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AMENDED AND RESTATED BYLAWS
OF
TEXAS STATE CHAPTER
Of the
AMERICAN ASSOCIATION ON INTELLECTUAL AND DEVELOPMENTAL
DISABILITIES

ARTICLE I
NAME

Name. The name of the state Association shall be “Texas State Chapter of the American Association on Intellectual and Developmental Disabilities” or “AAIDD-TX”.

ARTICLE II
PURPOSES

Purposes. The purposes of AAIDD-TX are to:

1. Provide a professional organization promoting cooperation among those involved in supports, services, education, training, advocacy, and research in the field of intellectual and developmental disabilities.
2. Promote health and wellness in order to reduce the incidence and prevalence of primary, secondary and tertiary disabilities.
3. Support the highest standards of supports, service, education, training, and research in the field.
4. Encourage research and to disseminate knowledge in the field.
5. Encourage student interest and to support the recruitment, retention and development of those who work in the field.
6. Advance progressive policies in support of people with intellectual and developmental disabilities, their families, and those who work on their behalf.
7. Promote individualized community services and supports for people with intellectual and developmental disabilities.
8. The Texas State Chapter, AAIDD-TX, is established pursuant to the purposes outlined in Articles V “Assembly” and VII “Organization” in the national Bylaws of the American Association on Intellectual and Developmental Disabilities. The Chapter shall function in conformity with the Bylaws of the national Association.
9. The purpose of the Chapter shall be to further the purpose of the Association within Texas.

ARTICLE III
MEMBERSHIP

1. All members of the national Association residing in Texas shall be members of the Chapter without additional assessment of membership dues or fees for the exercise of voting privileges. Membership shall be limited to members of the national Association.
2. Active Members. Active members shall be individuals regularly engaged in the field of intellectual and developmental disabilities, closely allied fields, or those with an interest in the field.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1: Board of Directors

1. Management by a Board of Directors. The affairs of the AAIDD-TX chapter shall be managed by a Board of Directors. The Board of Directors shall direct and supervise the activities of the Chapter to promote its purposes.
2. Policies and Powers. The Board of Directors shall develop policies and take actions to advance the goals of the Chapter and to manage its affairs. All powers which are not otherwise delegated in these bylaws are reserved to the Board.
3. Composition of Board of Directors. The membership of The Board of Directors shall be comprised of the President, the President-elect, the Immediate Past-President, the Secretary, the Treasurer, the Direct Support Professional, the Self-Advocate, and the six Members-at-Large. All Board members are elected by the membership at large...
4. Each Board member shall have one vote.

SECTION 2: Election to the Board of Directors

1. Elections to office shall be conducted prior to the annual meeting.
2. Results of elections to office shall be announced at the membership/business meeting at the annual meeting.
3. Voting for election to office may be made by mail and/or electronic ballot.
4. A detailed election protocol is included in the AAIDD-TX Policy and Procedures document.

SECTION 3: Appointment of the Texas State Membership Chairman

The Texas State Membership Chairman shall be appointed by the President from the Membership and approved by the Board of Directors. The Membership Chair does not hold Board voting privileges unless he or she has been elected to the Board of Directors.

SECTION 4: Terms of Office

1. Terms of office shall begin on January 1st following the annual membership/business meeting in which the newly-elected Directors were announced. A year in office shall be the interim between January 1st and December 31st for purposes of tenure.
2. A President-elect shall be elected annually. The President, the President-elect, and the Immediate Past-President serve for a period of one year in that office.

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3. The Secretary, The Direct Support Professional and three Members-at-Large shall be elected in a given year, and the Treasurer, the Self-Advocate, and three Members-at-Large in alternate years and all serve for a period of two years. The intent is to elect half of the Board members each year. If necessary the terms of office of certain members may be extended by a year to achieve this balance.
4. Board of Directors shall serve one term and are eligible for re-election to a second consecutive term for the same position. After two consecutive terms, an individual is ineligible to serve on the Board in the same position until the passage of one year.
5. An individual is eligible to serve on the Board for an indefinite time as long as no more than two consecutive terms are served in the same position.

SECTION 5: Succession of Office

1. Upon completion of a one-year term, the President-elect shall succeed the office of the President.
2. In a like manner, the President shall succeed to the office of the Immediate Past-President.

SECTION 6: Board Vacancies

1. Vacancy in the office of the Immediate Past President- The un-expired term shall not be filled.
2. Vacancy in the office of the President- It shall be filled by the President-elect, who shall continue as President until the time the President would have normally succeeded to the office of the Immediate Past-President. If there is no President-elect, the Board shall appoint an Acting-President to serve until the next annual membership/business meeting.
3. Vacancy in the Office of Secretary, Treasurer, Direct Support Professional, Self-Advocate or Member-at-Large- The Board shall appoint a member to finish out the remainder of the term of office.

SECTION 7 Quorum

1. A quorum of the Board shall consist of at least 50% of the Board's membership.
2. In the event of a Board vacancy, a quorum shall consist of at least 50% of the individuals presently serving on the Board.

ARTICLE V DUTIES OF OFFICERS

SECTION 1: The President conducts the business of the Chapter in accordance with the Bylaws. Standing Rules or Policies and Procedures may be developed by the Board. The Rules or Policies and Procedures may be amended or repealed by a majority vote of the Board.

SECTION 2: The President and President-elect coordinate the development of the annual Chapter Convention. The President-elect serves as the President in the absence of the President.

