



Bylaws
DRAFT
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Utah Developmental Disabilities Council (UDDC)

UTAH DEVELOPMENTAL DISABILITIES COUNCIL (UDDC) [☞] BYLAWS

ARTICLE I: NAME AND MISSION

1.01 Name: The Council is established as the Utah Developmental Disabilities Council (UDDC) by the updated Executive Order signed by the Governor of the State of Utah in April 2006.

1.02 Mission: The Utah Developmental Disabilities Council supports and empowers people with intellectual and developmental disabilities to achieve inclusive, meaningful, and self-determined lives in their communities through its ongoing support of leadership, education, policy, and advocacy actions.

ARTICLE II: PURPOSES

2.01 Purposes:

- The Utah Developmental Disabilities Council (UDDC) has been established by Executive Order of the Governor of the State of Utah (April 5, 2006) in compliance with the Developmental Disabilities Assistance and Bill of Rights Act of 2000 (Public Law 106-402).
- The federal definition of “developmental disability” means a severe, chronic disability of an individual that is attributable to a mental or physical impairment or combination of mental and physical impairments, is manifested before the individual reaches the age of 22, is likely to continue indefinitely, results in substantial functional limitations in 3 or more major life activities (Public Law 106-402, Subtitle A, Section 102 (8)).

ARTICLE III: MEMBERSHIP

3.01 General Membership:

Membership of the Utah Developmental Disabilities Council shall be as appointed by the Governor of the State of Utah in accordance with the current Executive Order creating the Council and in compliance with the Developmental Disabilities Assistance and Bill of Rights Act of 2000 (Public Law 106402 or the Act). Council members should be geographically representative of the State and represent the diversity of the State with respect to race and ethnicity (Section 125 (b)(C)). Membership shall consist of representatives of the following:

- Individuals with developmental disabilities*;

[☞] Formerly Utah’s Governor’s Council for People with Disabilities

- Parents or guardians of children with developmental disabilities*;
- Immediate relatives or guardians of adults with developmental disabilities who cannot advocate for themselves*;
- The Director of Special Education, representing the State Office of Education or their designee;
- The Director of the Division of Health Care Financing within the Department of Health, representing the Title XIX agency under the Social Security Act or their designee;
- The Director of Children with Special Health Care Needs within the Department of Health, representing the Title V agency under the Social Security Act or their designee;
- The Director of the University Center for Excellence in Developmental Disabilities or their designee (the Center for Persons with Disabilities at Utah State University);
- The Director of the State Office of Rehabilitation, representing Vocational Rehabilitation or their designee;
- The Director of the Division of Services for People with Disabilities with the Department of Human Services, representing the State Developmental Disabilities Program on their designee;
- The Director of the Division of Aging and Adult Services within the Department of Human Services, representing the Older Americans Act Program or their designee;
- The Director of the Protection and Advocacy System or their designee (Disability Law Center);
- At least of one (1) representative from local and nongovernmental agencies or organizations concerned with services for people with developmental disabilities;
- At least one (1) private non-profit group concerned with services for people with developmental disabilities;

* No less than sixty percent (60%) of members shall be individuals with developmental disabilities, parents or guardians of children with developmental disabilities or immediate relatives or guardians of adults with mentally impairing developmental disabilities who cannot advocate for themselves (citizen members) and who are not employees of State agencies that receive funds or provides services under Subtitle B of PL106-402, and who are not managing employees of programs funded under the Social Security Act, or any other entity that receives funds or provides services under Subtitle B of the DD Act (Section 125(b)(3)). Of the sixty percent of citizen Council membership who are individuals with developmental disabilities, parents, guardians, or immediate relatives:

- (a) One-third shall be individuals with developmental disabilities;
- (b) One-third shall be parents or guardians of children with developmental disabilities, or immediate relatives or guardians of adults with developmental disabilities who cannot advocate for themselves;
- (c) One-third shall be a combination of individuals described in (a) and (b); and
- (d) Of the members of the Council described in (a) to (c) above, at least one shall be an immediate relative or guardian of an individual with a developmental disability who resides, or previously resided, in an institution or shall be an individual with

a developmental disability who resides or previously resided in an institution.
(Public Law 106-402 Section 125 (b) (3), (4), (5), (6)).

