

**BYLAWS OF
MISSOURI ASSOCIATION OF
COUNTY DEVELOPMENTAL DISABILITIES SERVICES (MACDDS)**

ARTICLE I - PURPOSE

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

The Missouri Association of County Developmental Disabilities Services (also known as MACDDS) is organized for the following purposes:

1. To promote quality services for all persons with a developmental disability in Missouri.
2. To aid in the establishment of effective community supports for persons with developmental disabilities.
3. To serve as a group with elected leadership that will facilitate and encourage partnership with other organized groups for the improvement of services for persons with developmental disabilities.
4. To provide an opportunity for the discussion of common concerns within the field of developmental disabilities.
5. To become a provider of services to eligible persons with developmental disabilities with the authority to employ and/or contract with qualified entities or personnel to provide services.
6. To collect revenues for the provision of services that may be expended in any manner not inconsistent with the purpose of the corporation and to reassign rights to Medicaid payments to a governmental agency when in the best interest of eligible persons served and as otherwise allowed by Federal and/or State law.
7. To provide or arrange for staff education and training activities.
8. To conduct any lawful business and engage in any lawful acts or activity consistent with Federal and State law including the Missouri Nonprofit Corporation Act.

ARTICLE II - MEMBERSHIP

- A. Membership in MACDDS, and all privileges thereof, shall be limited to and granted to any County Board or a Board in a City not within a County. Member Boards shall be defined as those Boards formed under the statutory authority of RSMO. 205.968 - 205.972.
- B. Any Board organized under the RSMO. 205.968 - 205.972 may apply in writing to the MACDDS Treasurer for membership. Notification of membership shall be brought to the existing membership at the next regularly scheduled meeting of MACDDS, by the Treasurer.
- C. Member Boards shall designate a primary voting representative. Boards may also designate up to two alternate voting representatives.
- D. On any vote of the membership, each member Board will get only one vote. Designees eligible to vote must be present in order to exercise that privilege. A member Board in good standing is one whose dues are paid by March 15 of each year, and who abides by the policies of the Association.

- E. The membership year shall be January 1 through December 31.

ARTICLE III - OTHER AFFILIATIONS

A. Affiliated Public Agencies (APA)

PURPOSE: It is the desire of MACDDS to establish, maintain and sustain a working relationship with other governmental agencies whose purpose, in whole or in part, is to improve the quality of life of those Missouri citizens with developmental disabilities. The MACDDS shall therefore create opportunities that will facilitate communication amongst major governmental/quasi-governmental agencies that are responsible for the development and implementation of public policy, which affects the lives of people with developmental disabilities and their families.

1. Affiliated Public Agencies shall be defined as those organizations, which have statutory authority to provide and/or oversee and/or cause to create and/or make available support services to individuals with developmental disabilities and their families.
2. These agencies shall be considered Affiliated Public Agencies of MACDDS, and shall receive one free copy of all agenda and minutes that are sent to the general membership. Additional copies may be obtained for a fee to cover costs of printing and postage. Said fees shall be determined by the MACDDS Executive Committee.
3. Each Affiliated Public Agency shall be encouraged to send a designated representative(s) to attend MACDDS meetings. These representatives shall not be entitled to vote on any issue before the membership.

B. Related Private Organizations (RPO)

PURPOSE: It is the desire of MACDDS to establish, maintain and sustain a working relationship with other agencies and individuals whose purpose is to improve the quality of life of those Missouri citizens with developmental disabilities. The MACDDS shall therefore create opportunities that will facilitate communication amongst these agencies and individuals, whose missions are to advocate for the development of support services, which affect the lives of people with developmental disabilities and their families.

1. Related Private Organizations shall be defined as those agencies and individuals whose primary purpose is to advocate and/or provide and/or cause to create support services to individuals with developmental disabilities and their families.
2. Agencies and individuals meeting these criteria may be considered Related Private Organizations, and shall receive one copy of all agenda and minutes that are sent to the general membership for a fee. Said fees shall be determined and set annually by the MACDDS Executive Committee. Any agency or individual meeting above-mentioned criteria may request MACDDS mailings in writing, with an accompanying payment of said fee.
3. Each Related Private Organization shall be encouraged to send a designated representative(s) to attend MACDDS meetings. These representatives shall not be entitled to vote on any issue before the membership.
4. All applications for RPO status shall be voted upon by the membership for acceptance. Applications for RPO status received for the current fiscal year shall be reviewed by the Finance Committee and presented to the membership for approval at the February meeting. Applications received at other times of the year shall be reviewed and submitted for approval by the membership at the meeting following submission.

C. Life Members

PURPOSE: It is the desire of MACDDS to honor former County Board executives who have made a significant impact on services for people with developmental disabilities by awarding them a Life Membership.