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SECTION 3: The Immediate Past-President serves as a Board member and serves as President in the absence of the President and President-elect. The Immediate Past-President shall coordinate the publication of the Forum and other Chapter publications in accordance with the terms of the contracts related to these services. The Immediate Past President shall chair the Nomination and Elections Committee.

SECTION 4: The Secretary shall take minutes of all meetings and make them available to the membership through the Chapter website.

SECTION 5: The Treasurer handles the fiscal affairs of the Chapter and must make reports to the Board and/or general membership as requested, at least quarterly and end of the year. The Treasurer insures that an independent review is made of the accounts at the end of the Treasurer's term in office. The Treasurer shall also coordinate the maintenance of tax-exempt status for the Chapter.

SECTION 6. The Direct Support Professional will represent help promote the interests of service providers in the activities of the Association.

SECTION 7. The Self-Advocate will represent help promote the interests of individuals with intellectual and developmental disabilities in the activities of the Association.

SECTION 8: The Texas State Membership Chairperson shall pursue all matters in the interest of attracting and maintaining members for the Association.

SECTION 9: Regular meeting attendance in person, via telephone, and through conference calls is expected of all Board members. Further, all Board members are expected to perform other duties as assigned when circumstances call for such activities.

SECTION 10: The Board of Directors shall direct the business of the Chapter between meetings and shall approve the budget of the Chapter.

ARTICLE VI COMMITTEES

SECTION 1: The President, with the approval of the Board, shall appoint a Nomination and Elections Committee to be chaired by the Immediate Past President. The committee shall consist of at least two active members of the Chapter and shall produce a slate of candidates for positions to be filled with a new election.

SECTION 2: The Convention Program Committee shall be chaired by the President-elect. The President-elect shall select members to serve on this committee, and the committee is charged with developing the Annual Chapter Convention Program. Other Convention committees will be appointed as needed by the President-elect.

SECTION 3: Other committees will be appointed as needed by the President with the Board approving the charge to the committee and its membership.

SECTION 4: All committees become defunct when the appointing President goes out of office, but may be reappointed by the new President and Board.

SECTION 5: Committee appointments may be rescinded by a majority vote of the Board.

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SECTION 6: Each committee Chairperson shall be responsible for keeping accurate records and fully reporting the activities of their committee to the Board.

SECTION 7: Each committee shall consist of a Chairperson and not less than two active Chapter members.

ARTICLE VII MEETINGS

SECTION 1: The President, with the advice of the Convention Committee and the consent of the Board, shall arrange for an annual membership/business meeting to be held in each calendar year. The business meetings may be preceded by sessions of non-business nature. The annual meetings shall be held in Texas. All members shall be notified of the time and place of the annual meeting at least thirty days in advance of the meeting. Notifications, if made by mail, shall be deemed delivered when deposited in the United States mail, addressed to the member, at his or her latest known address. Notifications may be made by mail, fax or e-mail.

SECTION 2: Registration fees may be charged to permit attendance at any training meeting except business sessions. Non-members may attend Chapter sponsored training meetings upon payment of special registration fees.

SECTION 3: The Board shall meet at least four times per year. At least ten days before Board meetings, all Board members should receive announcements of the meeting from the President and/or Association Manager. The Board may refer and submit by mail, conference call, fax or e-mail to the Directors or to said committee, resolutions relating to affairs of the Board or Chapter which, in the opinion of the President of the Board, require prompt action on the part of the Board. The votes of said persons given by mail, conference call, fax or e-mail shall have the same force and effect as if given in person at a meeting duly called to consider and take action upon said resolution. A Board member, who during his or her term misses three (3) or more Board meetings, including conference calls, will be recommended for removal from the Board. The recommendation may be waived by the Board and reviewed on a case by case basis.

ARTICLE VIII AMENDMENTS

SECTION 1: Amendments to the Bylaws may be proposed by the Board or by the petition of ten (10) or more members.

SECTION 2: Proposed amendments shall be presented to the membership by regular mail and/or electronic mail, at the annual business meeting, and shall become effective upon approval by three-fourths vote of those Chapter members in attendance.

SECTION 3: Upon recommendation of the Board, Chapter business and/or proposed amendments shall be presented to Chapter members via mail, fax or e-mail and shall become effective upon approval by three-fourths vote of those Chapter members

responding within the timelines approved by the Board and published in the announcement of proposed action(s) or revisions(s).

ARTICLE IX
REMUNERATIONS

No part of the net earnings, contributions, funds, or other property shall inure to the benefit of any Chapter member. No Board member or Chapter member shall be remunerated for services, other than reimbursement for expenses actually incurred in the discharge of official duties. Travel expenses of Board members are not covered through Chapter funds. No loans shall be made by the Chapter to its members or Board members.

ARTICLE X
NON-DISCRIMINATION

The Chapter shall not discriminate in its practices of contracting, membership, Board membership, or committee membership, on the basis of race, color, national origin, religion, sex, sexual orientation, age or disability.

ARTICLE XI
INDEMNIFICATION

Any person made a party to any civil or criminal action, suit, or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer, or contractor of the Chapter, which he or she served as such at the request of this Chapter, shall be indemnified by the Chapter against reasonable expenses. However, such officer, director, or contractor is liable for gross negligence or criminal malfeasance in the performance of his or her duties.

ARTICLE XII
DISSOLUTION

Upon dissolution of the Texas Chapter of the American Association on Intellectual and Developmental Disabilities, assets shall be distributed of one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for public purpose. Distribution shall be at the discretion of the Board at the time of the dissolution. All records of the Chapter shall revert to the National Association. (AAIDD)