Approved as of November 6, 2018

BYLAWS OF THE NATIONAL ASSOCIATION OF COUNCILS ON

DEVELOPMENTAL DISABILITIES

PREAMBLE

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

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

NACDD is organized to operate for the purposes stated in its Articles of Incorporation. NACDD represents the varied interests of the state and territorial Councils, assists Councils in carrying
out the Developmental Disabilities Assistance and Bill of Rights Act (DD Act), and serves as a national voice for Councils on Developmental Disabilities.

ARTICLE III – ACCESSIBILITY

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

ARTICLE IV - MEMBERS AND ASSEMBLY

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

B. Assembly: The Assembly is the membership body of NACDD. Each Member Council shall have one vote on all matters before the Assembly. Matters to be decided by the Assembly shall include, but not be limited to, adopting, amending, or repealing Bylaws; electing members of the Board of Directors; approving and ratifying the Strategic Plan; and providing input on significant public policy issues, including adopting and revising of Public Policy Position Statements and approving recommendations for reauthorization of the federal DD Act.
C. Each Member Council may participate in the activities and deliberations of the Assembly through its individual Council representatives, and is responsible for providing such support and cost reimbursement as necessary to enable Council representatives to participate in the work of NACDD.

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

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

ARTICLE V – ASSEMBLY MEETINGS

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

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

C. Annual Meeting: The Annual Meeting of the Assembly shall be held on a date fixed by the Board of Directors and upon not less than 30 calendar days’ prior written notice. At the Annual Meeting, a Strategic Plan shall be approved, the annual dues shall be determined, election of
Directors conducted, and any other business shall be transacted that may come before the Assembly, consistent with these Bylaws.

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

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

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

G. Voting: Each Member Council in good standing shall have one vote on each issue submitted to the Members for a vote. Good Standing is defined by having paid dues to the organization by the date of the meeting at which voting will take place. Exceptions to this shall be approved by the President of the Board of Directors. Member Councils shall designate one representative to report the Council’s vote. When an action is to be taken by a vote of the Assembly, it shall be authorized by a majority of the votes cast by the representatives of the Member Councils, except in the matter of adopting, amending or repealing Bylaws, as provided for in Article XV.
H. Proxy Participation: Voting by proxy is available to Member Councils that cannot participate in Assembly meetings in person. Proxy designation may be transmitted by mail, by electronic mail, or by fax, and must be received by the NACDD Secretary prior to the beginning of the meeting and announced by the Secretary to the Assembly. Member Councils represented at a meeting by proxy shall be counted in determining the presence of a quorum. Any proxy is revocable by the Member Council submitting the proxy at any time prior to the meeting at which the proxy is valid.

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

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

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

Eligibility for consideration: Any active representative of a State or Territorial Council may be considered for election to office, provided they have served on the Council staff or as a member of a Council for at least two years. For the purposes of this section, “active” is defined as (a)
having a non-expired appointment to the Council from that Council’s appointing authority, or (b)
being currently employed by the Council.

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

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

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

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

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

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

E. Terms of Office: Terms of office are for two years. Directors may serve eight consecutive
years on the Board, including any service as an Officer. Directors shall serve until their
successors take office. Terms shall commence on the first day of NACDD’s next fiscal year
following election. The filling of an unexpired Director’s term due to a vacancy shall not count
toward the eight-year term maximum on the Board.
Officer terms are for two years. An officer may serve no more than four consecutive years in a single office. The filling of an unexpired Officer’s term due to vacancy shall not count toward the full four-year term maximum within that office.

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

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

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

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

J. Officer Duties and Responsibilities:

1. President: Serves as the official representative of NACDD; convenes and presides over Board meetings and Annual and Special Meetings of the Assembly; oversees development of Membership meeting agendas; executes legal documents on behalf of NACDD; and convenes
the meeting of the newly elected Board of Directors for the purpose of transition and election of officers.

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

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

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

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

K. Meetings: The Board of Directors shall meet at least quarterly and at other times as called by the President or by a majority of the Directors of NACDD. The Board shall meet at least once each year in person. Each Director shall be provided with at least two business days’ written or electronic notice of any special meeting of the Board of Directors. A quorum shall consist of a
majority of the number of Directors then in office. Directors may participate or conduct business by telephone or by electronic means, except for any in-person meeting of the Board that is called. During meetings designated as in-person, only members present may vote. Each Director entitled to vote is entitled to one vote, which may not be voted by proxy.

