

Center for Developmental Disabilities Advocacy and Community Supports Constitution & Bylaws

ARTICLE I – GENERAL PURPOSES AND LIMITATIONS

The Center for Developmental Disabilities Advocacy and Community Supports (“The Center”, “CDDACS”, or “Association”) is organized and will be operated exclusively as an association within the meaning of Sections 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”). The Center’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the “Articles”).

To further The Center’s purpose and mission, The Center will have and exercise all of the powers conferred by the provisions of the General Not for Profit Corporation Act of the State of Illinois, as may from time to time be amended (the “Act”), not outside the scope of the Articles.

No part of the net earnings of The Center may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that The Center will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

Notwithstanding any other provisions herein, The Center will not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(6) of the Code.

ARTICLE II – PHILOSOPHY AND CODE OF ETHICS

The Center is the premier advocate for individuals with developmental disabilities, their families, and the residential and/or habilitative service organizations which serve them.

- The Center will advocate for services that are comprehensive, equitable, and sustainable.
- The Center will advocate for adequate resources to assure ongoing services of high quality.
- The Center will advocate for a broad array of services and real choice for individuals.

Provider members will provide services that will meet the personal, habilitative, medical, and environmental needs and choices of individuals with developmental disabilities in licensed or

certified facilities or programs (or will be members of Representative Organizations (as defined in Article III, Section 1(a)(2)(B) that provide such care).

Provider members will provide qualified staff in sufficient numbers to perform competent services to meet the individual's needs (or will be members of Representative Organizations that provide such staff).

Members are encouraged to attend and participate in Association meetings, activities, and educational programs.

Members will clearly delineate their policies and will receive and act upon complaints and suggestions, utilizing established procedures of state and national associations and related community resources.

Members will be fair and honest in their transactions.

Members will be an integral part of the community's developmental disabilities services program.

ARTICLE III – MEMBERSHIP

SECTION 1.

(a) There shall be seven membership categories: Provider, Affiliate, Associate, Family/Individual, Student, Honorary, and Educational Institution.

(1) Full Provider Membership.

(A) The following entities/constituencies are eligible for Provider membership:

- (i) Community Integrated Living Arrangement (“CILA”);
- (ii) Home and Community Based Waiver (“HCBW”) programs;
- (iii) An Intermediate Care for the Developmentally Disabled Facility (ICF/DD);
- (iv) Medically Complex for the Developmentally Disabled (MC/DD);
- (v) or other similar or related facility or program licensed or certified by the State of Illinois serving primarily those persons with developmental disabilities.

(B) A full Provider member may be represented by any owner, officer, or authorized representative of the member.

(C) Full Provider members must meet the current Common Ownership/Management Policy established by the Board of Directors if applicable programs in place to support the facility type/as stated above.

(D). A full Provider member must satisfy all dues, arrears, and assessments owed by them to the Association.

(2) Affiliate Membership.

(A) Each Affiliate Member shall be a Representative Organization.

- (B) A “Representative Organization” is an organization that was formed for the purpose of promoting the common business interests of its members which are entities described in one of the foregoing clauses (1)(A)(i) through (v).
 - (C) Representative Organization members must meet the current Common Ownership/Management Policy established by the Board of Directors if applicable programs in place to support the facility type, as stated above.
- (3) Associate Membership. The following entities are eligible for associate membership:
 - (A) An organization or person not eligible for Provider membership providing products or services to Provider members or a related association interested in the objectives of the Association; and
 - (B) An organization or individual associated with a facility or program that is in the planning or construction stage, prior to receiving a license, and which, when completed, would be eligible for Provider membership, provided that such facility or program is not owned by a non-member organization. Once licensed, the facility or program must apply for Provider membership and the associate membership will be terminated.
 - (C) Associate members shall have the right to attend open meetings of the Association, to serve on committees and task forces.
- (4) Family/Individual Membership.

The following persons are eligible for family/individual membership:

 - (A) A family member of an individual with developmental disabilities. For the purpose of this section, “family member” is defined as a: mother; father; sister; brother; daughter; or son; (who is not employed with a Provider member facility or program governing board member, or an administrator, supervisor, or professional employee of a Provider member or an associate member); and
 - (B) Persons formerly employed by a Provider member, now retired, or who have left the developmental disabilities services field.
 - (C) No person employed by or contracted with a non-member facility or program is eligible for individual membership
 - (D) Family/Individual members shall have the right to attend open meetings of the membership, to serve on committees and task forces.
- (5) Student Membership.
 - (A) A student currently attending high school or college on a full-time basis enrolled in classes relating to developmental disabilities or a health related field is eligible for a student membership unless employed by a non-member facility or program eligible for membership as a Provider member.
 - (B) Student members shall have the right to attend open meetings of the membership, to serve on committees and task forces.
- (6) Honorary Membership.
 - (A) An individual who has made a significant contribution to the association may become an honorary lifetime member with the approval of the Board.
 - (B) Honorary lifetime members are exempt from payment of membership dues.

