

BY LAWS
OF
NATIONAL ASSOCIATION OF STATE DIRECTORS OF DEVELOPMENTAL DISABILITIES
SERVICES, INC.

ARTICLE I

NAME

The name of the corporation is the National Association of State Directors of Developmental Disabilities Services, Inc.

ARTICLE II

The Corporation has been organized as a non-profit corporation under the laws of the State of Washington to promote mutual assistance, cooperation, and exchange of information and ideas in the administration of public developmental disabilities programs. "Public developmental disabilities programs" as used herein is meant to encompass the total programs dealing with institutional and community care in order to meet the needs of people with retardation and other developmental disabilities insofar as those programs are the responsibility of the individual states.

ARTICLE III

SECTION 1. CLASSES OF MEMBERS. --There shall be one class of members to be known as Active or Regular Members with qualifications and rights as set forth in the Articles of Incorporation.

SECTION 2. ANNUAL MEETINGS. --Annual meetings of the members shall be held at the time and place of the Annual Meeting of the American Association of Mental Retardation or at such other time and place as the Board of Directors may designate.

SECTION 3. SPECIAL MEETINGS. --Special meetings may be called by the Board of Directors or upon the request of ten Active Members.

SECTION 4. NOTICE. --Notice of all meetings shall be sent by mail to the entire membership by the Secretary-Treasurer at least two weeks in advance of any meeting.

SECTION 5. QUORUM. --Fifteen Active Members or their proxies shall constitute a quorum for the transaction of business, and a majority of those present and voting shall carry any issue. Any member who does not plan to attend any regular or special meeting of the Association may designate another employee of the same state or the officially designated representative to the Association from another state to serve as his proxy with authority to cast a vote on any and all issues voted on at the meeting. The Secretary-Treasurer will be responsible for sending any

appropriate from for designation of proxy to all members at least two weeks prior to any scheduled meeting. All proxy designations must be received by the Secretary-Treasurer or his designee at least five days prior to any scheduled meeting.

SECTION 6. ELECTION OF OFFICERS AND MEMBERS OF BOARD OF DIRECTORS. --The officers and members of the Board of Directors shall be elected at the annual meeting of the members, except that the Board is empowered to temporarily fill a vacancy caused by the resignation or death of any officer or Board member pending the next annual or special meeting of the membership, at which time an election must be held to fill the vacancy. Each office and position on the Board shall be filled by majority vote of the members or their proxies present. Cumulative voting shall not be utilized. The officers of the corporation shall be elected from among the Active Members for terms of two years. The members of the Board of Directors shall be elected for staggered terms as provided hereinafter.

SECTION 7. CONDUCT OF MEETINGS. --The President shall preside at all meetings of the members and the meeting shall be conducted in accordance with Robert's Rule of Order.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. FEDERAL POWERS. --The affairs of the corporation shall be managed by its Board of Directors subject to such policies and directions as may be determined by the membership at any annual or special meeting.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. --The Board shall consist of eight directors and shall include the President, Immediate Past President, Vice-President, who shall serve as President-Elect, Secretary-Treasurer and four Active Members elected at large. One director shall be elected each year for a term of three years except that the term of any director which is scheduled to expire during the calendar year 1976, 1977 or 1978 shall serve until the 1976, 1977, or 1978 annual meeting of the members, respectively. No member shall be elected as an officer or member of the Board of Directors after the first day of January 1970, unless the state for which he has been designated its representative shall have paid its current dues and/or assessments.

SECTION 4. SPECIAL MEETINGS. --Special meetings of the Board may be called by or at the request of the Chairman of the Board, or of two or more Directors.

SECTION 5. NOTICE. --Notice of any special meetings of the Board of Directors shall be given at least one week previous thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram is delivered to the telegraph company. A Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express and sole purpose of objecting to the transactions of any business because the meeting is not

lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver of such meeting.

SECTION 6. QUORUM. --A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and a majority of those present and voting shall carry any issue.

SECTION 7. REMOVAL OF OFFICER OR DIRECTOR. --Any officer or director may be removed for cause during his or her term by a vote of two thirds of the members present and voting at an annual meeting of the membership.

SECTION 8. COMPENSATION. --Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors may be reimbursed for their expenses when acting on behalf of the corporation including attendance at meetings of the Board.

