

**Ohio Developmental Disabilities Council**  
**-BYLAWS-**

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## **Article I - Name and Mission**

### **Section 1**

The name of this organization is the Ohio Developmental Disabilities Council.

### **Section 2**

The Council is established by the Developmental Disabilities Assistance and Bill of Rights Act (DD Act), Public Law 106-402, and by Section 5123.35 of the Ohio Revised Code. The Council shall fulfill the responsibilities delineated in the DD Act, as amended.

### **Section 3**

It is the mission of the Ohio Developmental Disabilities Council to create change that improves independence, productivity and inclusion for people with developmental disabilities and their families in community life.

## **Article II - Membership**

### **Section 1**

A) All members of the Council shall be appointed in accordance with the DD Act, including representatives of local and non-governmental agencies and private nonprofit groups concerned with services for individuals with developmental disabilities.

B) In accordance with the DD Act, at least 60% of the Council shall be people with developmental disabilities or their families. To qualify as a family member, the person must have a member currently residing in and receiving services in Ohio. In the event of a death of the family member that makes the member of Council eligible to serve, that member may finish the remainder of his or her current term.

C) At least one person representing a non-profit group concerned with services for individuals with developmental disabilities shall be appointed. In the event that the individual serving in this slot leaves the position from which he or she was appointed to Council, this individual's term on Council is immediately terminated.

D) At least one person representing a for-profit local and non-governmental agency.

E) No member of the Council shall have the right to appoint an alternate to Council membership except directors of state agencies or other organizations identified in Section 2 of this Article. If a member asks someone to attend a Council meeting in his or her place, the member's voting rights do not transfer.

### **Section 2**

A. State agency representatives shall include:

- 1) The director of the Department of Medicaid (Title XIX of the Social Security Act), or the director's designee;
- 2) The director of the Department of Health (Title V of the Social Security Act), or the director's designee;
- 3) The director of the Opportunities for Ohioans with Disabilities Agency (Rehabilitation Act of 1973), or the director's designee;
- 4) The superintendent of public instruction (IDEA), or the superintendent's designee;
- 5) The director of the Department of Aging (Older American's Act), or the director's designee;
- 6) The director of the Department of Mental Health and Addiction Services, or the director's designee;
- 7) The director of the Department of Developmental Disabilities, or the director's designee; and

B. The directors, or their designees, of UCEDD's.

C. The director of Disability Rights Ohio, or the director's designee.

D. If any director or administrator chooses to send a designee, that designee shall be a person who can influence department policy, procedures, and programs affecting people with developmental disabilities. A designee must be an employee or voting board member of the organization.

### **Section 3 Length of Service**

- A. Each member listed in Section 2 shall continue as a representative so long as he or she holds the position which made him or her eligible for appointment, continues to be the designee, and meets the requirements of attendance and participation. The executive director of the Council shall notify the director of any agency listed in Section 2 whose designee fails to meet the minimum attendance required by statute.
- B. All members except those listed in Section 2 shall have appointments for terms of three (3) years, commencing in January.
- C. A member who has served two full three (3) year terms may not be reappointed for a subsequent term until a period of three years has elapsed since the member's term has ended. A member who has served for less than one-half of a three (3) year term in either of the two terms shall not have that term counted as a full three-year term.
- D. In accordance with the DD Act, a member may continue to serve on the Council until a replacement has been named, even if their term has ended.

### **Section 4 Vacancy**

In the event of a member vacancy, Council shall submit two nominees to the Governor for appointment in accordance with membership requirements.

### **Section 5 Special Advisors**

Committees may recommend the appointment of nonvoting Special Advisors to serve on a Committee or to provide support for a Council grant or project. Selection of a Special Advisor shall be limited to individuals who have not been a voting member of Council for the preceding 12 months.

Nomination of a Special Advisor may be made only after the Committee has identified a specific need for the Special Advisor.

The term of a Special Advisor shall be one year. Special Advisors are eligible to be reappointed for additional one-year terms, with the maximum number of terms not to exceed five (5) years.

## Article III – Council Officers

### Section 1

#### Chairperson

##### A. Duties:

- 1) To set agenda and preside at Council business meeting;
- 2) May appoint members to all committees and subcommittees, subject to approval of Council;
- 3) To serve as an ex-officio member of all committees, except Membership;
- 4) To set agenda and preside at Executive Committee meetings;
- 5) To serve as chairperson of Personnel Committee; and
- 6) To appoint committee and subcommittee chairpersons and vice-chairpersons.

