

# **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:

- A. To promote quality of life for all persons with developmental disabilities in Missouri.
- B. To aid in the establishment of effective community supports for persons with developmental disabilities.
- C. To serve as a group with elected leadership that will facilitate and encourage partnership with other organized groups for the improvement of quality of life for persons with developmental disabilities.
- D. To provide an opportunity for the discussion of common concerns within the field of developmental disabilities.
- E. 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 qualified Board organized under the RSMO. 205.968 - 205.972 that is not a member may apply in writing to the MACDDS office for membership. Notification of application for membership shall be brought to the existing membership at the next regularly scheduled meeting of MACDDS, by the chairperson of the Public Awareness Committee Existing members should reapply for membership each year prior to March 15.

The existing membership shall proceed to vote on approval for new applications.

C. Member Boards shall designate a primary voting representative, which may include an authorized nonprofit acting on behalf of the County Board. The nonprofit must be one whose primary purpose is to advocate and/or provide and/or cause to create support services to individuals with developmental disabilities and their families. Boards may also designate up to two alternate voting representatives. The alternates may be a Board member of the County Board, an employee of the County Board, or an employee of a nonprofit whose primary purpose is to provide services to persons with a developmental disability and their families. If a member Board or a Board submitting a new/renewal application for membership designates a nonprofit as a voting representative, the Public Awareness Committee shall review the application and determine if the nonprofit meets criteria for designation as a voting representative, as described in the MACDDS bylaws. The Public Awareness Committee chairperson shall present the finding of the Committee to the membership for discussion and approval.

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 1 of each year, and who abides by the code of ethics of the Association.

E. The membership year shall be January 1 through December 31. Members are entitled to attend MACDDS meetings, committee meetings, and sub-committee meetings..

### **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-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 among 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 are governmental/quasi-governmental entities. This does not include boards/organizations authorized under RSMO 205.968-205.972 and those authorized under RSMO 178.900.

2. An Affiliated Public Agency of MACDDS shall receive the meeting agenda.

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 or attend closed sessions of membership meetings.

#### **B. Related Private Organizations (RPO)**

**PURPOSE:** It is the desire of MACDDS to establish, maintain and sustain a working relationship with other agencies 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 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 not-for-profit agencies whose primary purpose is to advocate and/or provide and/or cause to create support services to individuals with developmental disabilities and their families. This does not include boards authorized under RSMO 205.968 – 205.972.

2. Agencies meeting these criteria may be considered Related Private Organizations, and, as part of the RPO fee, shall receive one copy of all agenda and minutes that are sent to the general membership. Said fees shall be determined and set annually by recommendation of the Finance Committee and approved by the membership.

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 or attend closed sessions of membership meetings.

4. All applications for RPO status shall be made to the MACDDS Office. RPO applicants must have a County Board sponsor to recommend the RPO's membership. The County board that provides the letter or recommendation must be the Board in which county the agency provides services to the majority of service recipients who have a developmental disability. The applications will be referred to the Public Awareness Committee Chairperson for the Committee's review. Notification of application for membership shall be brought to the existing membership at the next regularly scheduled meeting of MACDDS by the Chairperson of the Public Awareness Committee. The Public Awareness Committee shall review the application and determine if the applicant meets criteria for membership as described in the MACDDS bylaws. Following the review, the Public Awareness Committee shall make recommendations to the existing membership regarding approval of the application. All initial and renewal applications for RPO status shall be voted upon by the membership for acceptance.

### C. Targeted Case Management Special Purpose Group

**PURPOSE:** Targeted Case Management Special Purpose group membership provides for the benefit of participation in MACDDS TCM Special Purpose Group meetings for those agencies that do not meet criteria for county board or RPO membership and are providing TCM to persons with developmental disabilities. The Group's purpose is to provide a forum to accomplish the following objectives:

- (1) Identify and implement best practices in the field of case management including staff development, Medicaid Waiver, and support planning;
- (2) Disseminate information directly related to the provision of Targeted Case Management including updates from DMH, providers, and community resources;
- (3) Identify issues and concerns that impact more than one TCM entity, and initiation of attempts to resolve these issues
- (4) Provide consensus on feedback to MACDDS regarding directives, guidelines, policies, and processes.

Agencies that are eligible for TCM membership are those organizations which provide targeted case management to persons with developmental disabilities on behalf of a County board, or within a County which does not have a county board, but do not meet criteria as stated in the MACDDS bylaws as a County board, affiliated public agency, or related private organization.

