

BOARD OF DIRECTORS -- MEMBERSHIP BYLAWS

*ASSOCIATION OF UNIVERSITY CENTERS ON DISABILITIES*

*A U C D*

1100 Wayne Avenue, Suite 1000

Silver Spring, Maryland 20910

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Approved October 15, 2001

Amended August 7, 2006

Amended May 2, 2014

## BOARD OF DIRECTORS -- MEMBERSHIP BYLAWS

### ARTICLE ONE

#### Principal Office, Delaware Office, Mission Seal, and Fiscal Year

Section 1. The title of this Corporation is *ASSOCIATION OF UNIVERSITY CENTERS ON DISABILITIES*.

Section 2. The principal office of the Corporation shall be in Silver Spring, Maryland.

Section 3. AUCD's mission is to advance policies and practices that improve the health, education, social and economic well-being of people with developmental and other disabilities, their families, and their communities by supporting our members in research, education, health and service activities that achieve our vision.

Section 4. The location of this Corporation's registered office in the State of Delaware shall be at 4072 DuPont Building, Wilmington, New Castle County, Delaware 19801. The name of its Registered Agent is *ASSOCIATION OF UNIVERSITY CENTERS ON DISABILITIES*.

Section 5. The Corporation shall have a seal, consisting of a circular flat-faced dye with the name of the Corporation, the year of its organization, and the name of the State of incorporation, so engraved on its face so that it can be embossed on paper by pressure.

Section 6. The Corporation's fiscal year shall be determined by resolution of the Board of Directors.

### ARTICLE TWO

#### *University Center for Excellence Members*

Section 1. Qualifications for Membership. Any program federally funded as a *UCEDD* or *LEND* shall be eligible for membership.

Section 2. Approval. Any eligible organization interested in becoming a member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the Corporation. The Board of Directors shall approve for membership in the Corporation those programs meeting the criteria set forth in this Article. Such approval shall be reported to the full Association membership.

Section 3. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

### ARTICLE THREE

#### Associate Members

Section 1. Objective. The Association recognizes its responsibility to communicate interdisciplinary training methods and specialized information to universities, training programs, and other organizations and individuals who are not full members of the Association. The purpose of the associate membership category is specifically to communicate information to interested organizations and individuals which support the goals of the network. It is not intended that associate membership status be in any way related to an organization's eligibility for federal funds as a *network member*.

Section 2. Application for Associate Membership. Any organization interested in becoming an associate member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the Corporation. One year's payment of dues shall accompany the application and shall be returned in full in the event membership is denied.

Section 3. Election of Associate Members. Election of associate members shall require approval of the Board of Directors. Following the recommendation of the Board of Directors, a majority vote of the members of the Association shall be required to approve the recommendation of associate membership.

Section 4. Associate Membership Dues. Associate membership dues shall be established by the Board of Directors.

Section 5. Voting and Corporate Offices. Associate members in the Corporation shall not have voting privileges.

Section 6. Committee Membership. Associate members may serve on *AUCD* Committees.

Section 7. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel an associate member for cause after an appropriate hearing, and, by the majority vote of those present at any regularly constituted meeting, may terminate the membership of any associate member who becomes ineligible for membership, or suspend or expel any associate member who shall be in default in the payment of dues of the period fixed hereinafter.

Section 8. Resignation. Any associate member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the associate member so resigning of the obligations to pay dues, assessments, or other charges theretofore accrued and unpaid.

Section 9. Reinstatement. On written request signed by a former associate member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former associate member on such terms as the Board of Directors may deem appropriate.

Section 10. Transfer of Membership. Associate membership in this Corporation is not transferable or assignable.

## ARTICLE FOUR

### Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held for the purpose of updating the members on the state of the Association and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members having voting rights, at a place designated by the Board of Directors.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten days before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4. Electronic Communication. Members of the Association may conduct business of the Association, including voting, through electronic communication. Decisions reached through electronic voting shall require the participation of a majority of the members.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Members holding fifty-one percent (51%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member in-good-standing is entitled to vote by proxy executed in writing by the member. No proxy shall be valid after 12 months from the date of its execution, unless otherwise provided in the proxy.

## ARTICLE FIVE

### Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Delaware.