##### B. Qualifications

Candidates should meet all the qualifications for members of Council, and in addition:

- 1) Have been a member of Council for at least one year;
- 2) Have a working knowledge of Ohio and federal laws relevant to individuals with developmental disabilities;
- 3) Have a working knowledge of the state and federal service delivery systems for people with developmental disabilities;
- 4) Have experience leading meetings and knowledge of the role of chairman of a group; and
- 5) Have a working knowledge of parliamentary procedure.

##### C. Term of office

The Chairperson shall serve a two (2) year term commencing on January 1, unless otherwise designated by the Governor.

##### D. Selection/appointment:

Six (6) months prior to the expiration of a Chairperson's term, as designated by the Governor, the Membership Committee shall solicit recommendations for Chairperson and determine whether individuals interested in serving as Chairperson meet the requirements of paragraph (B) of this section. The Council shall select a slate of two recommendations and submit them to the Governor for appointment of Chairperson. The Director of the Department of Developmental Disabilities shall be informed of the names submitted to the Governor.

**Section 2**  
**Vice-chairperson**

A. Duties

- 1) To preside at meetings in the absence of the Chairperson;
- 2) To handle other duties of the Chairperson in the event the Chairperson is unable to perform them;
- 3) To serve on the Personnel Committee;
- 4) To serve on the Executive Committee; and
- 5) To serve on at least two Issue Committees.

B. Qualifications

The Vice-chairperson shall meet the same qualifications as the Chairperson.

C. Term of office

The term of office shall be limited to three (3) consecutive one-year terms.

D. Selection

The Membership Committee shall annually present no fewer than two candidates to Council for a vote.

**Section 3**  
**Secretary**

A. Duties

- 1) To serve on the Executive Committee;
- 2) To serve on the Personnel Committee;
- 3) To be responsible for certifying the minutes of Council meetings;
- 4) To serve on at least two Issue Committees,

B. Qualifications

- 1) The candidate shall have been a member of Council for at least one year.

C. Term of office

The term of office shall be limited to three (3) consecutive one-year terms.

D. Selection

The Membership Committee shall annually present two candidates to Council for a vote.

**Section 4**  
**Vacancies**

A. Vice-chairperson and Secretary

If a vacancy occurs, the Chairperson will appoint a replacement for the remainder of the term.

## **Article IV - Meetings**

### **Section 1**

- A. Council shall meet at least once per quarter.
- B. Special meetings may be called by the Chairperson or by the Executive Committee. Special meetings shall also be called upon the written request of one third (1/3) of the members of Council. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days notice shall be given. Notice may be given by e-mail or telephone.

### **Section 2**

- A. All members shall be expected to attend all meetings of Council. All members shall notify the Chairperson and the Executive Director if they are/were unable to attend.
- B. After three (3) absences within a calendar year, the Chairperson shall notify the member of the intent to notify the appointing authority to request a replacement unless the member can show cause. The Executive Committee of Council shall determine whether absences are excused.
- C. In accordance with Section 3.17 of the Ohio Revised Code, any member of Council who fails to attend at least three-fifths of the regular and special meetings of Council during a two-year period forfeits the member's position on Council.

## Article V - Committees

### Section 1

#### Issue Committees

A. Establishment:

Issue committees shall be established and dissolved by a two-thirds (2/3s) vote of Council members present.

B. Membership:

Each Council member shall be required to participate on at least two (2) Issue committees. The member shall inform the committee chairperson in writing of his/her intent to serve on the committee and shall then have voting rights.

C. Committee Chairperson:

1) Selection

The Council Chairperson shall annually appoint members to serve as Chairpersons. No member shall be Chairperson of more than one issue committee at a time.

2) Qualifications

Chairpersons must have:

- a) Working knowledge of the issue area(s) being addressed by the committee; and
- b) Experience leading meetings.

3) Term of office

The term of office shall last until a new chairperson is appointed. The term of office shall be limited to three (3) one-year terms.

4) Responsibilities

- a) Preside at meetings and coordinate meeting dates with Council and staff;
- b) Work with staff to formulate agendas;
- c) Facilitate discussion to include all committee members; and
- d) Provide leadership to the committee in setting priorities.

D. Responsibilities of the Issue committees

- 1) Set priorities and advocate for people with developmental disabilities in the committee's area of concern;
- 2) Make recommendations for systems change, funding, legislation, public awareness, position statements, and public policy to carry out these priorities; and

- 3) Inform Council of the committee's activities and make recommendations.

## **Section 2**

### **Executive Committee**

#### A. Membership

- 1) Officers of Council;
- 2) Chairpersons of Issue committees, or Vice-Chairpersons of Issue committees; and
- 3) Immediate past chairperson who shall serve for one (1) year, provided he or she remains a member of Council.