1. TCM membership agencies shall have a membership fee structure as determined and set annually by the MACDDS membership. As part of the TCM Special Purpose Group fee, the agencies shall receive one copy of the agenda and minutes of the Targeted Case Management Special Purpose Group that are provided to the general membership. Agencies with TCM membership are not eligible to attend MACDDS meetings other than the meetings of the TCM Special Purpose Group.
2. Each TCM Special Purpose Group membership agency shall be encouraged to send a designated representative to attend the Targeted Case Management Special Purpose Group meetings.
3. All applications for TCM membership status shall be made to the MACDDS office. TCM membership applicants must have a member County board sponsor to recommend the agency for TCM membership. The MACDDS office shall refer applications for TCM membership to the Public Awareness Committee chairperson, who shall review the application and determine if the applicant meets criteria for TCM membership as described in the MACDDS bylaws. Notification of application for TCM membership shall be brought by the chair of the Public Awareness Committee to the existing membership at the next regularly scheduled meeting of MACDDS. Following its review, the Public Awareness Committee chairperson shall make recommendations to the existing membership regarding approval of the application for TCM membership. All initial and renewal applications for TCM membership shall be voted upon by the existing membership for approval.

### D. Life Member

**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 at least one member county board through the Awards Committee and approved by the Executive Committee.
2. Life Members shall receive one copy of all agendas.
3. Life Members shall be encouraged to attend MACDDS meetings; however, they shall not be entitled to vote on any issue before the membership or attend closed sessions of meetings.
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, Member-at-Large, and immediate Past President.

B. All officers shall be elected by the Association annually during the August meeting. The term of office shall begin January 1. The Treasurer's term shall be two years and thus will be elected by the Association every other year.

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**

Only members in good standing shall be eligible to serve as officers of the Association. The duties of the Officers shall be as follows:

A. President: The President shall be the Chief Officer of the Association. The President 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.

B. 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, shall set the meeting agenda, and shall distribute meeting packets.

C. Secretary: The Secretary shall approve the Minutes of the Association and the MACDDS office shall distribute those to the membership.

D. Treasurer: The Treasurer shall have charge of the funds, shall serve as Chairperson for the Finance Committee, shall provide oversight and monitoring of financial transactions, perform duties as designated in the financial policies, and shall authorize distribution of membership applications by the MACDDS office.

E. Member-at-Large: The Member-at-Large shall serve as the Chairperson of the Public Awareness Committee and shall work with the MACDDS Executive Director to cause the MACDDS Annual Report to be published and distributed.

## **ARTICLE VI – EXECUTIVE DIRECTOR**

A. MACDDS through the Executive Committee employs and supervises the Executive Director. The Executive Director shall report to the Executive Committee. No individual MACDDS member may have authority to give direction to the Executive Director for any purpose without full MACDDS Executive Committee approval.

B. The MACDDS Executive Committee, with input from MACDDS members, shall conduct a performance and salary evaluation annually, in the month of December.

C. The Executive Director of MACDDS shall be responsible for the day-to-day administration of the business affairs of MACDDS including supervision, coordination and evaluation of the activities of staff and consultants. The Executive Director shall be responsible to perform the functions and duties of that office and to perform such other legally permissible and proper duties and functions as the MACDDS Executive Committee shall from time to time assign. The Executive Director shall also schedule the location of all regular meetings.

## **ARTICLE VII - MEETINGS**

A. In general, the Association will meet monthly. Special meetings may be called at the discretion of the President or three members of the Executive Committee. In each case the purpose of the Special Meeting will be stated when contacted. A three-day notice of a special meeting shall be distributed to all the MACDDS members.

B. The agenda for regular meetings will be distributed 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. Only members in good standing are eligible to attend and participate in closed sessions of meetings. Affiliated Public Agencies, Related Private Organizations, Targeted Case Management Special Purpose Group members, and Life Members are not eligible to attend or participate in closed sessions of meetings.

## **ARTICLE VIII - RULES OF ORDER**

The general rules of parliamentary procedures shall guide the Association in all cases to which they are applicable, and to the extent they are consistent with the adopted bylaws of the Association.

## **ARTICLE IX– MINUTES**

A. The Executive Director shall ensure that minutes of all general membership meetings and Executive Committee meetings are recorded. Such minutes to be reviewed and approved by the MACDDS Secretary, or in his/her absence (at the meeting for which the minutes were written), the officer who chaired the meeting. The review and approval shall be prior to distribution to the membership.

At the next regular meeting, the applicable group shall review and affirm such minutes for accuracy.

B. MACDDS membership minutes shall include, but not be limited to: the date, time, location of the meeting, who attended, the Executive Director's report, evaluations, other program reports, any decisions reached, and actions taken.

C. As provided by law, minutes of meetings shall be retained by the Executive Director as designated custodian of records.

