**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, cultural preferences, 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 in good standing. Good Standing is defined by having paid 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 at least 30 days in advance of the Annual Assembly Meeting. Meeting notification shall be provided to the Executive Directors and Directors of NACDD, and all meetings shall be posted on NACDD’s website.

C. Annual Assembly Meeting: The Annual Meeting of the Assembly shall be held on a date fixed by the Board of Directors. 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 majority vote of the NACDD Board of Directors, or upon written or electronic request to the President from at least 25% of the Member Councils of NACDD. A Special Meeting of the Assembly shall be convened within 30 calendar days following the President’s receipt of a request. Notice shall be provided to each Member Council at least 14 calendar days prior to any Special Meeting. The purpose of the meeting shall be stated in the notice and only that business shall be conducted. Special meetings would be exempt from materials deadlines.

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 at least 50% 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 rules regarding Good Standing shall be approved in writing 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, which requires a 2/3 vote.

H. Proxy Participation: Voting by proxy is available to Member Councils that cannot participate in Assembly meetings in person. The proxy vote must be carried by a designated staff or Council member from the absent state or territory. Proxy designation may be transmitted by mail or by electronic means and must be received by the NACDD staff 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. All minutes will be made available to members upon request.

**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 Governance Committee shall present a ballot of candidates for all Directors, including Officers. 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. Members of the Board represent the best interest of NACDD, not necessarily the interests of the member Council to which they belong.

The Board of Directors shall appoint Chairs of committees pursuant to the provisions of these Bylaws when an opening occurs.

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

In conjunction with the 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, and more broadly, policies that impact NACDD as a whole.

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 Assembly 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 Process:

At least three board members must seek the removal of a board member. Any board member can be removed, including the President of the board. Two-thirds (2/3) of the board members must vote to remove a board member. Upon a valid vote for removal, it shall take effect immediately. The steps for removal are:

1. A formal request to remove a board member must be made at a regular or special board meeting.
	1. The members seeking the removal must make themselves known.
	2. The request must include the reason for the request.
	3. The request moves forward if at least three members of the board affirm and make clear why removal is sought.
2. The board members seeking the removal must provide a written document detailing the grounds, rationale, and evidence for the removal to all board members.
	1. Must be done within five (5) calendar days of a formal request to remove was made.
	2. Failure to provide a written document will end the process.
3. The member whose removal is sought will be given a chance to respond to the written document before the board meeting related to their removal to all board members.
4. A regular or special board meeting will be held a minimum of 30 calendar days after a formal request is made to remove a member.

The meeting:

* 1. Must follow regular or special board meeting requirements outlined in these bylaws.
	2. Cannot be an executive session or closed meeting.
1. Regular or Special Board meeting regarding the removal
	1. A discussion of a motion for the removal of the member must include:
		1. Why and on what grounds the member’s removal is being sought.
		2. The board member whose removal is being sought is given an opportunity to respond.
	2. A motion to remove is carried if at least two-thirds (2/3) of members vote in favor for the board member to be removed.

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 annual 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 Governance Committee for filling, and election by the Assembly, at the next available opportunity. No nominations will be considered outside of this process.

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 agendas for Board meetings and Annual and Special Meetings of the Assembly; executes legal documents on behalf of NACDD; and provides new board member orientation.

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. 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 Annual Assembly Meeting and at such other times as requested by the Board of Directors. The Treasurer 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: In collaboration with NACDD staff, 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. The secretary in collaboration with NACDD staff develops and reviews the minutes of the Board meetings prior to dissemination.

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 attempt to meet at least once each year in person. Each Director shall be provided with at least 14 calendar days’ 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 virtually, except for any in-person meeting of the Board that is called. During meetings designated as in-person, only members present may vote.

L. Open Meetings of the Board: All meetings of the Board of Directors shall be open to attendance by representatives from any Member Council, 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 matters, including but not limited to 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 XV, the amendment or repeal of the Articles of Incorporation or the Bylaws, or the adoption of new Bylaws;

2. The 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. Standing Committees: NACDD shall have the following standing committees: Finance, Audit, Public Policy, Member Services, Self-Advocacy, and Governance. 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. Special Committees: The Board may create and appoint individuals to additional *ad hoc* advisory committees as it sees fit to assist in its governing responsibilities. The Board will appoint the Chair of the Special Committee and provide the Special Committee with the committee charge, scope of work, and estimated timeline. The chair of the Special Committee will appoint committee members, which shall not exceed seven representatives from member Councils, with no two committee members being from the same Council.