(C) Honorary lifetime members shall have the right to attend open meetings of the membership and to serve on committees and task forces.

(7) Educational Institution.

An institution that educates nursing home/developmental disabilities administrators or managers, nurses, Qualified Intellectual Disability Professionals (QIDP), direct support person/professional (DSP), is eligible for a complimentary Educational Institution membership.

- (b) The Board shall prescribe the content of applications for membership, which may differ for each category of membership.
- (c) The Board shall also prescribe any dues and other fees for membership.
- (d) The Board will review all membership applications to ascertain compliance with the Constitution and Bylaws and any policies developed there under.

SECTION 2.

The Board of Directors shall review membership applications and are informed of transferable memberships at each meeting. All membership materials remain the property of the Association.

SECTION 3.

Membership in this Association may be refused, suspended, or terminated by the Board of Directors for cause. Sufficient cause shall be violation of the Bylaws or of any rule or practice duly adopted by the Association; or of any conduct prejudicial to the interest of the Association.

SECTION 4.

Whenever these Bylaws provide for the refusal of membership, the prospective member shall be given written notice of such action, together with a statement of the reasons. The prospective member shall be given an opportunity, either orally or in writing, to present its facts, reasons, and arguments to the Board of Directors as to why such suspension or termination should not take place.

SECTION 5.

Membership in the Association may be terminated: (a) by the voluntary termination of a member upon written notice given this Association and the payment in full of all dues and assessments to the date of termination; (b) for nonpayment of dues and assessments by those members who are one hundred twenty (120) days or more in arrears unless such members shall have made arrangements approved by the Board of Directors for and agreed to a systematic repayment of said delinquent dues. Such termination shall not relieve the member from liability for payment of dues and assessments up until the date of termination; (c) for any violation of any of the Articles, Bylaws, orders and/or directives of this Association when, after a thirty (30) calendar day written notice from this Association, the member has failed to comply.

SECTION 6.

Whenever these Bylaws provide for the suspension or termination of a member, such action shall not take effect until the following procedures have taken place. First, the Board of Directors shall determine the effective date thereof, in the event such suspension or termination is finally determined to be appropriate. Second, the member shall be given at least fifteen (15) days

written prior notice of such suspension or termination, together with the effective date and a statement of the reasons. Third, the member shall be given an opportunity, either orally or in writing, not less than five (5) days before the effective date, to present its facts, reasons, and arguments to the Board of Directors as to why such suspension or termination should not take place.

SECTION 7.

The suspension of membership or ineligibility of membership shall last for a period of time to be determined by the Board of Directors. After the assessed period of suspension or ineligibility of membership has ended, the member may reapply to the Association for membership.

SECTION 8.

A member may withdraw from the Association only by giving 30 day prior written notice to the Executive Director. All rights and privileges of Association membership shall cease upon resignation of membership. Membership resignations shall be prospective only. Termination of membership for any reason shall not result in dues refunds or forgiveness. Any member that withdraws from the Association must satisfy all previous dues obligations before being eligible to reapply for membership.

SECTION 9.

The Board of Directors may amend the membership policies of the Association from time to time, as it deems appropriate. The Board must approve deviations from the membership policies.

SECTION 10.

Member Responsibilities:

- (a) Each member shall pay all dues and assessments when due.
- (b) Each member shall submit change of ownership information to the Association in writing.
- (c) Each member shall submit pertinent statistical data to the Association as requested by the Executive Director.
- (d) Each member shall abide by all membership policies established by the Board of Directors.

ARTICLE IV – DUES AND SPECIAL ASSESSMENTS

SECTION 1.

Dues and/or assessments shall be established by the Board of Directors.

Dues for full Provider members shall be effective from January 1 to December 31. Dues shall be payable on the first day of the month following the day invoices are electronically transmitted, faxed, or mailed from the Association office.

Any change resulting in a 10% or more annual increase in Provider membership dues is subject to approval by a simple majority of the Provider members. The Board of Directors may, from time to time, levy assessments in addition to annual dues subject to the approval by a simple majority of the full Provider members.