D. The President may request written reports from Committee Chairpersons as deemed necessary.

## **ARTICLE X - FISCAL YEAR**

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

## **ARTICLE XI - 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 at any time in the past, 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 XII – COMMITTEES**

### **A. Standing Committees**

Only members in good standing are eligible to serve on a Standing Committee. The following 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. The Executive Committee is responsible to review and recommend personnel and operating policies to the membership. The Executive Committee shall meet at a time and place designated by the President or with the majority call of the committee.

#### **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, banking procedures, and financial policies. 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 governmental affairs 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 report to the membership the various regulations, rules, and related policies of state and federal agencies that are brought to the Committee's attention which affect County Board programs and services. The Committee shall communicate information during regularly scheduled meetings, collect input from the membership, and communicate the position of the Association on specific issues about regulations, standards and policy matters affecting County Board services and programs. It is also the duty of this Committee to draft amendments to the by-laws and present them to the membership for approval. 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 work with the Executive Director to publish the MACDDS Annual Report and disseminate information about county/local initiatives and services and programs provided or funded by SB 40 Boards. This committee shall also be responsible for recruitment of new member County Boards and RPOs, and review of membership applications to assure compliance with MACDDS bylaws. 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 distributing conference brochures, coordinating with site and food services, receiving and tracking registrations, and coordinating with the Awards Committee.

#### 8. 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.

#### 9. 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.

#### 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. Each Ad Hoc committee shall be provided with a direct charge, a chairperson, members and a timetable for reporting back to the Executive Committee. RPOs may serve on Ad Hoc committees upon the request of the chairman of the committee.

#### C. SPECIAL PURPOSE GROUPS

Special Purpose Groups may be established by the membership. These groups shall have a purpose determined by the membership and a chairperson elected by the group. Membership on the group shall be limited to members in good standing and RPOs of the Association. Typically the focus of the group shall be to share information in common about service provision. All groups shall report to the membership and shall, from time-to-time, submit recommendations to the Association for feedback to organizations outside of MACDDS.

### **ARTICLE XIII – ETHICAL CONDUCT**

- A. Members, staff, and consultants shall not be favored should they apply for or receive services from member county boards.
- B. Staff and consultants shall have no direct or indirect financial interest in the assets, leases, business transactions or professional services of programs operated by MACDDS.
- C. The members shall have no direct or indirect financial interest in the assets or leases of MACDDS. Any member who, individually or as a part of a business, engages in a business transaction with or provides a professional service to MACDDS, shall disclose this relationship and shall not participate in any vote taken regarding such transaction or service.

### **ARTICLE XIV – CONTRACTS/LEASES**

Only the Executive Director and the President are authorized to sign contracts and leases on behalf of the Association. The Executive Director is authorized to implement the budget, which may include entering into leases and binding contracts. Contracts and leases that are necessary, but outside of the approved budget, may be approved by the Executive Committee and then ratified by vote of the membership.

### **ARTICLE XV – POLICY AND ADMINISTRATION**

- A. The Association establishes policies.
- B. The Executive Director shall establish procedures for implementing Association policies and achieving its purposes.
- C. The Executive Director is delegated responsibility for administration of day-to-day program operations. This responsibility includes translating the policies into practice as well as recommending new policy and changes as needed.
- D. The Executive Director shall answer to the collective Executive Committee and bears the burden for communicating information necessary to its effective informed functioning.
- E. Individual Executive Committee members shall communicate to the Executive Director information necessary for the effective informed administration of the Association.
- F. Individual members shall communicate to the collective Executive Committee information necessary for its effective informed functioning.
- G. The Executive Committee oversees the financial stability and health of the Association. The Executive Committee and staff shall conduct fiscal affairs in a manner consistent with the purposes of the organization and in accordance with responsible business practices.
- H. The Executive Director shall work with the Executive Committee to prepare an annual budget for approval of the Finance Committee and then the membership.
- I. The Executive Director shall administer the Association's budget consistent with Association policies and responsible business practices.



## **ARTICLE XVI – 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 XVII - 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 XVIII - 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.

## **ARTICLE XIX - REMOVAL OF OFFICERS OR MEMBERS**

Any officer or member may, following notice and an opportunity to be heard, be removed from office or membership by a 2/3 majority of the Association membership for any of the following grounds:

- A. Violation of the code of ethics adopted by the Association;
- B. Conduct prejudicial to the good order and efficient operation of the facility or services; or
- C. Neglect of duty.

The President shall preside at such removal hearing, unless he or she is the person sought to be removed, in which case the hearing shall be presided over by the President-Elect. All interested parties may present testimony and arguments at such a hearing.

- D. For Officers, failure to attend either three (3) consecutive monthly membership meetings or three (3) consecutive Executive Committee meetings.

## **ARTICLE XX - 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 XXI- DISSOLUTION CLAUSE**

Upon the dissolution of the corporation, the Executive Committee 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 Executive Committee 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.

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