1. Life Members shall be defined as those former County Board executives nominated by the membership through the Awards Committee and approved by the Executive Committee.
2. Life Members shall receive one free copy of all agenda and minutes that are sent to the general membership.
3. Life Members shall be encouraged to attend MACDDS meetings; however, they shall not be entitled to vote on any issue before the membership.
4. Life members shall be entitled to free admission to MACDDS conferences.

ARTICLE IV - OFFICERS

- A. The Officers of the Association shall be: President, President-Elect, Secretary, Treasurer and Member-at-Large.
- B. All officers shall be elected by the Association annually during the August meeting. The term of office shall begin January 1.
- C. No officer shall hold more than one office at the same time, and no member shall serve more than two consecutive terms in the same office.
- D. Only designated voting representatives of member Boards in good standing are eligible to hold office.
- E. An officer may be removed from office, if they are unable or shall fail to perform the duties of the position, by a 2/3 majority of the voting member Boards attending a regularly scheduled meeting. The Nominating Committee shall recommend a replacement to the membership within 30 days.
- F. If in the event an officer shall voluntarily vacate their office, a replacement shall be appointed by the Executive Committee to fill the vacancy until the next regularly scheduled election.

ARTICLE V - DUTIES OF OFFICERS

- A. The duties of the Officers shall be as follows:
 1. President: The President shall be the Chief Officer of the Association. The President shall set meeting agendas, shall preside at all meetings of the Association and shall appoint all committees and committee chairpersons. (Only designated voting representatives of Boards in good standing are eligible for chair positions.) The President shall be an ex-officio member of all committees except the Nominating Committee. The President may, from time-to-time, elect to honor a particular individual by giving a President's Award, which will usually be presented to the recipient at the MACDDS Annual Conference.
 2. President-Elect: The President-Elect shall perform the duties of the President in the event of the President's absence or inability to perform essential duties, shall contact and arrange program presenters, and shall mail meeting packets.
 3. Secretary: The Secretary shall keep the Minutes and records of the Association and shall be responsible for mailings, other than meeting packets, to Membership.

4. Treasurer: The Treasurer shall have charge of the funds, shall pay all bills for the Association, as required, shall schedule the location of all meetings, shall serve as Chairperson for the Finance Committee and shall mail out membership applications.
5. Member-at-Large: The Member-at-Large shall serve as the Chairperson of the Ad Hoc Public Awareness Committee and shall cause the MACDDS Annual Report to be published and distributed.

ARTICLE VI - MEETINGS

- A. In general, the Association will meet monthly. Special meetings may be called at the discretion of the President or by three members of the Association. In each case the purpose of the Special Meeting will be stated when contacted. A three-day notice of a special meeting shall be sent to all the MACDDS mailing lists.
- B. The agenda for regular meetings will be mailed to members of the Association not less than one week prior to the next scheduled meeting.
- C. A quorum shall consist of one-third (1/3) of the regular membership of the Association attending a regularly scheduled meeting.
- D. All meetings of MACDDS shall be held in accordance with the State of Missouri Sunshine Law 610.010 to 610.030 RSMO. Closed sessions of meetings will be posted on the MACDDS website.
- E. Only members in good standing are eligible to attend and participate in closed sessions of meetings. Affiliated Public Agencies, Related Private Organizations, and Life Members are not eligible to attend or participate in closed sessions of meetings.

ARTICLE VII - RULES OF ORDER

The rules contained in Roberts Rules of Order shall govern the Association in all cases to which they are applicable, and to the extent they are consistent with the adopted bylaws of the Association. Votes on legislative issues will be roll call.

ARTICLE VIII - FISCAL YEAR

The business year of the Association shall be January 1 through December 31.

ARTICLE IX - DUES

Dues and any change in the dues structure shall be proposed by the Finance/Membership Committee and shall be set by the membership at a regularly scheduled meeting. Dues so established/approved shall be for one membership year. A County Board, not previously a MACDDS member, joining on or after September 1 shall pay dues equal to one-third of the amount of the annual dues. County Boards that pass the levy for the first time shall be entitled to a free MACDDS membership for the year of passage and the following year.

ARTICLE X – COMMITTEES

- A. Standing Committees
These committees shall be established to provide for the ongoing functions of the Association.
 1. EXECUTIVE COMMITTEE

The elected officers and immediate past president shall constitute an Executive Committee; shall have general supervision of the affairs of the Association between its regular meetings; make recommendations to the membership; and may, as necessary, act on behalf of the Association. Whenever the Executive Committee takes action on behalf of the Association, a report of such actions shall be presented to the membership for ratification at its next regular meeting. All members of the Executive Committee have voting privileges.

2. FINANCE COMMITTEE

A Finance Committee composed of the Treasurer and not less than two other members shall be appointed by the President of the Association. It shall be the duty of this Committee to oversee the financial affairs of the Association and to recommend action to be taken to the membership including, but not limited to, the annual budget, membership dues, financial statements, banking procedures, and the mailing of membership applications. The Treasurer shall serve as the Chairperson of this Committee.

