

**BYLAWS OF
THE MONTANA COUNCIL ON DEVELOPMENTAL DISABILITIES,
A PRIVATE NONPROFIT CORPORATION**

ARTICLE I – NAME

Section 1. Name

The name of the organization shall be the **Montana Council on Developmental Disabilities**, hereinafter referred to as the “Council”. It shall be a nonprofit organization incorporated under the laws of the State of Montana.

ARTICLE II –AUTHORIZING LEGISLATION AND PURPOSE

Section 1. Authorizing Legislation

The Council is formed and named pursuant to Title 2, Chapter 15, Part 18, Sections 1869 and 1879 of the Montana Code Annotated, hereinafter referred to as “§§ 2-15-1869-70, MCA”, in accordance with the Developmental Disabilities Assistance and Bill of Rights Act of 2000, Public Law 106-402, codified at 42 U.S.C. 15001, et seq., also known as “The Developmental Disabilities Assistance and Bill of Rights Act of 2000”, hereinafter referred to as the “DD Act”.

Section 2. Purpose

The Council is organized exclusively for charitable, scientific and educational purposes, as specifically set forth in the DD Act at § 101(b)(1)(A)-(B) and § 125(a), and in § 2-15-1869(6)(a)-(b), MCA.

ARTICLE III – LEGAL NONPROFIT STATUS

Section 1. Compliance with State and Federal Requirements for a Nonprofit Council

The Council has complied with the requirements set forth in § 2-15-1870, MCA. It has been designated the status of a 501(c)(3) charitable organization by the Internal Revenue Service and has received written approval of its contract with the State of Montana as required by § 2-15-1870, MCA.

ARTICLE IV – MEMBERSHIP

Section 1. Membership

Membership shall consist of the Council members authorized by § 2-15-1869(1)-(4) MCA, and in the DD Act at § 125(b).

ARTICLE V – COUNCIL MEMBERS

Section 1. Appointment

Council members shall be appointed by the Governor of the state of Montana pursuant to § 2-15-1869(1)-(4) MCA, and in the DD Act at § 125(b).

Section 2. Terms

Council members shall serve terms as set forth in § 2-15-1869(3)(a)-(b), MCA.

Section 3. Vacancies

A vacancy occurring in the membership shall be filled by the Governor for the unexpired portion of the vacated position.

Section 4. Removal

Members may be terminated from Council membership by the Governor for reasons which shall be delineated in written policy adopted by the Council.

ARTICLE VI – MEETINGS AND NOTICE

Section 1. Frequency

There shall be no fewer than three (3) and no more than five (5) regularly-scheduled council meetings per federal fiscal year.

Section 2. Notice of Time and Location

The Council shall provide the public written notice of the time and place of all meetings in accordance with state open meetings law. The full Council establishes an annual meeting calendar at the summer quarter meeting. Council members must be notified by U.S. mail fourteen (14) days prior to a meeting if the meeting time or place is changed from that identified on the annual list.

Section 4. Procedure

All regular meetings shall be held in accordance with Montana Constitution and Montana Open Meeting laws and conducted according to Robert's Rules of Order. The Chair may appoint any member of the Council or staff to serve as parliamentarian at each meeting. The Parliamentarian shall be responsible for providing technical assistance and procedural clarification during a meeting.

Section 5. Method

Regular meetings may be conducted on a face-to-face basis or by alternative means such as conference call or video conference depending upon financial or other considerations.

ARTICLE VII – QUORUM AND ACTION

Section 1. Quorum

A quorum for the transaction of any Council business shall be a simple majority of the Council membership, excluding vacancies.

Section 2. Action and Voting

The act of the majority of those members present shall be the act of the Council. No action may be taken by the Council or any of its committees in the absence of a quorum, except in the following instances: debate, discussion, receipt of reports, recess, adjournment and fixing of the time and place of the next meeting.

A. Voting of Non-Members

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A Council member shall not be represented by a non-Council member.

B. Proxy Voting

Council member not in attendance shall not be allowed to cast a vote by written or verbal proxy.

ARTICLES VIII – SPECIAL MEETINGS

Section 1. Special Meetings

Special Meetings of the Council may be called by the Chair with a majority of the current Council members' consent, or may be called by the Chair upon request of the majority of the Council's current membership.

Section 2. Attendance By Alternative Means

Except as otherwise provided in the Bylaws, Council members may participate in a special meeting of the Council 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 pursuant to this section shall constitute presence in person at the special meeting.

Section 3. Notice

All Council members must be provided written notice of the time, date and location and/or attendance procedure by alternative means at least forty-eight (48) hours prior to the holding of any Special Meeting.

Section 4. Method

Special meetings may be conducted on a face-to-face basis or by alternative means such as conference call or video conference depending upon financial or other considerations.

ARTICLE IX – OFFICERS

Section 1. Council Officers

The Council officers shall be the Chair and the Vice Chair. Officers are limited to Council members who are self-advocates, family members of self-advocates, or guardians of self-advocates and who are not representing another membership category on the Council. Election, removal and duties of Council officers shall be delineated in written policy adopted by the Council.

ARTICLE X – EXECUTIVE DIRECTOR

Section 1. Executive Director.

The Full Council shall hire an Executive Director for the Council who will be the employee of the Council. The Executive Director shall administer, conduct, direct and manage the affairs and activities of the Council, its committees, and other staff, and shall perform those duties and activities delegated to the Executive Director in written policy adopted by the Council, and as directed by a majority vote of the full Council.

ARTICLE XI – POLICIES

Section 1. Council Policies

The Council shall implement all written policies directed to be implemented by these bylaws and may implement any other policies deemed necessary by the Council to fulfill the Council's responsibilities as set forth in DD Act at § 125(c) and in § 2-15-1869(6)(a)-(b), MCA.

ARTICLE XII – AMENDMENTS

Section 1. Amendments to Bylaws

These bylaws may be amended or repealed when necessary by two-thirds majority vote of the Council members. Proposed amendments must be

submitted to the Executive Director to be sent to all Council members at least thirty (30) days prior to any vote being taken on such proposed amendments at any regularly scheduled or special meeting of the Council.

Section 2. Amendments to Policies

Council policies may be amended or repealed when necessary by majority vote of the Council members. Proposed amendments must be submitted to the Executive Director to be sent to all Council members at least fourteen (14) days prior to any vote being taken on such proposed amendments at any regularly scheduled or special meeting of the Council.

ARTICLE XIII – SEVERABILITY

These bylaws are severable, and if any bylaw herein, or part thereof, or the application of such bylaw to any member or circumstance is declared invalid, that invalidity does not affect the validity of any remaining portion of these bylaws and the remaining bylaws shall remain in full force and effect.

ARTICLE IV – GOVERNANCE BY BYLAWS AND POLICIES

These bylaws, along with Council policies drafted in accordance with these bylaws, govern the proceedings, activities and organization of the Council and shall be referred to generally as the Bylaws and Policies for the Montana Council on Developmental Disabilities.

CERTIFICATION

These bylaws were approved at a meeting of the Council by a two-thirds majority vote on the 22 day of June, 2008.

Deborah Swingley,
Secretary of the nonprofit Corporation

AMENDED

Section VI, addition of Section 5, March 11, 2010

Section VIII, addition of Section 4, March 11, 2010