SECTION 2.

A full Provider member shall be assessed dues on the basis of the number of licensed beds of the licensee.

Full Provider member programs for which licensed beds are not designated shall be assessed dues based upon the number of persons authorized to be served.

SECTION 3.

The monies due under Article IV Section 1 shall be billed and payable on a monthly basis in twelve equal payments. If those monies are not paid when due, Provider members may be subject to a service charge as determined by the Board of Directors. If a Provider member has not paid those monies within one hundred twenty (120) days of the due date, the Board of Directors may terminate membership unless such Provider member has made arrangements for and agreed to a systematic repayment of said delinquent monies.

The Board of Directors may authorize discounts for those Provider members who make payment of those monies in full for the year by the last day of January of that year.

SECTION 4.

Assessments for full Provider members shall be effective from January 1 to December 31.

Assessments shall be due and payable within thirty (30) days after notice thereof unless the Board of Directors establishes a later date.

SECTION 5.

A member is in good standing under this Article if dues are current, as defined by the Board of Directors. The Board of Directors may impose additional criteria to define "in good standing."

SECTION 6.

Any member that is more than ninety (90) days delinquent in paying for any goods and services provided by the Association shall be barred from voting at any meeting of the Association and shall pay non-member rates for any educational sessions or other goods and services offered by the Association until the member pays for such goods and services.

SECTION 7.

If a natural disaster and/or other extenuating circumstances (such as flood, tornado, etc.) occurs, upon approval of the Board of Directors, may allow up to a 60 day dues abeyance for those full member(s) in the disaster area which must vacate their premises causing a business interruption if such requests are made in writing by the full member(s) in question. This action will be reviewed by the Board of Directors at their next meeting. Any further dues abeyance must be approved by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1.

The corporate powers of this Association shall be vested in, and exercised and controlled by, a Board of Directors. The Board of Directors shall represent the general membership by setting policy for the Association; communicating its actions to the membership; encouraging communication from the membership on policy matters; and insuring that officers, committee chairpersons and staff are properly implementing Board policy.

SECTION 2.

The Board of Directors shall consist of the following individuals:

- (1) President
- (2) Vice-President
- (3) Secretary/Treasurer
- (4) Two (2) CILA or HCBW Representatives
- (5) Two (2) ICF/DD Representatives
- (6) Two (2) MC/DD Representatives
- (7) At-Large Representatives as determined by the Board.
- (8) Immediate Past President (Must remain employed by, or an authorized representative of, a Full Member in good standing)

To be elected and to serve on the Board, a person must be an officer, director, owner, or authorized representative of a Provider member in good standing and in compliance with the Association's current membership policy.

Board members must be current with all dues and payments for each facility/program operated. The Board member is barred from voting on any Association matter if any of his/her facilities/programs have dues or payments which are more than sixty (60) days past due. If the Board member has been delinquent for three (3) consecutive months as described herein, the Board of Directors shall take action under Article V, Section 9.

SECTION 3.

The Officers of this Association shall be the President, Vice-President, Secretary/Treasurer, and Immediate Past President.

SECTION 4.

The Board of Directors may require security or bonds from any officer or employee or other person for the faithful performance of the duties of their office, or for the faithful performance of their service to this corporation.

SECTION 5.

The Board members' term of office shall begin at the end of the annual meeting of their respective election year, and they shall remain in office until they resign or a duly elected/appointed successor takes office.

SECTION 6.

Regular meetings of the Board of Directors shall be convened at the call of the President.

At least four (4) meetings shall be held annually.

Regular Board meetings will be conducted in-person. Telephonic or electronic participation may be permitted with the sole approval of the President.

Special Board meetings may be called by the President or upon the written request of the majority of the voting members of the Board. Special Board meetings may be conducted in-person, by telephone, or electronically.

The Board shall determine safeguards for the conduct of meetings held electronically.

Except for illness or as otherwise excused, any member of the Board who is absent for three consecutive Board meetings automatically forfeits the office.

SECTION 7.

A quorum for the purposes of transacting business of the Association shall be a majority of voting members of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members of the Board of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Every act or decision of a majority of the Board members present at a meeting at which a quorum is present, made or done when duly assembled shall be valid as the act of the Board of Directors.

SECTION 8.

Notices of regular or special meetings of the Board of Directors, stating time and place thereof, shall be mailed, electronically transmitted, or personally delivered to each Board member not later than seven (7) days before the day appointed for the meeting.