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

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

1. Subject to the further provisions of these Bylaws in Article XVI, the amendment or repeal of the Articles of Incorporation or the Bylaws, or the adoption of new Bylaws;

2. The permanent filling of vacancies on the Board of Directors;

3. The approval of the merger or transfer of all or substantially all of the assets of NACDD;

4. The approval of a Strategic Plan;

5. The amount of dues assessed for member Councils; and

6. Action contrary to approved Public Policy Position Statements or recommendations for reauthorization of the federal DD Act.
ARTICLE VII – COMMITTEES AND COMMITTEE MEETINGS

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

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

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

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

E. Committee Responsibilities:

1. Finance Committee: The Finance Committee consists of five to nine members and shall be 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.

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

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

4. Member Services Committee: The Member Services Committee consists of seven to twenty
5. members and shall be responsible for soliciting, prioritizing, and recommending strategies to the
6. Board for improving Council performance and meeting the spirit and intent of the DD Act. The
Members Services Committee Chair shall be appointed by the Board; the Member Services Committee Chair shall appoint the Committee Vice-Chair.

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

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

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

The Immediate Past President shall serve as the Chair of the Nominations Committee. In the absence of an Immediate Past President, the President shall appoint a Chair, subject to Board approval at the next board meeting. The members of the Nominations Committee shall serve a term of one year.
Duties: The Nominations Committee shall annually develop a slate of interested and qualified candidates for all open Officer or Director positions, with election to occur at the Annual Meeting of the Assembly. Members of the Nominations Committee may not be considered for any Director or Officer position. To the best of the Nominations Committee’s ability, a diversity of Council representatives, including both State and Territorial Councils, Councils of varied allotment sizes and geographical regions, people with personal experience with developmental disability, and cultural/linguistic diversities, should be considered for inclusion on the slate for Directors. The Nominations Committee shall ensure that no person with a real or perceived conflict of interest with NACDD, its staff, or current members of the Board of Directors is slated for potential election to the Board of Directors. The slate shall be presented to the Membership at least 30 days prior to the Annual Meeting of the Assembly. If vacancies occur among Directors of the Board outside the annual slating process, the Nominations Committee will meet to slate a candidate to fill that position, and work with NACDD staff to schedule a membership vote as early as possible to fill the vacant position. The Nominations Committee shall annually develop a slate of interested and qualified candidates to serve on the following year’s Nominations Committee, with election to occur at the Annual Meeting of the Assembly. This slate should include, to the best of the Nominations Committee’s ability, those with extensive knowledge of active participants within NACDD. Additionally, to the best of the Nominations Committee’s ability, a diversity of Council representatives, including both State and Territorial Councils, Councils of varied allotment sizes and geographical regions, people with personal experience with developmental disability, and cultural/linguistic diversities, should be considered for inclusion on the slate. The Nominations Committee shall ensure that no
person who has a real or perceived conflict of interest with NACDD, its staff, or Board members is slated for potential election to the Nominations Committee.

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

ARTICLE VIII – AD HOC COMMITTEES AND TASK FORCES

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

ARTICLE IX – CHIEF EXECUTIVE OFFICER

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

ARTICLE X – CORPORATE RECORDS

Every Officer and Director of NACDD and any authorized representative of a Member Council shall have the right at any reasonable time to inspect and copy all books, records, and documents of NACDD; although no such original materials may be removed from the corporate office.
NACDD may impose a reasonable fee for any copies provided. Such inspection may be made in person or by agent or attorney.

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

ARTICLE XII - FISCAL YEAR
The fiscal year of NACDD shall be from October 1 to September 30.

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

ARTICLE XIV – NON-DISCRIMINATION
The organization’s officers, representatives, employees, and persons served by NACDD shall be selected in a non-discriminatory manner with respect to race, color, religion, gender, sexual orientation, national origin, age, disability, family status, status with respect to marriage, or status with respect to public assistance.
ARTICLE XV – CHANGES TO BYLAWS

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