will support Councils in their work around self-advocacy by  
4 identifying best practices, sharing information and making recommendations, and working  
5 collaboratively with the Administration on Intellectual and Developmental Disabilities on  
6 supporting self-advocacy across all State/Territory Developmental Disabilities Councils.

7 The Self-Advocacy Committee will consist of ten to fifteen members. Self-Advocates will make  
8 up the majority of the committee membership. The NACDD Board shall appoint the Self-  
9 Advocacy Committee Chair; the Self-Advocacy Committee Chair shall appoint the Committee  
10 Vice-Chair. The Committee is open to Council representatives and other advocates with an  
11 interest in self-advocacy as it relates to Council work.

12 6. The Nominations Committee shall be comprised of five individuals who are representatives of  
13 member Councils as described in Preamble of these Bylaws. The Committee may include the  
14 Immediate Past President of the Board, who shall serve as a non-voting member of the  
15 Committee. The election of the Nominations Committee shall occur at the Annual Meeting of the  
16 Assembly from a slate of candidates put forward by the current Nominations Committee. With  
17 the exception of the Past-President, Directors of NACDD are not eligible to serve on the  
18 Nominations Committee. A quorum shall consist of three members of the Nominations  
19 Committee.

20 The Immediate Past President shall serve as the Chair of the Nominations Committee. In the  
21 absence of an Immediate Past President, the President shall appoint a Chair, subject to Board  
22 approval at the next board meeting. The members of the Nominations Committee shall serve a  
23 term of one year.

1 Duties: The Nominations Committee shall annually develop a slate of interested and qualified  
2 candidates for all open Officer or Director positions, with election to occur at the Annual  
3 Meeting of the Assembly. Members of the Nominations Committee may not be considered for  
4 any Director or Officer position. To the best of the Nominations Committee's ability, a diversity  
5 of Council representatives, including both State and Territorial Councils, Councils of varied  
6 allotment sizes and geographical regions, people with personal experience with developmental  
7 disability, and cultural/linguistic diversities, should be considered for inclusion on the slate for  
8 Directors. The Nominations Committee shall ensure that no person with a real or perceived  
9 conflict of interest with NACDD, its staff, or current members of the Board of Directors is slated  
10 for potential election to the Board of Directors. The slate shall be presented to the Membership at  
11 least 30 days prior to the Annual Meeting of the Assembly.

12 If vacancies occur among Directors of the Board outside the annual slating process, the  
13 Nominations Committee will meet to slate a candidate to fill that position, and work with  
14 NACDD staff to schedule a membership vote as early as possible to fill the vacant position.

15 The Nominations Committee shall annually develop a slate of interested and qualified candidates  
16 to serve on the following year's Nominations Committee, with election to occur at the Annual  
17 Meeting of the Assembly. This slate should include, to the best of the Nominations Committee's  
18 ability, those with extensive knowledge of active participants within NACDD. Additionally, to  
19 the best of the Nominations Committee's ability, a diversity of Council representatives, including  
20 both State and Territorial Councils, Councils of varied allotment sizes and geographical regions,  
21 people with personal experience with developmental disability, and cultural/linguistic diversities,  
22 should be considered for inclusion on the slate. The Nominations Committee shall ensure that no

1 person who has a real or perceived conflict of interest with NACDD, its staff, or Board members  
2 is slated for potential election to the Nominations Committee.

3 No member of the Nominations Committee may nominate an individual from his or her own  
4 State's or Territory's Council for any slate developed by the Nominations Committee.

5

## 6 **ARTICLE VIII – AD HOC COMMITTEES AND TASK FORCES**

7 The Board may create and appoint individuals to additional *ad hoc* advisory Committees and  
8 Task Forces as it sees fit to assist in its governing responsibilities. Individuals not affiliated with  
9 member Councils may be appointed to such advisory Committees and Task Forces.

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## 11 **ARTICLE IX – CHIEF EXECUTIVE OFFICER**

12 The Chief Executive Officer shall serve at the pleasure of and report to the Board of Directors in  
13 an *ex officio*, non-voting capacity to the Board of Directors. The Chief Executive Officer will  
14 perform the chief administrative functions of the organization. The Chief Executive Officer shall  
15 have the responsibility of overseeing financial matters, staff operations, functions in fulfillment  
16 of the NACDD Strategic Plan; representing NACDD in official capacities; and executing  
17 contractual agreements on behalf of NACDD, as authorized and directed by the Board of  
18 Directors.

19

## 20 **ARTICLE X – CORPORATE RECORDS**

21 Every Officer and Director of NACDD and any authorized representative of a Member Council  
22 shall have the right at any reasonable time to inspect and copy all books, records, and documents  
23 of NACDD; although no such original materials may be removed from the corporate office.

1 NACDD may impose a reasonable fee for any copies provided. Such inspection may be made in  
2 person or by agent or attorney.

3

4 **ARTICLE XI – PARLIAMENTARY AUTHORITY**

5 The rules contained in the current edition of *Robert’s Rules of Order* shall govern NACDD in all  
6 instances to which they are applicable and in which they are not inconsistent with these Bylaws  
7 or any special rules of order NACDD may adopt.

8

9 **ARTICLE XII - FISCAL YEAR**

10 The fiscal year of NACDD shall be from October 1 to September 30.

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12 **ARTICLE XIII--INDEMNIFICATION**

13 NACDD shall indemnify its Officers, Directors, committee members, employees, agents, and  
14 volunteers to the fullest extent permitted by the laws of the District of Columbia. NACDD may  
15 purchase insurance to cover this indemnification obligation as determined by the Board of  
16 Directors.

17

18 **ARTICLE XIV – NON-DISCRIMINATION**

19 The organization’s officers, representatives, employees, and persons served by NACDD shall be  
20 selected in a non-discriminatory manner with respect to race, color, religion, gender, sexual  
21 orientation, national origin, age, disability, family status, status with respect to marriage, or  
22 status with respect to public assistance.

23

1 **ARTICLE XV – CHANGES TO BYLAWS**

2 The Bylaws of NACDD may be amended, repealed, or adopted at a meeting of the Assembly by  
3 a two-thirds vote of the representatives present and entitled to vote thereon, provided that the  
4 proposed amendment(s) or action(s) has (have) been submitted to the Assembly in writing at  
5 least 30 calendar days prior to the meeting date.