

**AMENDED AND RESTATED BYLAWS
OF
AMERICAN ASSOCIATION ON
INTELLECTUAL AND DEVELOPMENTAL DISABILITIES**

**ARTICLE I
NAME**

Name. The name of the Corporation shall be ~~%~~American Association on Intellectual and Developmental Disabilities.+

**ARTICLE II
PURPOSES**

Purposes. The purposes of the Corporation are as stated in its Articles of Incorporation. In furtherance of said purposes, the Corporation shall:

- a. Provide a professional organization promoting cooperation among those involved in supports, services, education, training, advocacy and research in the field of intellectual and developmental disabilities.
- b. Promote health and wellness in order to reduce the incidence and prevalence of primary, secondary and tertiary disabilities.
- c. Support the highest standard of supports, service, education, training, and research in the field.
- d. Encourage research and to disseminate knowledge in the field.
- e. Encourage student interest and to support the recruitment, retention and development of those who work in the field.
- f. Advance progressive public policies in support of people with intellectual and developmental disabilities, their families, and those who work on their behalf.
- g. Promote individualized community services and supports for people with intellectual and developmental disabilities.

ARTICLE III MEMBERSHIP

- a. Definition of Membership. The members of this Corporation are those persons meeting the qualifications and having membership rights only as specifically provided for in these Bylaws. The members of this Corporation, as described herein, shall have no rights in any aspect of the governance of this Corporation other than as specifically set forth in these Bylaws.
 - b. Qualifications of Membership. Membership in the Corporation shall consist of professional people and others interested in the study, habilitation, care, and support of people with intellectual and developmental disabilities.
 - c. Membership Categories. The Board of Directors shall determine membership categories of the Corporation. All members in these categories shall have the rights and privileges of membership in respective categories as defined by the Board.
 - d. Fellows. Fellows shall be individuals who have had at least seven (7) years of continuous Active membership in the Corporation at the time of their nomination. Fellows shall have participated in the professional and business affairs of the Corporation and shall have made meritorious contributions to the field in one or more of the following areas:
 - i. Contributions to service excellence by developing, managing, improving or advancing programs, services and supports.
 - ii. Contributions to progressive public disability policy through skillful and diligent advocacy.
 - iii. Contributions to the field through academic achievements, research, publications, and presentation of professional papers.
- Any Active Members desiring promotion to Fellow status shall apply and present supporting evidence to the Committee on Awards and Fellowship. The applicant shall become a Fellow if the Committee's recommendation for promotion is approved by the Board of Directors.
- e. Active Members. Active Members shall be individuals regularly engaged in the field of intellectual and developmental disabilities or closely allied fields.

- f. Separation from Membership. A member in any category may be separated from membership for conduct which tends to injure the Corporation, is contrary to, or destructive of its purposes, or infringes the rules of professional conduct as approved by the Board of Directors. Charges of such conduct shall not be entertained unless submitted in writing to the Board by two Corporation members. Upon receiving the charges, the Board shall notify the member, giving him or her the opportunity to respond to the charges. A member shall not be separated from membership except by two-thirds (2/3) vote of the full Board. Restoration of membership shall require approval by a majority vote of the Board.
- g. Resignation. A member may resign in good standing, provided that he or she is not in arrears for dues payment or other obligations and has not been notified of a charge of misconduct pursuant to Section III.f above. A member will not be considered in arrears for dues if pro-rata payment is made to the date of resignation. A person who has resigned in good standing may be reinstated without prejudice.
- h. Dues. Membership dues shall be set by the Board of Directors. Any increase in dues for any membership category or any special assessment shall require approval by a two-thirds (2/3) vote of the Board of Directors.
- i. Initiative Petition. Any member or group of members may petition the Board to request that it take action on any matter within its authority. The Board shall act on all such petitions. If the Board fails to take favorable action on the petition at the meeting immediately following its submission, the matter shall be submitted to a direct vote of the membership of the Corporation if the petitioners then obtain the valid signatures of five percent (5%) of the voting membership of the Corporation. The direct vote of the membership shall be conducted by mail and/or electronic ballot, and if a majority of the members casting ballots vote in favor of the proposal, it shall have the same effect as if it had been approved by the Board of Directors. The provisions of this Section III.i regarding voting by the membership shall not apply to amendments to the Articles of Incorporation or to the Bylaws of the Corporation.

ARTICLE IV BOARD OF DIRECTORS

- a. Management by Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall direct and supervise the activities of the Corporation to promote the Corporation's purposes.
- b. Policies and Powers. The Board of Directors shall develop policies and take actions to advance the goals of the Corporation and to manage the Corporation's affairs. All powers which are not otherwise delegated in these Bylaws are reserved to the Board.