Section 2. Number, Tenure, and Qualifications. The Board of Directors will consist of not more than nineteen (19) voting members of which four members shall be officers as set forth in Section 1 of Article Six of these Bylaws. The Board of Directors shall include five (5) members-at-large elected from the general membership of directors, associate directors or other senior staff with substantial programmatic and budgetary responsibilities of Association member organizations; the Chairperson of the Council on Technology and Innovation in Interdisciplinary Services; the Chairperson of the National Training Directors Council; the Chairperson of the Community Education and Dissemination Council; the two Co-Chairs of the National Multicultural Council; the chairperson of the Council on Research and Evaluation and two Co-Chairs of the Council on Community Advocacy. Each Past President of the Association shall serve for two (2) years after the completion of his or her term as President.

No two (2) at-large or executive committee members serving on the Board of Directors shall be from the same Association member; however, such restriction shall not apply in the case of Council members serving on the Board of Directors at the same time as program executives.

Members of the Board of Directors, except Past Presidents, shall serve for terms of three (3) years. Annually, one-third of the membership whose terms expire in that year, shall be elected except for Past Presidents serving on the Board. Members may

not serve two (or more) consecutive terms, except when elected to a position of officer of the Board.

The Chairperson/Board representative of each Council serving on the Board of Directors shall be elected in accordance with the procedures established by the Council to the extent permitted by Delaware law and approved by the Board.

The Board by majority vote shall have the authority to establish and define non-voting categories of membership, including but not limited to, a Trainee Representative.

Section 3. Regular and Special Meetings. The Board of Directors shall meet at least two (2) times each year; and at least one of these meetings will be during the annual meeting of the Association. The Board shall also meet from time to time upon written call of the President or upon written request of at least two members of the Board. A majority of the total number of members of the Board shall constitute a quorum for transacting business.

Section 4. Notice. Notice of any meeting of the Board of Directors shall be given to each member of the Board in writing at least seven (7) days preceding the meeting date. However, the presence of a member of the Board at any meeting constitutes a waiver of any failure to give notice to him/her as to such a meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the members are present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Board of Directors Decisions. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

Section 7. Telephonic and Electronic Communication. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone, relay/telecommunication device, real time computer or video conference or similar communications equipment by means of which all persons participating in the meeting can exchange comment. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 8. Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the authorized number of members of the Board arising at any time other than at the expiration of term, and by any vacancy in any office by reason of death, resignation or removal or by reason of the creation of a new office, shall be filled by a majority of the remaining members though less than a quorum. Each member so elected shall serve until the next annual meeting of members of the Association and until such selection is approved or a successor is elected. Any member of the Board of Directors may at any time resign by written resignation filed with the Secretary of the Association.

Section 9. Compensation. Members of the Board of Directors as such shall not receive any stated salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any member from serving the Corporation in any other capacity and receiving compensation therefore.

## ARTICLE SIX

### Officers

Section 1. Officers. The officers of the Corporation shall be a President, a President-elect, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board or using electronic mail. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor has been duly elected and qualifies as a representative from a member program in good standing.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

## ARTICLE SEVEN

### Committees

Section 1. Committees of Board of Directors Members. The Board of Directors, by resolution adopted by a majority of the Board members in office, may designate one or more committees, each of which shall consist of two or more Board members, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Corporation; but the designation of

such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual member thereof, of any responsibility imposed on him by law.

Section 2. Standing Committee. The Board of Directors, by resolution adopted by a majority of the members in office, shall appoint, no fewer than three (3) nor more than nine (9) members to standing committees.

Section 3. Ad Hoc Committees. The Board of Directors, by resolution adopted by a majority of the members in office, may appoint members to ad hoc committees for such purposes as the Board may determine.

Section 4. The charge to each committee will include a sunset date at which time the committee will submit a final report. The original charge shall not be less than three (3) years and shall not exceed five (5) years. At the conclusion of the committee term the Chair may petition the Board, in writing, for a new charge.

Section 5. Chairpersons, Ex Officio Members, Functions and Responsibilities of Committees. Committee chairpersons shall be appointed by the President subject to the approval of the Board of Directors.

The President shall be an ex officio member of all committees.

The functions and responsibilities of all committees herein established shall be determined by the Board of Directors, and all activities of such committees shall be subject to approval by the Board.