Notice requirements for special meetings of the Board of Directors may be waived by a majority vote of Board members present at the special meeting. The effective date of such notice shall be the date of mailing, electronic transmission, or personal delivery.

SECTION 9.

The Board of Directors may remove a Board member and declare the office of such Board member vacant whenever such Board member has been declared of unsound mind or as determined by Board policy.

SECTION 10.

A member of the Board of Directors may request an official leave of absence for a period not to exceed sixty (60) days. The President may grant approval of leave requests and extensions. The Board of Directors must ratify the President's action at the next regularly scheduled Board meeting. A Board member may terminate a leave prior to the end of the period requested by notifying the President.

SECTION 11.

During the absence or inability of the President to perform the duties or exercise the powers of office, the Vice-President shall perform the duties of President. If the President and Vice-President are absent or unable to perform the duties of the President, the Secretary/Treasurer shall perform the duties of the President during such absence or inability. If the President, Vice-President, and Secretary/Treasurer are absent or unable to perform the duties of President, the Immediate Past President shall perform the duties of President during such absence or inability.

SECTION 12.

If a vacancy occurs for the positions of Vice-President, or Secretary/Treasurer by reason of the withdrawal, resignation or expulsion of an elected representative, such vacancy shall be filled by a majority vote of the remaining members of the Board of Directors. A representative elected by the Board of Directors from the Representative Board members, will serve until the term expires.

SECTION 13.

If a vacancy occurs for the positions of President, Vice-President, or Secretary/Treasurer by reason of the withdrawal, resignation or expulsion of an elected representative, such vacancy shall be filled by holding an election of membership in the next Officer Election cycle. The Elected Representative will serve until the term expires.

SECTION 14.

If a vacancy occurs on the Board of Directors from a constituency group by reason of the withdrawal, resignation or expulsion of an elected representative, such vacancy shall be filled by The Center's President from members of the respective constituency group.

ARTICLE VI – DUTIES OF BOARD MEMBERS

- (a) The President shall preside at all meetings of the Association and the Board of Directors and submit an annual report at the Annual Business Meeting of the Association. The President shall perform all such other duties as are incumbent upon the President's office or are properly required by the Board of Directors and these bylaws. The President shall appoint the members and chairpersons of any committees and task forces authorized by the Board where such membership is not otherwise prescribed with the approval of the Board. The President (or his/her designee) shall represent The Center to all outside entities. The President shall be a voting member ex officio of each committee.

The President (or his/her designee) shall serve on the Illinois Health Care Associations (IHCA) Board of Directors as the ID/DD Constituency Representative, pursuant to the IHCA Constitution & Bylaws.

- (b) The Vice-President shall exercise the functions and duties for the President during his or her absence or disability and shall have such other powers and discharge such duties as may be assigned from time to time by the Board of Directors. In the event of a vacancy in the office of President, the Vice-President shall serve as President for the duration of the term during which the vacancy occurs. The Vice-President may chair committees.

(c) The Secretary/Treasurer shall:

- (1) Keep the minutes of all meetings, shall have charge of the records of the Association and shall make such reports and perform such other duties as are incident to the office or required by the Board of Directors;
- (2) Keep, or cause to be kept, the original or a certified copy of the Bylaws of this corporation, as amended or otherwise altered to date, which shall be open to the inspection of members at all reasonable times;
- (3) Attend to the giving and serving of all notices of the corporation required by law, or by these Bylaws, to be given or served;
- (4) Be responsible for the conduct of elections and administration of the Constitution and Bylaws;
- (5) Perform such other duties incident to the office, or as may be prescribed or assigned by the President, including chairing an association committee;
- (6) Assist the Association office in the keeping of a correct account of all receipts and disbursements;
- (7) Be responsible for the monitoring of the Association's accounts and financial records;
- (8) Report to the membership and Board of Directors the financial condition of the Association on a routine basis; and
- (9) Serve as Chair of the Association's Administration/Finance and Operations Committee.

ARTICLE VII - ANNUAL AND SPECIAL MEETINGS

SECTION 1.

The Association shall hold an annual meeting.

SECTION 2.

At least thirty (30) days before the annual meeting, written notice of the meeting must appear in the official publication of the Association and each Provider member must be notified.

Notices shall be mailed, electronically transmitted, or personally delivered. The effective date of such notice shall be the date of mailing, electronic transmission, or personal delivery.

SECTION 3.