- c. Composition of Board of Directors. The membership of the Board of Directors shall consist of the President, President-elect, Vice President, Secretary-Treasurer, the immediate past President of the Corporation, and four (4) Directors elected by the membership at large.
- d. Term of Directors. Directors elected at large shall serve for terms of four (4) years and shall not be eligible for immediate re-election. Directors-at-large shall be elected in staggered terms so that one director is elected each year. The term of each of the remaining Directors shall coincide with each Director's term as executive officer.
- e. Standing Rules. The Board shall adopt Standing Rules for the Corporation by majority vote. Standing Rules may be amended or repealed by majority vote of the Board.
- f. Record of Proceedings. The Board shall keep a record of its proceedings and shall make an annual report to the membership on matters of general interest. A report of the proceedings of all Board meetings shall be published promptly in an official publication of the Corporation or distributed through electronic means.
- g. Annual Report to Membership. At every annual meeting of the Corporation, the Board shall schedule and hold a special Board meeting at a time convenient for the participation of the membership. At this meeting, the Board shall make its annual report to the membership, and shall entertain resolutions, questions, and discussion from the membership.
- h. Location of Board Meetings. Meetings of the Board of Directors shall be held at such place or places as the Board of Directors designates.
- i. Regular Board Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board. Notice of such meetings shall be given as the dates are set, but there shall be no minimum notice unless required by law.
- j. Notice of Special Board Meetings. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's address as it appears on the records of this Corporation, with postage prepaid. The notice need not state the business to be transaction at, or the purpose of, the meeting.

- k. Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- l. Quorum and Action. A majority of the Directors in office will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.
- m. Meetings by Telephone. One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.
- n. Personal Liability of Directors, Indemnification and Insurance. Provisions governing personal liability of directors, indemnification and insurance are as stated in the Articles of Incorporation of the Corporation and are incorporated herein by reference.

ARTICLE V ASSEMBLY

- a. Purpose of Assembly. The Assembly shall coordinate geographic activities of the Corporation and shall promote membership and membership services at the regional, state, provincial, local, and international levels. Each entity represented on the Assembly shall prepare an action plan to advance the respective geographic interests and the mission of the Corporation. The Assembly shall meet at least annually. The Assembly shall respond to requests from the Board, serve in an advisory capacity to the Board, and may make recommendations to the Board on any issue.
- b. Membership of Assembly. The membership of the Assembly shall consist of representatives from the geographic entities of the Corporation. The Corporation's President-elect shall preside over the Assembly. In the absence of the Corporation's President-elect, a presidential appointee shall preside.

ARTICLE VI CONFERENCE

- a. Purpose of Conference. The Conference shall promote and coordinate professional interests and activities within the Corporation, shall oversee programs of continuing education for members and shall promote membership and membership services within divisions, special interest groups, action networks or other entities. The Conference shall meet at least annually. The Conference shall respond to requests from the Board, serve in an advisory capacity to the Board, and may make recommendations to the Board on any issue.
- b. Membership of Conference. The membership of the Conference shall consist of representatives of each of the Corporation's divisions, special interest groups, action networks or other entities. The Vice President of the Corporation shall preside over the Conference. In the absence of the Corporation's Vice President, a presidential appointee shall preside.

ARTICLE VII ORGANIZATION

Corporate Organization. The Corporation shall establish appropriate groupings to represent the major geographic, professional, occupational, and topical interests of its members.

ARTICLE VIII EXECUTIVE OFFICERS

- a. Executive Officers. The executive officers of the Corporation shall be the President, President-elect, Vice President, and Secretary-Treasurer.
- b. Term of Executive Officers. The term of office for executive officers shall be one year, except for the Secretary-Treasurer, whose term shall be three years.
- c. Re-Election. No executive officer shall be eligible for immediate re-election to the same office, except the Secretary-Treasurer, who may be elected to two consecutive terms of office. However, appointment to an executive office to fill a vacancy shall not preclude election to that office.
- d. Succession to Office. The President-elect, at the conclusion of his or her term, shall become President of the Corporation. The Vice President, at the conclusion of his or her term, shall become President-elect.