#### B. Duties

- 1) The committee functions on behalf of the Council between regular meetings to make decisions on matters that cannot wait until a full Council meeting. The full Council can accept, reject, or alter any decisions at its next regular meeting.
- 2) The committee shall be responsible for developing an allocation plan consistent with the requirements of the DD Act.

## **Section 3**

### **Personnel Committee**

#### A. Membership

This committee shall have three (3) members and be composed of the Chairperson, Vice-chairperson, and Secretary.

#### B. Duties

- 1) To conduct the annual performance appraisal of the Executive Director;
- 2) To advise the Executive Director and the Council regarding changes in staffing that materially impact the budget of Council (e.g. job consolidations, additions to staff, changes in job categories, position deletions);
- 3) The Committee shall establish a process to select an Executive Director when a vacancy exists.
- 4) Full Council shall vote to approve the recommendation of the Committee prior to submitting the name to the Director of the Department of Developmental Disabilities for appointment pursuant to state law; and
- 5) The Personnel Committee shall function as otherwise needed.

## **Section 4**

### **Membership Committee**

#### A. Membership

- 1) This committee shall consist of at least seven (7) members of Council and is appointed by the Council Chairperson in the fall for a one-year term. The term of the office for the Chairperson shall be no more than three (3) one-year terms; and
- 2) Members of the Membership Committee should reflect the diversity of Council; and
- 3) The Chairperson of the Outreach Committee shall serve on the Membership Committee; and
- 4) The Chairperson of the Leadership Development Committee shall serve on the Membership Committee; and
- 5) The Chairperson of the Membership Committee shall be appointed by the Council Chairperson.

#### B. Duties

- 1) To review the criteria for membership on Council and for reappointment of members eligible for a second term;
- 2) To announce the vacancies on Council and solicit applications;
- 3) To review the applications for Council membership;
- 4) To select at least two (2) candidates for each membership category open that year from persons who filed an application and meet the criteria for membership on Council;
  - a) The committee shall recommend applicants who meet the requirements of the DD Act that states the membership of the Council shall be geographically representative of the State and reflect the diversity of the State with respect to race and ethnicity;

b)The committee shall recommend applicants who do not have prior service on Council in the following numbers:

In years where two or three vacancies exist, the Membership Committee shall recommend no fewer than one vacancy be filled by a member with no prior service on Council;

In years where four or five vacancies exist, the Membership Committee shall recommend no fewer than two vacancies be filled by a member with no prior service on Council;

In years where six or seven vacancies exist, the Membership Committee shall recommend no fewer than three vacancies be filled by a member with no prior service on Council;

In years where eight or more vacancies exist, the Membership Committee shall recommend no fewer than four vacancies be filled by a member with no prior service on Council.

c) Notwithstanding paragraph b) of this section, the committee may recommend applicants who have prior service on Council only if there are insufficient applications received from applicants who have no prior service on Council and the committee has proactively sought applications from applicants with no prior service on Council.

- 5) a) To recommend to Council no fewer than two candidates each for Vice Chairman and Secretary of Council;  
b) are required to resign as members of the Membership Committee at the time his or her name is placed in consideration of recommendation to the Governor for services as Council Chair;
- 6) To proactively educate Council and staff members of the procedures it follows when nominating individuals to Council;
- 7) Is required when considering current and future leadership requirements of Council to:
  - a) ensure an adequate pool of prospective leaders;
  - b) seek both members with appropriate prior experience in committee and Board leadership and people with developmental disabilities and families without such prior experience whose nomination includes a commitment to obtain committee leadership training,
- 8) The Membership Committee shall meet regularly.

#### C. Eligibility for Member Nominations

- 1) All candidates for Council membership should:
  - a) meet the criteria in the DD Act;
  - b) have experience serving on committees or boards of agencies/organizations concerned with people with developmental disabilities, or be people with developmental disabilities or family members without such prior experience whose nomination includes a commitment to obtain committee leadership training;
  - c) have firsthand knowledge/experience of developmental disabilities;
  - d) have time to attend Council meetings; and
  - e) have time to work on at least two issue committees.
- 2) For reappointment of members for second term, criteria for review should include, but not be limited to:
  - a) work on Council committees and other activities of Council;
  - b) growth in knowledge and understanding of Council's mission; issues and undertakings of Council; and
  - c) positive contribution to discussion and decision-making at Council meetings; and
  - d) regular attendance on at least two issues committees, Council meetings and grant review panels.