Notice of special meetings of the Association shall be mailed, electronically transmitted, or personally delivered to each full Provider member at least five (5) days before the day of the meeting. The notice shall include a statement of business to be transacted at the special meeting.

SECTION 4.

Any full Provider member intending to offer a motion or resolution at an annual or special meeting of the Association, committing the Association to the expenditure of any funds, or changing the policy of the Association, shall notify the Secretary in writing at least ten (10) days before the meeting in order for the matter to be placed on the agenda and to provide notice to the membership; provided, however, that if the matter involves a proposed amendment to these Bylaws, then in accordance with Article XXI hereof, at least thirty (30) days prior to the

meeting, all Provider members shall be mailed, faxed, or electronically sent a copy of all such proposed amendments.

ARTICLE VIII – VOTING RIGHTS

The voting body of this Association shall consist of all Provider members in good standing.

Provider members shall have one (1) vote for each member facility.

Only members in good standing and in compliance with the Association's current membership policy shall be entitled to vote.

Provider members shall be allowed to vote at annual or special meetings of this Association.

Each Provider member facility shall be entitled to one vote at annual or special meetings.

Members of a constituency shall be entitled to vote in constituency elections. A member facility is entitled to vote in only one constituency election per election cycle.

Proxy ballots shall be accepted in any election or matter coming before the Association.

ARTICLE IX – NOMINATIONS FOR OFFICE

SECTION 1.

- (a) Nominations for candidates for President, Vice-President, and Secretary/Treasurer shall be submitted in June of each even numbered year.
- (b) Nominations for candidates for Constituency Representatives shall be submitted in June of each odd-numbered year.
- (c) Nominations for more than one (1) member for each position will be encouraged.
- (d) The Board shall confirm the nominees. The nominees shall be promptly reported in writing to the members of this Association.

ARTICLE X - ELECTIONS

SECTION 1.

The President, Vice-President, and Secretary/Treasurer shall be elected at the annual meeting in each even-numbered year by a majority vote of those voting in-person plus any proxy ballots received. If no candidate receives a majority of the votes cast, the two candidates receiving the highest number of votes shall engage in a runoff election.

SECTION 2.

Each constituency group shall elect its representatives by the date of the annual meeting in odd-numbered years.

ARTICLE XI - CONDUCT OF ELECTIONS

SECTION 1.

Elections may be conducted in person, by mail, or electronically.

The Executive Director is responsible for elections conducted by mail, fax, or electronically. Such elections shall be conducted in such a manner to ensure fairness to all candidates.

SECTION 2.

Printed ballots shall be used at all elections unless only one candidate is running for office, in which case, the use of a printed ballot may be waived by a majority vote of those present and entitled to vote.

Candidates nominated shall have their names printed on the ballot. Space on each ballot must be provided for write-in candidates.

At the time of each election, additional nominations may be made from the floor.

A secret ballot must be used in the election of all Association officers except when there is only one candidate running for a specified office.

SECTION 3.

A Credentials Team shall be appointed by the President to serve as tellers and inspectors of elections at any in-person election. The Executive Director shall furnish to the Chairperson of the Credentials Committee a list of Provider members in good standing and in compliance with the Association's current membership policy.

At any in-person election, each Provider member seeking to vote shall present credentials prior to casting a ballot.

The Credentials Team shall:

1. Inspect credentials of voters;
2. Initial, issue and receive ballots;
3. Have charge of the ballot box until polls are declared closed;
4. Be responsible for counting the ballots in the absence of legal counsel; and
5. Report the results of the election in the absence of legal counsel.

SECTION 4.

A simple majority of Provider members voting plus any notarized proxy ballots shall constitute an election.

ARTICLE XII – CONSTITUENCY GROUPS AND COMMITTEES

SECTION 1.

Members shall be members of their respective constituency group. A member facility qualifying for more than one constituency group must enroll in one constituency.

The Board of Directors may establish other constituencies from time to time. These constituency groups shall be organized in the same manner as set out in these Bylaws.

SECTION 2.

Membership committees shall serve as each constituency's governing body. The membership committees shall concern themselves with statewide issues particularly related to the members of the constituency group.

SECTION 3.

Committee meetings may be conducted in-person, by telephone, or electronically. The President may appoint task forces to facilitate Association work. Membership in a task force is not limited to Board members, but may include others who have special interest or expertise in the matter before the task force.

SECTION 4.

Notwithstanding anything herein contained to the contrary, each committee or task force shall act and be governed according to the policies of the Board of Directors as may be determined from time to time.

