



## **Council Bylaws**

Revised May 19, 2017

### I. Name

The Arizona Developmental Disabilities Planning Council is established by Executive Order 2014-09, by Governor Janice K. Brewer.

### II. Purpose

The purpose of the Arizona Developmental Disabilities Planning Council (ADDPC), authorized under Subtitle B of the Developmental Disabilities Assistance and Bill of Rights Act of 2000 (DD Act, Public Law 106-402), is to engage in advocacy, capacity building and systemic change activities that contribute to and assure that a coordinated, consumer and family-centered, comprehensive system of community services, individualized supports, and other forms of assistance that enable individuals with developmental disabilities to exercise self-determination, be independent, be productive, and be integrated in all facets of community life [DD Act, Section 121 (1-2)].

### III. Structure

1. The membership of the ADDPC shall be structured to meet the requirements of the Developmental Disabilities Assistance and Bill of Rights Act of 2000.
  - 1.1. Not less than 60 percent of the membership of the ADDPC shall consist of individuals who are:
    - 1.1.1. Individuals with developmental disabilities
    - 1.1.2. Parents or guardians of children with developmental disabilities
    - 1.1.3. Immediate relatives or guardians of adults with mentally impairing developmental disabilities who cannot advocate for themselves
    - 1.1.4. Not employees of a State agency that receives funds or provides services under Subtitle B of the Developmental Disabilities Assistance and Bill of Rights Act and who are not managing employees of any other entity that receives funds or provides services under Subtitle B of the Developmental Disabilities Assistance and Bill of Rights Act
  - 1.2. Of the members identified in Section 125 3(A), one-third shall be individuals with developmental disabilities, one-third shall be parents or guardians of children with developmental disabilities, or immediate relatives or guardians of adults with developmental disabilities, and one-third shall be a combination of these individuals.
  - 1.3. Of the members identified in Section 125 (3)(A), at least one of these members shall be an immediate relative or guardian of an individual with a developmental disability who resides in or previously resided in an institution, or shall be an individual with a developmental disability who resides in or previously resided in an institution.
  - 1.4. The ADDPC shall include representatives of relevant State entities, including:

- 1.4.1. State entities that administer funds provided under Federal laws related to individuals with disabilities, including the Rehabilitation Act of 1973 (29 U.S.C. 701 et seq.), the Individuals with Disabilities Education Act (20 U.S.C. 1400 et seq.), the Older Americans Act of 1965 (42 U.S.C. 3001 et seq.), and Titles V and XIX of the Social Security Act (42 U.S.C. 701 et seq. and 1396 et seq.)
  - 1.4.2. University Centers of Excellence in Developmental Disabilities (University of Arizona and Northern Arizona University)
  - 1.4.3. The State Protection and Advocacy System for persons with developmental disabilities (Arizona Center for Disability Law)
  - 1.4.4. The ADDPC recognizes the Native American Center for Disability Law, which serves as a Protection and Advocacy/Indian Consortium organization, providing protection and advocacy services as defined by the Act and authorized by the Administration on Developmental Disabilities
  - 1.4.5. Representatives, at all times, of local and non-governmental agencies, and private nonprofit groups concerned with services for individuals with developmental disabilities in the State which such agencies and groups are located
2. Members of the ADDPC shall be appointed and serve at the pleasure of the Governor, as defined in the DD Act, Section 125 (b)(1)(A).
    - 2.1. Members of the ADDPC shall serve staggered three-year terms.
    - 2.2. When a position becomes vacant on the ADDPC because of a resignation or termination, the Governor's Office of Boards and Commissions must be notified by the ADDPC Executive Director as authorized by the Chairperson. The Director of Boards and Commissions has the responsibility of recommending an individual(s) to the Governor to fill the vacancies. The ADDPC Chairperson and/or ADDPC members may make recommendations for appointments to the Director of the Governor's Office of Boards and Commissions.
    - 2.3. Members are expected to attend all meetings in person, by teleconference or by video conference, at a site convenient or most proximate to their work or home, and have meeting materials with them for participation; however, if circumstances arise that conflict or an excused absence is given prior to scheduled ADDPC meetings, **it is expected that the member contact the Executive Director or staff of the ADDPC to inform them in advance of the meeting whenever possible of the necessary absence.**
      - 2.3.1. Members are expected to participate in any activities and deliberations, including field visits, at the request of the Chairperson.
      - 2.3.2. Each member shall recuse themselves from the appearance of a conflict of interest by not voting or participating in formal action taken on topics where personal interest lies. This would apply to any agenda item, including grants or contracts for

which such representatives' departments, agencies, or programs are grantees, contractors or applicants [DD Act, Section 124 (c)(5)(D) and Section 125 (b)(4)(B)(ii)].