3.02 Responsibilities of Members:

It is the responsibility of the members of the Council to engage in advocacy, capacity building and systemic change activities, to contribute to coordinated, consumer- and family-directed supports and activities that promote self-determination for individuals with developmental disabilities to enable them to be independent, productive, integrated and included in all facets of community life (Public Law 106-402; Subtitle B; Section 121: 1 & 2).

Members shall:

- (a) Establish and/or approve Council policy.
- (b) Monitor implementation of Council program and policy direction.
- (c) Develop and implement a process for recruiting members Identify and approve priorities for use of Council funding.
- (d) Monitor implementation of priorities.
- (e) Develop and approve a state plan.
- (f) Approve annual budget.
- (g) Monitor financial management of Council funds.
- (h) Hire, annually evaluate, and support the Executive Director.
- (i) Perform other responsibilities identified in approved Council Policies and Procedures.

3.03 Nominations:

- The Membership and Recognition Committee will solicit applications and select nominees to fill vacancies on the Council.
- The Committee shall consist of not less than three (3) or more than seven (7) members of the Council and shall include the Executive Director of the Council as an ex officio member.
- The Chairperson and Vice-Chairperson of the Council may not serve as a member of the Nominating Committee.
- In accordance with the Council's approved procedures, applications for vacant Council positions shall be solicited from individuals, community and statewide agencies and organizations interested in issues related to persons with developmental disabilities.
- Names of all nominees selected as a result of the application process that have also been approved by the Council will be submitted to the Office of the Governor for appointment to the Council.
- Nominations shall be made so as to maintain membership that will ensure compliance with the Executive Order and the federal Developmental Disabilities Act.

3.04 Terms of Membership:

Terms of membership shall be as follows:

- Citizen Members shall be appointed for a term of three (3) years beginning October 1st of the year and ending September 30th of the third year and may be reappointed for one succeeding three-year term (six year total).
- Agency Representatives are appointed by position and shall have no limit on term of membership during their tenure in the agency position.
- Members may not serve more than two consecutive full terms; however, they may reapply to serve on the Council after at least one year has elapsed from the time their term of membership ended.
- Terms of members will be staggered in such a manner as to ensure that the required membership of the Council is maintained. If necessary the length of member's term may be altered based on a recommendation from the Executive Committee and a majority vote of the Council in order to ensure that required membership is maintained.

3.04(a) Removal: Any member of the Council may be recommended for removal for appropriate reasons by a 2/3 vote of the Council. Three (3) unexcused absences from scheduled Council meetings within a year (October 1st – September 30th) may result in a recommendation to the Governor for removal from the Council.

3.04(b) Vacancies: Any vacancy in the membership of the Council due to death, resignation, or removal, shall be filled by appointment of the Governor at the recommendation of the Council for a three-year (3) term effective on the previous October 1st.

3.05 Liaison and Advisory Role

Citizens representative of private nonprofit organizations, and/or community-based groups concerned with services for individuals with developmental disabilities and who have sufficient knowledge to engage in policy planning and implementation on behalf of the department, agency, or program they represent may serve in an advisory capacity. These liaisons do not have voting authority.

3.05(a) Terms Liaison and advisory representatives shall serve a two (2) year term from October 1st through September 30th of the second year with the possibility of reappointment for a second two (2) year term.

ARTICLE IV: OFFICERS

4.01 Officers:

Officers of the Council are elected by a majority vote of the membership of the Council and shall consist of:

- (a) Chairperson
- (b) Vice-Chairperson
- (c) Treasurer

4.02 Duties of Chairperson:

The Chairperson shall:

- Be elected by Council members from among its members and all members of the Council are eligible for election as Chairperson (refer to April 5, 2006 Executive Order).
- Serve for a period of two (2) years or for the time remaining in his/her term as a Council member, whichever is less; year one of the appointment as Vice-Chairperson and year two as Chairperson.
- Approve agendas, preside at, and conduct meetings of the Council and Executive Committee in accordance with the provisions of Robert's Rules of Order Newly Revised (RONR) and ensure approval of meeting minutes.
- Be the spokesperson representing the Council in public relations activities, with the press and the State Legislature or delegate this responsibility to another officer or the Executive Director.
- Work with the Executive Committee to appoint Standing and other Committee Chairpersons and members.
- Work with the Executive Committee to determine whether or not a Parliamentarian is needed and then with agreement from the Executive Committee, appoint a Parliamentarian (duties of the Parliamentarian may be assigned to another officer of the Council, e.g. the Vice-Chairperson).
- Perform such other duties as may be assigned by action of the Council, or as may be necessary to carry out the above responsibilities.

4.03 Duties of Vice-Chairperson (Chair-elect):

The Vice-Chairperson shall:

- Serve for a period of two (2) years or for the time remaining in his/her term as a Council member, whichever is less; year one of the appointment as Vice-Chairperson and year two as Chairperson.
- Counsel with the Chairperson.
- Assist the Chairperson in carrying out the Council duties.
- Perform the duties of the Chairperson in his/her absence or inability to act.

- Review records of attendance and consult with members whose attendance and/or participation does not meet requirements.
- At the delegation of the Chairperson, act as the spokesperson for the Council in public relations activities, with the press, and the State Legislature.
- Perform such other duties as may be assigned by the Chairperson.
- Assume the role of Chairperson in the second year of appointment.

4.04 Duties of Treasurer:

The Treasurer shall:

- Monitor the Council's quarterly financial statements.
- Give feedback on regular reports on the financial statements at Council meetings.
- Perform other duties as assigned by the Council Chairperson.

4.05 Terms of Officers:

- All officers may serve additional terms if elected to do so by the Council.
- Terms of officers may be staggered in such a manner as to ensure continuity. If necessary, the length of terms may be altered based on a recommendation from the Executive Committee and a majority vote of the Council.

4.06 Vacancies of Officers:

- The Council Chairperson vacancy will be filled by the Vice-Chairperson. A new Vice-Chairperson is then elected.
- A vacancy in any other officer's position shall be filled in the following manner:
 - 1) The Chairperson will notify Council members of the vacancy and will consult with the Executive Committee to identify a member(s) to be considered for the position(s).
 - 2) The Chairperson will present the names of the identified member(s) for election by a majority vote of a Council quorum at the next regularly scheduled Council meeting.
- Individuals elected in this manner shall serve out the remainder of previous officer's term at which time they may be considered for election to a full term in that position or may be considered for another office.

4.07 Removal:

Any officer elected or appointed by the Council may be removed by a 2/3 majority vote of the full Council membership whenever in its judgment the best interests of the Council would be served thereby.

ARTICLE V: EXECUTIVE DIRECTOR

5.01 Executive Director

- Shall be selected and hired by the Council to carry out the business of the Council.

5.02 Executive Director Duties

The Executive Director shall:

- Be spokesperson for the Council in public relations activities, with the press and the State Legislature in the absence, or inability to act, of the Chairperson or Vice Chairperson, or if the responsibility to do so is delegated by the Chairperson.
- Have authority to hire and direct Council staff in accordance with state and federal employment laws and with Utah State hiring policies and grievance procedures.
- Oversee financial expenditures.
- Act as the custodian for Council property.
- Act as staff liaison to Committees.
- Perform other duties as assigned.

ARTICLE VI: MEETINGS

6.01 Regular Meetings:

The Council shall meet at least quarterly, at any designated place within the State of Utah, as scheduled under the direction of the Executive Committee. Agendas and minutes will be disseminated to all Council members at least seven (7) days before the meeting date.

6.02 Special Meetings:

Special meetings may be called by a majority of the Executive Committee, as needed. Announcements of such meetings shall be made at least seven (7) days in advance to all members of the Council.

6.03 Annual Meeting:

An Annual Meeting of the Council shall be held each year between August 1st and October 31st, at which time the Council will hold an election for officers, consider updates to the Bylaws (odd years), Policies and Procedures, update Conflict of Interest Disclosures, report on progress toward goals, and other organizational matters.