**Section 5**  
**Subcommittees.**

- A. Council or committees may create subcommittees.
- B. The chairperson of Council or the chairperson of the committee that has created a subcommittee shall appoint the chairperson of the subcommittee; and may
  - 1) appoint all members and the chairperson; or
  - 2) accept volunteers for membership from the group that created the subcommittee.
- C. The chairperson of Council or the chairperson of the committee that has created a subcommittee may appoint persons who are not members of Council to a subcommittee.
- D. Council or a committee may dissolve any subcommittee that it has created. A subcommittee will dissolve automatically when its business has been completed.

## **Article VI Parliamentary Procedures**

### **Section 1**

The Council, its committees, subcommittees, and grant review panel meetings shall be conducted in accordance with rules in the most current edition of *Robert's Rules of Order Newly Revised* when they do not conflict with these Bylaws.

### **Section 2**

- A. Each Council or committee member shall have one (1) vote.
- B. A quorum shall consist of a majority of members of Council and/or the committee. A quorum shall be necessary to conduct business.
- C. Unless otherwise specified in these Bylaws, all decisions shall be made by a simple majority of members present.

### **Section 3**

A) All meetings of Council, any of its committees, subcommittees, or ad hoc committees shall be subject to the provisions of the O.R.C. 121.22, commonly known as Ohio's open meeting or "Sunshine Law".

B) Paragraph A is subject to any temporary or permanent law changes that allow operation in a manner that is not consistent with Section 121.22 of the Ohio Revised Code.

## **Article VII – Ethics, Professionalism and Conflict of Interest**

### **Section 1**

#### **Ethics**

Council members and employees must, at all times, abide by protections to the public embodied in Ohio ethics laws, as found in O.R.C. Chapters 102 and 2921, and as interpreted by the Ohio Ethics Commission and Ohio Courts. A copy of these laws are provided by the Council, and receipt acknowledged as required in O.R.C. Section 102.09(D), as part of the orientation process for new members.

### **Section 2**

#### **Professionalism**

No Council member or staff shall seek special privileges or criticize other Council members or staff publicly. Individual members shall not presume to speak for the entire Council on matters of Council business unless authorized to do so by full Council. No Council member shall take action upon a complaint by or against a staff person that is not first submitted to the Executive Director.

### **Section 3**

#### **Removal and Sanction of Council Members**

Council, as the result of an affirmative vote of sixty percent (60%) of its members, may petition the Governor to remove a Council member or may sanction a Council member for any of the following reasons:

- A. Dereliction of duty which includes, but is not limited to, absences at more than three (3) meetings during a calendar year;
- B. Conduct harmful to or opposed to the best interests of the Ohio Developmental Disabilities Council;
- C. Abuse of grantees, Council staff or other Council members;
- D. Repeated violations of Council By-laws or policies; or
- E. A Council member becomes ineligible to continue to serve as a member.

Prior to a vote for removal or sanction, the Council member to be removed or sanctioned shall be presented with a notice in writing which states the grounds of the intended removal or sanction, and such Council member shall have the opportunity to present a case to full Council. A Council member upon whose removal or sanction the Council is voting shall not be entitled to vote upon such removal or sanction, but the membership of the member on Council shall be considered for the purpose of determining the majority of Council.

#### **Section 4 Conflict of Interest**

No member of Council or member of a grant review panel will cast a vote on any matter that would provide direct financial benefit to the member, the member's immediate family, the member's or family member's employer, or an organization to which the member belongs.

No member of Council or member of a grant review panel shall act in a manner that gives the appearance of a conflict of interest.

The Council may award grants to or enter into contracts with a member of the Council or an entity that the member represents if all of the following apply:

- A. The member is a representative of one of the state agencies listed in Article II, Section B, or the member is a representative of a University Center;
- B. The Council determines that the member or the entity he represents is capable of providing the goods or services specified under the terms of the grant or contract and;
- C. The member has not taken part in any discussion or vote of the Council related to awarding the grant or entering into the contract, including service as a member of a grant review panel.

A Council member is not in violation of O.R.C. Chapter 102 or Section 29.21.42 with regard to receiving a grant or entering into a contract if the requirements of this section have been met.

## **Article VIII - Operating Policies**

Operating Policies of Council shall be considered an official Appendix to the Bylaws. The Operating Policies can be revised following thirty (30)-day notice of proposed revision(s) and majority vote of Council members.

## **Article IX -Amendments**

These Bylaws can be amended at any meeting of Council by two-thirds (2/3) vote of Council members present, provided notice of the amendment(s) of Bylaws has been sent to all members of Council thirty (30) days prior to that meeting.

These Bylaws, in part or in whole, may be temporarily suspended by an affirmative vote of three-quarters (3/4) vote of the Council.

Jo Spargo, Chairman  
Ohio Developmental Disabilities Council

Dara Walburn, Secretary  
Ohio Developmental Disabilities Council

Adopted: July 12, 2019