- e. Election by Membership. The Vice President and the Secretary-Treasurer shall be elected by the membership of the Corporation by mail and/or electronic ballot. All candidates for Vice President shall be Fellows of the Corporation.
- f. Duties of Executive Officers. The duties of the executive officers are as follows:
 - i. The President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board. The President shall represent the Corporation in all matters related to the purposes of the Corporation.
 - ii. The President-elect shall preside over the Assembly and serve as primary liaison between the geographic entities of the Corporation and the Board of Directors.
 - iii. The Vice President shall preside over the Conference and serve as primary liaison between the professional entities of the Corporation and the Board of Directors.
 - iv. The Secretary-Treasurer shall supervise the records of the Corporation and perform all duties usually associated with that office under the direction of the Board of Directors.
- g. Inability to Serve. If an executive officer or Director elected by the membership at large, as the case may be, is not able to serve, then the following shall apply:
 - i. In the absence or temporary disability of the President, the duties of that office shall be performed by the President-elect.
 - ii. If, for any reason, the President is not able to serve out the full term of office, the President-elect shall succeed to the unexpired remainder of that term plus his or her own term of office as President.
 - iii. If, for any reason, the President-elect is not able to serve out the full term of office, the Vice President shall succeed to the unexpired remainder of that term plus his or her own term of office as President-elect.
 - iv. If, for any reason, the Vice President is not able to serve out the full term of office the President, with the approval of the Board of Directors, shall appoint a director-at-large to serve the remainder of the Vice President's term. At the next election, the membership shall select a new Vice President.
 - v. If, for any reason, the Secretary-Treasurer is not able to serve out the full term of office, the President, with approval from the Board of Directors shall appoint a successor to complete the unexpired term.

- vi. If, for any reason, a Director elected by the membership at large is not able to serve out the full term of office, the President, with approval from the Board of Directors shall appoint a successor to complete the unexpired term.
- h. Removal of Executive Officer. Any executive officer elected or appointed to office may be removed at any time by the Board of Directors whenever in its judgment the best interests of this Corporation will be served.

ARTICLE IX UNANIMOUS WRITTEN CONSENT

Unanimous Written Consent. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all Directors in office and filed with the Secretary-Treasurer of the Corporation.

ARTICLE X COMMITTEES and WORKGROUPS

- a. Standing Committees. The Corporation shall maintain Standing Committees as described in these Bylaws. Members of Standing Committees shall be appointed by the Board of Directors after recommendations have been received from the Committee on Nominations and Elections. Except as otherwise provided in these Bylaws, each Standing Committee shall consist of a minimum of seven (7) members, including at least one member of the Board of Directors, who shall also serve as liaison between the Board and that Committee. Committee members who are also members of the Board shall serve on the Committee for a term of one year, and shall be eligible for reappointment. Other members of Standing Committees shall serve staggered terms of three years, and shall be eligible for reappointment. The Chairperson of each Standing Committee shall be appointed by the President from among the Committee's members and no Chairperson may hold this position for more than three (3) consecutive years.
 - i. The Committee on Awards and Fellowship shall evaluate applications for promotion of Active Members to status as Fellows, and shall make recommendations on those applications to the Board of Directors. The Committee shall make recommendations to the Board regarding designation in other membership categories that require Board approval. The Committee shall select recipients of Corporation Awards. All members of the Committee must be Fellows of the Corporation.

- ii. The Committee on Nominations and Elections shall select candidates for Corporation offices, conduct elections, and make recommendations regarding appointments to Standing Committees as provided in the Corporation's Articles of Incorporation and these Bylaws. The Committee shall consist of seven members who at the time of their appointment, reside in five different geographic areas of the Corporation and shall include two members selected from the Conference, two members selected from the Assembly, two past Presidents, and one member appointed by the current President. Each of these individuals shall serve a two-year term with the exception of the one member appointed by the current President. Members who are selected to serve on the Nominations and Elections Committee are not eligible to be candidates for executive office or director elected at large. The most recent past President shall serve as Chairperson of the Nominations and Election Committee.

- b. Ad Hoc Committees. The President shall appoint such other Ad hoc Committees and Workgroups as may be necessary to: promote the objectives; address important issues, policies and/or tasks; and otherwise generally carry out the work of the Corporation. The Chair of each Ad hoc Committee and Workgroup shall be appointed by the President. At the end of the President's term of office such Ad hoc Committees and Workgroups shall disband unless reappointed or reconstituted by the new President. The specific focus, expected outcomes and duration of each Ad hoc Committee and Workgroup shall be clearly delineated. Such entities are to be task specific and are not intended to be long term.

- c. Committee Membership. The membership of Standing Committees, Ad hoc Committees and Workgroups shall reflect, insofar as practical, the professional and geographic diversity of the Corporation's membership.