6.04 Rules of Order:

Business of the Council shall be transacted in accordance with Robert's Rules of Order Newly Revised (RONR).

6.05 Voting:

- 1) All citizen members and agency representatives will have one vote.
- 2) The Chairperson shall only vote to break a tie in accordance with Robert's Rules of Order.
- 3) Issues before the Council receiving a unanimous vote shall be recorded as such. Issues receiving a unanimous or simple majority vote of the quorum shall be supported by all members of the Council and staff to the Council. Issues that fail to receive a majority vote will be recorded as failed by the Council.
- 4) Votes against motions and abstentions will be recorded.
- 5) Council staff, including the Executive Director, does not vote.

6.06 Quorum:

A simple majority ($1/2 + 1 = 51\%$ or more) of the voting membership of the Council shall constitute a Quorum for transaction of business.

6.07 Executive Session:

All Regular, Special, and Committee meetings of the Council shall be open to the public and the press, but the Council may convene in Executive Session (closed meeting) in accordance with the Utah Open and Public Meetings Act, Title 52, Ch. 4, UCA 1953, as amended (2006) and Members of Utah State Boards and Commissions (pages 10-12). When Council staff is unable to perform this duty, a member of Executive Committee will be appointed to record information to be reported for the minutes when the regular meeting is reconvened.

6.08 Motions:

Only voting members of the Council may make and second motions to transact the business of the Council. Neither liaisons nor advisory representatives may make or second motions.

6.09 Minutes:

Chairperson shall delegate to Council staff the responsibility of taking and formatting the minutes of each Council meeting. When Council staff is unable to perform this duty, another member of the Council will be appointed to record the minutes. In accordance

with the provisions of 6.01, minutes will be disseminated to Council members at least seven (7) days in advance of the next meeting date.

6.10 Electronic Meetings:

The Council may conduct business through teleconference, videoconference, email, use of the internet, or other generally accepted electronic means as prescribed by RONR (p 482 line 28 - p 483 line 5) or by Council Policy or Special Rules. "Conduct business" as used in this subsection includes voting. Citizen members and agency representatives may record their votes through electronic means if the Chairperson deems it necessary and if members are given appropriate notice of the alternative means of voting.

ARTICLE VII: EXECUTIVE COMMITTEE

7.01 Membership of Executive Committee:

There shall be an Executive Committee consisting of the duly elected Officers and Chairpersons of all Standing Committees of the Council. The Executive Director of the Council shall be a staff liaison. At least one member of the Executive Committee shall be a Council self-advocate member.

7.02 Powers:

The powers of the Executive Committee are:

- To act on behalf of the Council on issues that arise between regularly scheduled Council meetings. A record of such actions will be kept and provided to all Council members prior to the next regularly scheduled meeting of the Council. All such actions are subject to ratification by a quorum at the next general or special meeting of the Council.
- Serve in an advisory role to the Executive Director in all matters.
- May recommend to the Council the removal of the Executive Director.

7.03 Meetings:

- Meetings of the Executive Committee may be called at any time by the Chairperson (or Vice-Chairperson-in the event of absence or incapacity of the Chairperson) or three (3) other members of the Executive Committee. Announcements of such meetings shall be made to all members of the Executive Committee.
- All regular and special meetings of the Executive Committee shall be open to the public and the press, but the Executive Committee may convene in an Executive Session (closed meeting) in accordance with the Utah Open and Public Meetings Act.

- Minutes will be kept of all meetings of the Executive Committee and copies will be disseminated to the full Council. Any actions taken by the Executive Committee on behalf of the Council will be subject to ratification by a quorum at the next general or special meeting of the Council.

7.04 Quorum:

A simple majority (51%) of the voting membership of the Executive Committee shall constitute a Quorum for transaction of business, provided one officer is present.

ARTICLE VIII: COMMITTEES

8.01 Membership of Committees:

Members fulfill their responsibilities by participating on committees of the Council.