~~2.3.3. Members shall serve on at least one committee. See Section III (C)(F) of these bylaws.~~

~~2.3.4.~~2.3.3. The Council shall recruit and hire an Executive Director of the ADDPC, should the position become vacant. The ADDPC Chairperson shall supervise and annually evaluate the Executive Director. Decisions regarding the selection and termination of the Executive Director shall be made by majority vote of the full ADDPC and shall be in conformity with the laws of the State of Arizona [DD Act, Section 125 (b)(9)].

~~2.3.5.~~2.3.4. Members shall serve as a link between the ADDPC and its consumers.

~~2.3.6.~~2.3.5. Members shall establish and/or approve policy, and monitor the implementation of policy direction.

~~2.3.7.~~2.3.6. Members shall participate in the development and approval of a Five-Year State Plan, identifying and authorizing priorities for funding, and monitoring implementation of priorities.

~~2.3.8.~~2.3.7. Members shall approve the ADDPC budget, and monitor financial management of the ADDPC.

~~2.3.9.~~2.3.8. Members shall ascribe to the Executive Director spending authority in accordance with the ADDPC-approved Administrative Budget for purposes of supporting ADDPC business. The Executive Director shall have spending authority of up to \$10,000 per expenditure as approved by the ADDPC. Administrative expenditures made by the Executive Director will be documented by the ADDPC Fiscal Manager to conform with all requirements established by state and federal law. The Executive Director and/or the Fiscal Manager will provide a quarterly accounting of all expenditures to the Council.

2.4. **ADDPC Officers** shall consist of the ADDPC Chairperson and the ADDPC Vice-Chairperson, as appointed by the Governor. The ADDPC Chairperson and the ADDPC Vice-Chairperson serve at the pleasure of the Governor.

2.4.1. The Chairperson shall:

- 2.4.1.1. Call and preside over all full ADDPC meetings.
- 2.4.1.2. Call special or ad-hoc meetings when necessary.
- 2.4.1.3. Approve the draft agenda for Executive Committee and full ADDPC meetings as developed by the Executive Director and ADDPC staff
- 2.4.1.4. Serve as an ex-officio member of all committees and special (ad-hoc) committees and serve as the acting chairperson in the absence of appointed committee chairperson.

2.4.1.5. Serve as an official spokesperson for the ADDPC. Authority for this task may be will also be delegated on a case-by-case basis by the Chairperson to the Executive Director.

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2.4.1.6. The Executive Director and staff will support the ~~Ensure that Chair with~~ needed information so that ADDPC members are ~~informed of~~ updated on all pertinent ~~information issues~~ concerning developmental disabilities. ~~After consulting with the ADDPC Chairperson, the Executive Director will seek Full Council approval, (or Executive Committee approval if time is an issue), for any letters requesting state or federal action that are to be signed on by the ADDPC. If an immediate response is needed before any meeting can be held, the Executive Director may sign for ADDPC if the action requested supports the goals and objectives of the Council. The Executive Director will immediately inform the Council. Letters of support or other informational letters signed by the Executive Director, as the liaison of the Council, will also be shared with ADDPC councilmembers for reporting purposes. No letter signed shall constitute lobbying.~~

~~2.4.1.6-2.4.1.7.~~

~~2.4.1.7-2.4.1.8.~~ Supervise preparation of reports of the ADDPC as appropriate.

~~2.4.1.8-2.4.1.9.~~ Complete the annual evaluation of the ADDPC Executive Director.

2.4.2. The **Vice-Chairperson** shall act on those activities as assigned by the Chairperson, including the performance of all duties of the Chairperson in the Chairperson's absence.

2.5. The ADDPC Chairperson or Vice-Chairperson may appoint ADDPC members to serve on any committee or special (ad-hoc) committee. A special or ad-hoc committee shall be those committees that are formed to address a specific purpose and are time-limited in nature and intent. Committees shall be established by the Chairperson to address the goals and objectives of the ADDPC five-year plan.

2.5.1. The ADDPC Chairperson or Vice-Chair may appoint non-ADDPC members to sit on ADDPC committees for educational purposes only, but only ADDPC members may vote on committee matters.