3. GOVERNMENTAL AFFAIRS

A Governmental Affairs Committee composed of not less than two members shall be appointed by the President of the Association. The Committee Chairperson shall report on the consultant's performance to the Committee and to the membership. It shall be the duty of this Committee to work with the governmental affairs consultant to monitor legislation and to communicate information concerning legislation to MACDDS members. The Chairperson of the Governmental Affairs Committee shall be appointed by the President of the Association. The Chairperson shall be appointed to serve a term from July first (1st) until June thirtieth (30th).

4. REGULATIONS/STANDARDS AND POLICIES COMMITTEE

A Regulations/Standards and Policies Committee composed of not less than two members shall be appointed by the President of the Association. It shall be the duty of this Committee to monitor and review various publications and report to the membership the various operating regulations, rules, licensure, accreditation and related policies of state and federal agency guidelines affecting County Board programs and services. The Committee shall communicate information during regularly scheduled meetings and communicate the position of the Association on specific issues about regulations, standards and policy matters affecting County Board services and programs. The Chairperson of the Regulations/Standard and Policies Committee shall be appointed by the President of the Association.

5. PUBLIC AWARENESS COMMITTEE

This Committee shall consist of not less than two members. This committee shall cause the MACDDS Annual Report to be published and shall disseminate information about county/local initiatives and services and programs provided or funded by SB 40 Boards. This committee shall also recruit and nominate new members and RPOs. The Member-at-Large shall serve as the Chairperson of this committee.

6. MAC ON-LINE COMMITTEE

A MAC On-Line Committee composed of not less than two members shall be appointed by the President of the Association. It shall be the duty of this Committee to cause a MACDDS web site to be maintained.

7. EDUCATION AND TRAINING COMMITTEE

A MACDDS Education and Training Committee composed of not less than five members shall be appointed by the President of the Association. It shall be the duty of this Committee to develop an annual conference for the Association. The Committee will be

responsible for all aspects of the conference including but not limited to budgeting, obtaining speakers and keynotes, developing, producing, and mailing conference brochures, coordinating with site and food services, receiving and tracking registrations, and coordinating with the Awards Committee.

B. AD HOC Committees

The Executive Committee, on its own initiative or by vote of a majority of members present at a regularly scheduled meeting, may establish AD HOC Committees to meet special needs. Such a committee shall be provided with a direct charge, a chairperson, members and a timetable for reporting back to the Executive Committee.

Examples of AD HOC Committees may include the following:

1. **Nominating Committee:** This committee shall consist of the immediate Past President, the President Elect, and not less than three other members of the Association appointed by the President of the Association. The immediate Past-President shall serve as the Chairperson of this committee. The committee shall be responsible for submitting, at the August meeting, a list of nominees to fill offices of the Association.
2. **Legal Research:** This Committee shall consist of not less than two members. This committee shall search, maintain and disseminate legal opinions pertinent to County Board programs. The Chairperson shall be appointed by the President.
3. **Issues/Planning/Action Committee:** The purpose of this committee is to investigate, analyze and recommend a proposed solution or plan of action on a "specific" matter which affects the operation of SB 40 Boards and services funded or provided by them. The specific task on which a committee may be assigned might include: service definitions, service delivery systems, funding models, planning models, communication/information systems, negotiated cost sharing, cooperative strategies, budgeting, policy positions and statements, etc.
4. **Awards Committee:** The purpose of this committee is to accept nominations for awards that MACDDS may from time-to-time choose to award. The committee shall consist of the five most recent Past Presidents that are active in the Association. Prior to the annual conference, the committee shall review all nominations and make recommendation of award recipients to the Executive Committee for approval. The awards committee is responsible for obtaining plaques, notifying recipients, and arranging for presenters.

Because several issues may need to be dealt with simultaneously, several committees may be working on reports concurrently for presentation to the Executive Committee. The concept/objective is to set and establish trends and create constructive service change by developing and presenting "proactive" recommendations and proposals to improve the overall MR/DD service system in the State of Missouri.

ARTICLE XI - AMENDMENTS

The Bylaws may be amended by a majority vote of the members present at a regularly scheduled meeting, providing the Amendment(s) has/have been submitted in writing at the previous regular meeting.

ARTICLE XII - INUREMENT OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XIII - LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Any issue may be presented at a regular meeting of the membership for deliberation. Once the membership has had a free discussion of the issue and a majority vote has decided the official position that the association shall take on an issue, all members will accurately reflect this official position. Any member not recognizing his/her responsibility and violating this standard, may be asked to step down from membership by a 2/3 majority vote of the association's county members.

ARTICLE XIV - OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XV - DISSOLUTION CLAUSE

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Revised - June 26, 1994

Revised- June 2000

Revised-December 5, 2001

Revised-March 26, 2003

Revised-July 24, 2003

Revised-February 25, 2004

Revised-December 7, 2006

Revised-February 21, 2007

Revised-July 23, 2009

Revised-January 27, 2010

Revised-March 24, 2010