- Committee membership shall consist of a balance of self-advocates, family members and/or guardians of individuals with disabilities, Agency Representatives, and Liaisons.
- Persons who are not members of the Council may serve on committees by appointment of the Executive Committee, but may not vote.
- Any member or other individual serving on a committee of the Council shall adhere to the Conflict of Interest Declaration and related provisions in the Council's Policies and Procedures and in accordance with Federal and State Policy.

8.02 Standing Committees:

The Standing Committees shall include:

- Executive Committee
-
- Membership and Recognition
- Governance
- Public Policy and Legislative Engagement
- State Plan Implementation
- Council staff, with the approval of the Executive Committee, shall provide written guidance regarding areas of responsibility for all Standing Committees based on the current State Plan.

8.05 Special Committees: The Executive Committee may designate Special (ad hoc) Committees for such purposes and period of time as may be necessary, with a Chairperson, members from the Council, and/or other individuals.

8.06 Chairpersons of Committees:

- The Executive Committee shall select and the Council Chairperson shall appoint a Committee Chairperson, or two (2) Co-Chairpersons, from the membership of the Council, for each of the Standing Committees.
- Chairpersons of Committees shall serve at the pleasure of the Executive Committee.
- Chairpersons shall serve a one (1) year term and may be re-appointed.
- Each Committee Chairperson is responsible for calling and presiding over the Committee's meetings and for making assignments or organizing sub-committees as needed to accomplish the purpose(s) of the Committee.
- Committee Chairpersons shall provide regular reports to the Executive Committee and/or Council and make recommendations for action.
- Council staff will assist in keeping minutes and in providing support to the Committee's activities.

8.07 Responsibilities of Committees:

- Responsibilities of Committees are as described herein, in other Articles of these Bylaws, and/or in approved Policies and Procedures of the Council.
- Notice including the date, time, place, agenda, and minutes from previous meetings for all Committee meetings shall be provided in writing to members at least seven (7) days prior to each meeting.
- A simple majority (51%) of the voting members present constitutes a quorum.
- Recommendations on actions are to be made to the Council for a vote of approval.
- Council staff will be assigned to support each Committee including preparing written minutes.

ARTICLE IX: FUNDS, PROPERTY AND ETHICS

9.01 Funds:

- Any funds of the Council and private contributions made to the Council for use to meet its responsibilities shall be expended under the direction of the Executive Director and Executive Committee of the Council in accordance with the budgets approved by the Council and in compliance with guidelines provided by the Federal and / or Utah State Governments or private contributors. Private funds donated for a specific purpose shall be used only for that purpose unless authorized by the donor.
- Accounting and disbursement of funds shall be handled by the staff of the Council or other designated parties in accordance with prevailing laws. The fiscal and operating year for the Council shall be from October 1st to September 30th.

9.02 Property: Property made available for use by the Council shall be used as directed by the Council or other designated parties in accordance with prevailing laws, with the Executive Director of the Council serving as custodian of the property for the Council.

9.03 Personal Benefit: No such funds or property shall be used for the personal benefit of Council members, its staff, or committee members assisting the Council,

except that, with prior authorization, reimbursement may be made for expenses incurred in doing the work of the Council, subject to availability of funds. Any member of the Council with any possible financial interests or appearance of Conflict of Interest (Public Law Section 124 (c) (3) (5D)) in the outcome of Council deliberations on a contract under consideration shall recuse themselves from all deliberations and decisions regarding the matter.

9.04 Ethical Conduct and Conflict of Interest Policies: Council members, staff, and individuals serving on committees of the Council shall abide by the provisions of the Ethical Conduct and Conflict of Interest Policies adopted by the Council and as outlined in Council Policies and Procedures.

ARTICLE X: AMENDMENTS

10.01 Amendment of Bylaws:

- These Bylaws may be amended, altered, changed, added to, or repealed by an affirmative vote of a majority of voting members of the Council at any regular or special meeting of the Council if notice of the proposed amendment, alteration, change or repeal is contained in the notice of the meeting.
- Amendments to the Bylaws must be submitted in writing to the Chairperson and to members of the Council at least seven (7) days prior to any meeting in which a vote will be required.
- Amendments shall become effective immediately upon approval.