SECTION 10. COMMITTEES. --The Board shall have authority to create such committees, including nominating and program committees, for such purposes and periods of existence as it sees fit. It may delegate to the President the power to select committee members from among the membership of the corporation. The duration of any committee or the period for service by any member may extend beyond the duration of the particular Board creating it. A majority of the Board of Directors shall function as the Association's Executive Committee. The Executive Committee shall be responsible for conducting the affairs of the Association between regular and special meetings of the membership.

SECTION 11. EMPLOYEES. --The Board shall have authority to employ, or authorize the President to employ, such executive personnel as may be necessary to carry out the purposes of the organization, one of whom may be designated to serve as Assistant Secretary-Treasurer to carry out such of the functions of the Secretary-Treasurer as the Board may authorize and who may attend Board meetings as the invitation of the President.

ARTICLE V

OFFICERS

SECTION 1. The officers of the corporation shall be a President, a Vice-President, and a Secretary-Treasurer.

SECTION 2. ELECTION, QUALIFICATIONS, AND TERM OF OFFICE. --The officers of the corporation shall be elected by the members at their first special meeting and shall serve until the first regular annual meeting of the members when new officers shall be elected and shall hold office for two years. Thereafter, officers shall be elected at regular annual meetings of the members for two-year terms except that the term of any officer elected on May 19, 1975 shall expire at the 1977 annual meeting of the members.

SECTION 2. VICE -PRESIDENT. --The Vice President, who shall serve as President-Elect, shall perform such duties as may be assigned to him by the President or the Board of Directors and he shall assume the office of the President in the event it is vacated and perform the duties and be vested with all the powers and duties of the President in case of his temporary disability or absence.

SECTION 3. SECRETARY-TREASURER. --The Secretary-Treasurer shall cause to be maintained minutes of all meetings of the corporation, the Board of Directors, and shall cause notice of meetings to be issued. He shall have charge of the corporate funds and keep a record of all receipts and disbursements.

SECTION 4. CHECKS, DRAFTS, AND DEPOSITS. --All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Secretary-Treasurer and such other officers or agents of the corporation as shall be determined by resolution of the Board of Directors. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

DUES

SECTION 1. ASSESSMENT. --Annual dues shall be determined at the annual meeting of the membership upon recommendation of the Board of Directors.

SECTION 2. BILLINGS OF ASSESSMENT. --Upon the recommendation of the member from any state, annual dues and/or assessments shall be billed to a particular agency of the state represented in this corporation.

ARTICLE VIII

BOOKS, RECORDS, AND PUBLICATIONS

The Corporation shall keep current and complete books and records of accounts and shall also keep minutes of the meetings of its membership, Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE IX

The fiscal year of the corporation shall be established by the Board of Directors and unless otherwise altered shall be the calendar year.

ARTICLE X

AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adapted by a two-third vote of the Active Members or their proxies present and voting at any meeting of the membership, provided that at least ten days prior thereto written notice is given of the intention to alter, amend, repeal, or to adopt new By-Laws at such meeting, or if no such prior notice is provided that subsequent written notice to all Active Members is given and not more than nine members register a dissent within thirty days after the mailing of such notice.

As amended April 22, 1993 (see Minutes of Mid-Year Meeting, April 22, 1993).

As amended June 15, 1971 (see minutes of Annual Meeting, June 15, 1971).

As amended May 19, 1975 (see minutes of Annual Meeting May 19, 1975).

As amended December 7, 1975 (see minutes of Annual Meeting December 7, 1975).

As amended December 7, 1975 (see minutes of Annual Meeting December 7, 1975).

As amended May 15, 1969 (see minutes of Annual Meeting May 15, 1969).

As amended May 15, 1969 (see minutes of Annual Meeting, May 15, 1969).

As amended June 15, 1971 (see minutes of Annual Meeting, June 15, 1971).

As amend December 7, 1975 (see minutes of Annual Meeting, December 7, 1975).

As amended December 7, 1975 (see minutes of Annual Meeting, December 7, 1975).

The Board altered the Association's fiscal year to begin July 1 and to end June 30 (see minutes of Board of Directors' meeting, October 10, 1974).