**2.6** ADDPC Committees shall be established to implement the Five Year State Plan. The Chairperson, with input from Council members shall establish committees that are effective in implementing the State Plan Goals, and other Programmatic and Administrative functions to ensure accountability.

2.6.

- 2.6.1. Ad Hoc Committees will serve to function on an as needed basis to address special issues falling outside the regular activities assigned to the regular functioning committees.
- 2.6.2. The ADDPC will maintain an **Executive Committee** for the purpose of acting on behalf of the ADDPC, with all action taken by the Executive Committee to be reported to Council members in Executive Committee meeting minutes that will be distributed electronically or by hard copy. The use of the Executive Committee will be assigned to the following situations:
  - 2.6.2.1. Human resource issues involving the Executive Director that require immediate action.
  - 2.6.2.2. Review and recommend to the Full Council for approval/disapproval of grant renewal decisions, Requests for Grant Applications, Interagency Service Agreements, Inter-governmental Agreements or other grant funding modalities necessary to comply with state procurement rules for obligating and liquidating financial allocations. (When decisions are necessary but cannot be obtained from the full ADDPC due to not being able to assemble members on a timely basis, the Executive Committee may make final decisions and report action to the full Council.)
  - 2.6.2.3. All other matters affecting the functions and activities of the ADDPC that must be addressed to ensure ongoing effective operation of the ADDPC, such as review of goal progress, fiscal monitoring, and legal oversight.
- 2.6.3. The Executive Committee will be comprised of the following ADDPC representatives:
  - 2.6.3.1. Chairperson of the ADDPC
  - 2.6.3.2. Vice-Chairperson of the ADDPC
  - 2.6.3.3. Chairpersons of the Committees, but including Ad-hoc
  - 2.6.3.4. A maximum of two at large Council members.
- 2.6.4. The total number of members serving upon the Executive Committee shall be seven (7); at least two of these members shall be self-advocates.

#### IV. Procedures

- 1. The ADDPC shall hold all meetings in accordance with the Open Meeting Law of the State of Arizona, Arizona Revised Statutes §38-431- 431.09.
- ~~2. A quorum is defined as one more than half of the filled voting member positions of the full ADDPC.~~
- 2.1.1.1. A quorum for the full ADDPC meeting is defined as ~~having 13 or more members present at the meeting, when all positions are full.~~ having one more than half of the filled voting member positions of the full ADDPC.

- ~~2.2.1.2.~~ In order to take action on approved agenda items, a quorum must be present either in person, by telephone or by other approved technical communication systems.
- ~~2.3.1.3.~~ During any ADDPC public meeting, an ADDPC member may be recused from voting on specific agenda items if a conflict of interest exists. When recusal occurs, the member(s) affected may no longer be counted in maintaining a quorum.
- ~~2.4.1.4.~~ During any ADDPC public meeting, members removing themselves from the meeting either temporarily (including telephone calls, bathroom breaks) or due to early departure, will not be counted in maintaining a quorum.
- ~~3.2.~~ All decisions shall be made by majority vote of a quorum of the members of the full ADDPC, committee, or special/ad hoc committee. The Chairperson shall have the final vote if a tie is reached by the members of the full ADDPC.
- ~~4.3.~~ The ADDPC shall meet at least quarterly, or as determined by the Chairperson. All meetings shall be held in compliance with the Open Meeting Law of the State of Arizona, Arizona Revised Statutes §38-431- 431.09.
- ~~4.1.3.1.~~ Minutes shall be kept of all full ADDPC, committee and special or ad-hoc committee meetings. Such minutes shall be posted on the ADDPC website and made available to the public upon request, in compliance with the Open Meeting Law of the State of Arizona, Arizona Revised Statutes §38-431- 431.01(B) and §38-431- 431.01(D).
- ~~4.2.3.2.~~ Unless otherwise noted in the bylaws, the Council will follow Robert's Rules of Order Newly Revised (see Robert's Rules of Order Newly Revised, 10th Edition).
- ~~5.4.~~ Executive Session means a gathering of a quorum of members of a public body from which the public is excluded for one or more of the reasons prescribed in the Open Meeting Law of the State of Arizona, Arizona Revised Statutes §38-431.03. In addition to the members of the ADDPC, officers, appointees and employees as provided in A.R.S. §38-31.03 and the auditor general as provided in A.R.S. §41-1279.04, only individuals whose presence is reasonably necessary in order for the ADDPC to carry out its executive session responsibilities may attend the executive session.
- ~~5.1.4.1.~~ Before the ADDPC may go into executive session, a majority of the members constituting a quorum must vote in a public meeting to hold the executive session, as stated in A.R.S. §38-431.03(A).
- ~~5.2.4.2.~~ Once the majority of members of the ADDPC have voted to hold an executive session, the Chairperson of the ADDPC shall ask the public to leave and remove all materials such as briefcases and backpacks to ensure that no recording devices have been left in the room. All persons must leave the meeting except the members of the ADDPC and those individuals whose presence is reasonably necessary for the ADDPC to carry out its executive session responsibilities.
- ~~5.3.4.3.~~ The Chairperson should remind all present that the business conducted in executive sessions is confidential pursuant to A.R.S. §38-431.03(C).