- d. Committee Report to Board of Directors. Each Standing Committee, Ad hoc Committee and Workgroup shall submit a written plan and an annual report to the Board of Directors, as well as such other reports as the Board may require.

- e. Additional Committee/Workgroup Appointments. Nothing in these Bylaws is intended to limit the authority of the Assembly or the Conference to appoint such committees and workgroups, as they deem necessary.

ARTICLE XI STAFF

- a. Executive Director. An Executive Director shall be appointed by the Board of Directors. The Executive Director shall perform the duties of that office in compliance with the Board's directives and under the supervision of the

President. The Executive Director shall supervise the work of the Corporation's other employees.

- b. Employees as Elected Officers. No employee of the Corporation shall serve as an elected officer of the Corporation.

ARTICLE XII ELECTIONS

- a. Elections for Executive Officers, Directors at Large, and National Ballot Measures. Elections for executive officers, Directors elected at large, and national ballot measures shall be conducted by the Committee on Nominations and Elections by mail and/or electronic ballot.
- b. Elections for Regions, States, Provinces, Local and International Chapters. Elections for office in regions, states, provinces, local and international chapters shall be conducted by the respective body. All elections for offices shall be conducted by mail and/or electronic ballot. Regions, states, provinces, local or international chapters may have the Committee on Nominations and Elections assist in conducting its elections. Such request should be made to the Committee in writing six (6) months prior to change or initiation of offices.
- c. Elections for Divisions, Special Interest Groups, Action Networks and Other Entities. Elections for Office in Divisions, Special Interest Groups, Action Networks and other entities shall be conducted by the respective body. All elections for office shall be conducted by mail and/or electronic ballot. Divisions, Special Interest Groups, Action Networks and other entities may have the Committee on Nominations and Elections assist in conducting its elections. Such a request should be made to the Committee in writing six (6) months prior to change or initiation of offices.
- d. Candidates for Election. For each election to be conducted by the Committee on Nominations and Elections, the Committee shall designate, whenever possible, at least two candidates for each position to be filled. The Committee on Nominations and Elections shall solicit recommendations for national office candidates from members of the Assembly, the Conference and from the membership at large. The Committee shall obtain the permission of each candidate before placing the name on the ballot.
- e. Preferential Voting. When the ballot for a position contains the names of more than two candidates, the Committee shall designate a system of preferential voting. Such a system shall be designated to ensure that if no candidate obtains a majority of the ballots cast, the preferences of all voters will decide which of the top two candidates will be elected.

- f. Election of Two or More Directors at Large. When two, or more, Directors are to be elected at large, the two or more candidates who receive the highest number of votes shall be elected.
- g. Certification of Winning Candidates. The Committee shall certify the election of winning candidates and report the election results to the Board of Directors. In case of a tie in an election for national office the winner shall be selected by the Board of Directors. Provision for breaking an election tie in a region, state, province, local or international chapter, Division, Special Interest Group, Action Network or other entity shall be determined by the respective body involved.
- h. Terms of National Officers. The terms of office of national officers shall begin on July 1st of each year. The terms of office for regions, states, provinces, local chapters, Divisions, Special Interest Groups, Action Networks and other entities shall begin on a date set by the respective body involved.

ARTICLE XIII OPERATIONS

- a. Fiscal Year. The fiscal year of the Corporation shall end on such day as shall be fixed by the Board of Directors.
- b. Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, may be signed by the President or the Secretary-Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

ARTICLE XIV PUBLICATIONS

- a. Journals / Publications. The Corporation shall publish journals and other publications, which will advance the purposes of the Corporation.
- b. Publication Supervision. The goals and direction of the publication program will be established by the Board of Directors. The Editors of the Corporation

publications shall be selected by the President with the approval of the Board of Directors.

ARTICLE XV AMENDMENTS

Amendments to Bylaws. These Bylaws may be amended only by the following procedures:

- a. A proposed amendment must be approved by a simple majority vote of the Board of Directors.
- b. When a proposed amendment has received such approval by the Board of Directors, it shall be submitted for debate to the Assembly and the Conference, and shall also be submitted to the membership for discussion. The presentation to the membership shall be sent in print and/or electronic formats to all members of the Corporation. In any form, the presentation shall contain a statement regarding the reasons for the proposed amendment and the views of any dissenting Directors. Once sufficient time for general discussion and feedback by the Assembly, the Conference and the general membership has been allowed, the proposed amendment returns to the Board of Directors for ratification.
- c. A proposed amendment shall be ratified by a two-thirds (2/3) vote of the members of the Board of Directors. If a proposed amendment has been ratified by the Board, the proposed amendment shall become effective on a date submitted by the Board.