ARTICLE XIII – COMMITTEES

SECTION 1.

There are four (4) committees having responsibility for the policy review of all Association functions. Each committee shall include at least one member from each constituency and such other members as appointed by the President. These committees may be combined with Illinois Health Care Association (IHCA) committees. The duties of the committees are as follows:

Legal

The Legal Committee will recommend legal strategies to the Board of Directors and will serve as a resource for The Center staff. An attorney selected by the President of the Association shall chair the Legal Committee. Members of this committee need not be Provider members, but must be CDDACS members.

Political Action (CDDACS-PAC)

The Political Action Committee is responsible for all aspects of the operation of The Center's PAC.

Administration/Finance and Operations

The Administration/Finance and Operations Committee is responsible for examining and making recommendations to the Board of Directors on matters pertaining to Association property,

equipment, supplies, and operations. It is also responsible for preparing fiscal recommendations to the Board of Directors, including the annual budget and for the oversight and guidance of Association meetings.

Constitution and Bylaws

The Constitution and Bylaws Committee is responsible for reviewing suggested changes to the Association's Constitution and Bylaws and making recommendations thereon to the Board.

SECTION 2.

Meetings of committees and task forces may be conducted in-person, by telephone, or electronically.

SECTION 3.

Committees shall submit policy recommendations to the Board of Directors for review and resolution.

ARTICLE XIV – OTHER COMMITTEES

In addition to the committees described in Article XIII and the committees described in Article XIV, the Board of Directors shall have the authority to create committees to assist in carrying out the activities of this Association. The Board of Directors shall determine the scope and power of such committees. The President shall have the authority to appoint members thereof. The President shall be a voting ex-officio member of all committees.

ARTICLE XV – ASSOCIATION FUNDS

All persons handling Association funds shall be bonded.

Funds of the corporation shall be disbursed by check or electronically, with the exception of petty cash items. The President or Secretary/Treasurer may sign payroll checks. Accounts payable checks shall be signed by any one of the following: President, Vice President, Secretary/Treasurer, or Executive Director.

In the event of the absence or the incapacity of the President, Vice President, Secretary/Treasurer, or Executive Director, checks shall be signed by such other person or persons authorized by the Board of Directors or the Executive Director.

The financial accounts of the corporation shall be audited annually by a Certified Public Accountant appointed by the Board of Directors after consultation with the Secretary/Treasurer, and this audited financial report, which shall include a balance sheet and related statements of operations for the previous calendar year, shall be presented to the Board of Directors as soon as practical after the conclusion of the audit.

ARTICLE XVI - STAFF ORGANIZATION

The Board of Directors may establish an executive office, and such other field or regional offices as may be necessary, and may authorize the employment of an Executive Director who shall

serve as the chief operating officer of the association and such other administrative personnel as may be necessary. Such field or regional offices shall be subject to the control and direction of the Executive Director. The Executive Director shall report to the Board of Directors at each meeting of that Board.

ARTICLE XVII - FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY AND ORDER OF BUSINESS

For all meetings of the Board of Directors, Robert's Rules of Order, most recently revised, shall be parliamentary authority in all areas not specifically covered by the Bylaws.

The Order of Business of each meeting of the Association shall be in accordance with a program adopted prior to the beginning of the meeting.

ARTICLE XIX - AMENDMENTS OF BYLAWS

The Bylaws of the Association may be amended by a two-thirds (2/3) vote of the full Provider members voting. At least thirty (30) days prior to the vote, Provider members shall be mailed, faxed, or electronically sent a copy of all proposed amendments submitted to the Board of Directors.

Voting may be conducted in any manner that the Board determines will result in the highest number of Provider members voting.

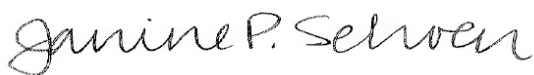
ARTICLE XX - BYLAWS REVISIONS

Adopted by the Board of Directors at 11:25a.m. on December 21, 2010, at Springfield, Illinois.

Last approved at the Annual Meeting of the Association, September 14, 2011, at Peoria, Illinois.

Last approved by the Board of Directors on June 7, 2023 and by a vote of the members of the Association finalized September 13, 2023 at Springfield, IL

Last approved by a vote of the members of the Association finalized at the Annual Meeting, September 10, 2025



Janine Schoen - Secretary
Center for Developmental Disabilities
Advocacy and Community Supports
By: CDDACS

9/10/2025

Date