6.5. In executive session, the ADDPC may discuss and consider only the specific matters authorized by statute. Furthermore, the ADDPC may not take a vote or make a final decision in the executive session, but rather must reconvene in a public meeting for purposes of taking the binding vote or making final decisions. Taking a straw poll or informal or preliminary vote in executive session is unlawful under Open Meeting Law, A.R.S. §38-431.03(D).

7.6. The Open Meeting Law permits only seven (7) categories of topics to be discussed in executive session, per A.R.S. §38-431.03

7.1-6.1. Personnel discussions

7.2-6.2. Confidential records

7.3-6.3. Legal advice

7.4-6.4. Litigation, contract negotiations, and settlement discussions

7.5-6.5. Employee salary discussions

7.6-6.6. International, interstate, and tribal negotiations

7.7-6.7. Purchase, sale, or lease of real property

#### V. Ethics/Conflict of Interest

1. ADDPC members shall abide by and follow State of Arizona Conflict of Interest, Arizona Revised Statutes §38-501-511. ADDPC members have an obligation to avoid conflicts of interest or any appearance of conflicts of interest between their personal interests and the interests of the ADDPC. Conflicts of interest may often relate to situations where a member uses influence with the ADDPC for personal gain. ADDPC members should only speak publicly on behalf of the ADDPC when authorized. **When speaking publicly on behalf of the ADDPC, members must represent the ADDPC interests and not their own.**
2. At the beginning of each full ADDPC council, committee, and special or ad-hoc committee meetings, members will individually disclose their identified conflict of interest. All attendees will have their verbal responses recorded in the minutes, if identifying a conflict.
3. **All ADDPC members are prohibited from:**
  - 3.1. Using their position as an ADDPC member to give any person, organization, or entity special advantage over anyone else
  - 3.2. Personally profiting from ADDPC activities
  - 3.3. Disclosing or using information obtained by virtue of their position with the ADDPC to give special advantage to any person, organization or company
  - 3.4. Allowing or appearing to allow conflicts of interest to affect their judgement of the operations of the ADDPC
  - 3.5. Engaging in activities that either create or give the appearance of conflict of interest
  - 3.6. Casting a vote on any matter that would provide direct financial benefit to the members or otherwise give the appearance of a conflict of interest [DD Act, Section 124(c)(5)(D)]



## VI. Statement on Anti-Lobbying

Recipients of federal funds are not allowed to use said federal funding to lobby federal, state, or local officials or their staff to receive additional funding or influence legislation. As a general matter, these lobbying restrictions preclude recipients from:

1.1.1.3. Spending federal funds to influence an officer or employee of any agency or Congressional member/staff regarding federal awards;

1.1.1.4. Failing to submit required certification and disclosure forms (i.e., SF-LLL);

1.1.1.5. Using grants funds provided to non-profit organizations or institutions of higher education to influence an election, contribute to a partisan organization, or influence enactment or modification of any pending federal or state legislation; or

1.1.1.6. Expending federal funds to influence federal, state, or local officials or legislation.

## VI. Member Stipends & Reimbursements

1. ADDPC members may be eligible for reimbursement of reasonable and necessary expenses (including expenses for personal assistance) in accordance with existing ADDPC policies when attending ADDPC meetings and/or performing other ADDPC duties.

## VII. Amendments to the Bylaws

The Bylaws of the ADDPC may be amended at any time. Amendments to the bylaws must be submitted to all members of the ADDPC at least seven (7) days prior to any full ADDPC meeting in which the bylaws will be reviewed and voted upon. Amendments to the bylaws may be offered up to the Chairperson and Executive Director for consideration.