C. Composition: The Board shall appoint Committee Chairs annually at the first convening of the new Board and shall include Directors of NACDD and other representatives from Councils in good standing. Committee Chairs shall inform the Board who the committee members are. 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 Governance Committee. It is anticipated that most action of the committee can be determined by consensus, however, when voting is necessary, only members of the committee may vote.

D. 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.

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

F. Committee Responsibilities:

1. **Governance Committee**

**Purpose:**

The Governance Committee ensures the practice of good governance by the Membership and Board of Directors.

**Creation/Election of Governance Committee Members**

In the case of the first Governance Committee and or complete loss of all Governance Committee members simultaneously, a nominations committee comprised of volunteers from our member councils will be created. The nominations committee will use a ballot process, and all candidates that apply and meet the requirements outlined in the below requirements section shall be put forward to the assembly for a (majority) vote. Once the Governance Committee is formed, the nominations committee shall be dissolved. The Governance Committee shall assume the nominations committee's responsibility and role and follow the same rules for the election of Governance Committee members.

**Governance Committee Composition and Requirements**

The Governance Committee shall have 5 members: a Chair, Vice-Chair, and 3 general members. Governance Committee members will not be current Board members. Previous service on the NACDD Board is required to be a member of the Governance Committee. The only position with an additional requirement is the Chair; the Chair must also be an Executive Director on a Council in good standing with NACDD.

**Key Responsibilities**

1. Advise the Membership and Board of Directors on operational strategies, including relevant amendments to the organization’s bylaws to promote good governance.
2. Identify the need, and make recommendations for, policies that reflect best practices on issues related to the membership and Board of Directors.
3. Lead and facilitate periodic board assessments.
4. Ensure diversity of Board members.
5. Recruit, identify, and vet candidates for potential Board positions that meet the identified criteria for election to the Board.
	1. Create a ballot of candidates to put forward to the General Assembly for election of Board members (see Article VI Section A)
6. Support the Chair in matters related to providing ongoing board training and development.
7. Receive and review any concerns within the membership (or just complaints about Board conduct and governance issues or the Chair of the Board) and acts within developed guidelines/policies relating to the matter. Makes recommendations to act as needed, including, but not limited to, seeking conflict resolution services.
8. Review any Board policies and vet them for compliance with the Bylaw.

**Meetings:**

The Governance Committee shall meet at a minimum once a quarter. Additional meetings may be held to fulfill the responsibilities of the committee. A minimum of three voting members must be present to hold a meeting.

**Authorization and Limitations of Power**

The Bylaws establish the Governance Committee. This committee cannot act on behalf of the Board. The Governance Committee shall abide by the provisions laid out in these bylaws.

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

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

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

5. Member Services Committee: The Member Services Committee consists of seven to twenty members and shall be responsible for soliciting, prioritizing, and recommending strategies to the 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

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

The Self-Advocacy Committee will consist of eight 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. The Committee is responsible for addressing the needs of the Councils in meeting the self-advocacy mandates of the DD Act.

**ARTICLE VIII – NACDD EXECUTIVE DIRECTOR**

The NACDD Executive Director (the Executive Director) is the chief executive officer of NACDD. The Executive Director shall serve at the pleasure of and report to the Board of Directors. The Executive Director services in an *ex officio*, non-voting capacity on the Board of Directors. The Executive Director will perform the chief administrative functions of the organization. The Executive Director 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 IX – 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 receive 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 X – PARLIAMENTARY AUTHORITY**

Whenever reasonable, NACDD shall use *Robert’s Rules of Order* as a guide 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 XI - FISCAL YEAR**

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

**ARTICLE XII - 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 XIII – 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 identity, sexual orientation, national origin, age, disability, family status, status with respect to marriage, or status with respect to income and public benefits.

**ARTICLE XIV – 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 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.

Reference:

Grey Highlights are wording and grammatical changes that don’t alter the initial intent of the bylaws, section, paragraph or definition.

Yellow Highlights are new sections or are anticipated to need further discussion