## ARTICLE EIGHT

### Council on Technology and Innovation in Interdisciplinary Service

Section 1. Membership. There is established a Council on Technology and Innovation in Interdisciplinary Service whose membership shall consist of association members in good standing, designated by that Center Director as “the Interdisciplinary Service Director/Coordinator”. If no such position exists, a designee who best represents the overall Interdisciplinary Service interests of that Center shall be designated to the Council by the program’s Director.

Section 2. Functions. The Council on Technology and Innovation in Interdisciplinary Service shall provide a forum for identifying the mutual needs and issues of association members providing services and for promoting collaboration across the network in order to improve the quality and effectiveness of service delivery.

Section 3. Rules. The Council on Technology and Innovation in Interdisciplinary Service shall establish such rules as it deems necessary which are consistent with the Corporation bylaws. The Council's rules shall be approved by the Board of Directors.

Section 4. Report at Annual Meeting. The Council on Technology and Innovation in Interdisciplinary Service shall provide a report of its activities to the Board for its report to the membership at the annual meeting.

## ARTICLE NINE

### Supporting Sponsors

Section 1. Qualifications. Any organization, group of individuals or individuals interested in promoting the goals and objectives of the Corporation, shall at the invitation and direction of the Board of Directors be recognized as supporting sponsors.

Section 2. Participation in Professional Activities of Corporation. Supporting sponsors have no rights of membership, but may be invited to participate and share in the professional activities of the Corporation. The Board of Directors shall from time to time determine appropriate categories of supporting sponsors and rights and privileges to be accorded to such categories of supporting sponsors.

## ARTICLE TEN

### Elections

Section 1. Nominating Committee. With respect to all elections for at large membership to the Board of Directors, the President shall appoint a nominating committee that includes at least two representatives who are members of the Board of Directors and at least two representatives who will be elected by the membership at large.

Section 2. Slate of Candidates. The Nominating Committee shall solicit nominations for members at large from the full membership in advance of the annual meeting. The Nominating Committee shall review nominations and present a slate of proposed candidates to the full membership via electronic or postal mail.

Section 3. Voting. A candidate must secure the majority vote of the members in good standing in order to become a member of the Board of Directors.

Section 4. Vacancies. In the event, or if at any time, by reason of death or resignation or other cause, a vacancy is created on the Board of Directors, the Board may appoint a replacement by a majority vote of its remaining members, and such new members shall serve out the remainder of the particular term vacated. Such appointee will be eligible for re-election to a full consecutive term.

## ARTICLE ELEVEN

### Dues

Section 1. Annual Dues. The Executive Committee shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members, and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable on or before the first day of October in each year. The Board of Directors may establish assessment fee for late payment of dues and incentive plans for prepayment of dues. Dues of new members and associate members shall be prorated from the first day of the month in which such new member is elected.

Section 3. Delinquent Dues -- Penalties. Members delinquent in annual dues for one year shall be placed on probationary status. Members in a probationary status for one year may be expelled from membership unless good faith effort is being made by the member to meet its obligations. Assistance from *AUCD* must also have been offered during the year prior to termination and the opportunity offered for a hearing before the Executive Committee of the Board.

Section 4. Members delinquent in annual dues payment for six months or as of forty-five days in advance of the annual meeting shall not be considered in good standing and as such will be ineligible for such privileges of membership as are determined by members in good standing status.

## ARTICLE TWELVE

### Parliamentary Procedure

Meetings of the members, Board of Directors, Executive Committee, Councils and other working groups with a charge from the Board and/or President shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE THIRTEEN

### Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors must authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into contracts or execute and deliver instruments in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be authorized by such officer or officers, agent or agents (see Section 1).

Section 3. Financial Procedures. The Board of Directors shall direct the Executive Director to adhere to all procedures regarding financial operations of the Corporation as described in the Financial Procedures Manual, which shall be reviewed annually by the Board of Directors.

Section 4. Gifts. The Board of Directors is responsible for accepting or refusing any contribution (including contributions in kind), gift, bequest, or device for any purpose of the Corporation.

Section 5. Acknowledgment. The Corporation shall provide written acknowledgment to each donor for the amount of a gift in cash or valued in-kind during a fiscal year.

## ARTICLE FOURTEEN

### Books and Records

Section 1. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, Councils, and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. An annual report acknowledging members in good standing shall be provided to the membership at the time of the annual meeting of the Association or forty-five (45) days in advance of or following the annual meeting.

## ARTICLE FIFTEEN

### Amendments

These bylaws may be altered, amended or repealed only by the affirmative vote of two-thirds of the members of the Association. Voting may be conducted at any meeting at which a quorum is present, or through electronic mail. Members of the Association must receive 60 days advance notice of proposed changes to amendments before voting will be conducted.

## ARTICLE SIXTEEN

### Database Reporting

Each *network* member shall prepare and submit annually the *AUCD* database report to the national office. The reports' contents and submission date shall be in accordance with the *AUCD* database requirements which shall be designed for the

purposes of documenting and justifying federal support and for individual and collective *network* management and planning.

## ARTICLE SEVENTEEN

### Affiliate Members

Section 1. Objective. The Association recognizes the need to provide interested organizations and associations the opportunity to participate in *AUCD* functions.

Section 2. Application for Affiliate Membership. Membership in the Corporation as an Affiliate Member shall be by invitation with an *AUCD* member serving as a sponsor for the application.

Section 3. Affiliate Member Dues. Affiliate membership dues shall be established by the Board of Directors.

Section 4. Voting and Corporate Offices. Affiliate members in the Corporation shall not have voting privileges nor be eligible to serve as officers of the Corporation.

Section 5. Committee Membership. Affiliated members may serve on *AUCD* Committees.

Section 6. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel an affiliate member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any affiliate member who becomes ineligible for membership, or suspend or expel any affiliate member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 7. Resignation. Any affiliate member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the affiliate member so resigning of the obligations to pay dues, assessments, or other charges theretofore accrued and unpaid.

Section 8. Reinstatement. On written request signed by a former affiliate member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former affiliate member on such terms as the Board of Directors may deem appropriate.

Section 9. Transfer of Membership. Affiliate membership in this Corporation is not transferable or assignable.

## ARTICLE EIGHTEEN

### Council on Community Advocacy

Section 1. Membership. The membership of the Council on Community Advocacy shall be one individual with developmental disabilities or immediate family member representative identified by each member organization of the Association.

Section 2. Function. The Council on Community Advocacy shall enhance the mission of the Association through representing issues and concerns of people with developmental disabilities and their families.

Section 3. Rules. The Council shall establish such rules as it deems necessary which are consistent with Corporation bylaws. The Council's rules shall be approved by the Board of Directors.

Section 4. Co-Chairperson. The Council will select two co-chair people (a person with a disability and a family member), each of whom will serve for a three- year term.

Section 5. Report at Annual Meeting. The Council shall provide report of its activities to the Board for its report to the membership at the annual meeting.

## ARTICLE NINETEEN

### National Training Directors Council

Section 1. Membership. There is established a National Training Directors Council whose membership shall consist of one representative from each member program of *AUCD* who shall serve an unlimited term as long as s/he is the pre-service education and training Director/Coordinator. If no such position exists, a designee who best represents the overall pre-service education and training interests of that *AUCD* member program shall be designated to the Council by the program's Director.

Section 2. Functions. The National Training Directors Council shall: serve as a focus for the identification and discussion of issues regarding pre-service education and training; serve as a representative voice of the pre-service education interests and concerns within the network; and influence the development and implementation of national pre-service training and education policies and initiatives.

Section 3. Rules. The Council shall establish rules as it deems necessary which are consistent with the Corporation bylaws. The Council's rules shall be approved by the Board of Directors.

Section 4. Report at Annual Meeting. The National Training Directors Council shall provide a report of its activities to the Board for its report to the membership at the annual meeting.

## ARTICLE TWENTY

### Community Education and Dissemination Council

Section 1: Membership. There is established a Community Education and Dissemination Council whose membership shall consist of one representative from each member program of *AUCD* who shall serve an unlimited term as long as s/he is the community education Director/Coordinator. If no such position exists, a designee who best represents the overall community education interests of that *AUCD* member program shall be designated to the Council by the program's Director.

Section 2: Functions. The Community Education and Dissemination Council shall: serve as a focus for the identification and discussion of issues regarding community education; serve as a representative voice of the community education interests and concerns within the network; and influence the development and implementation of national community education policies and initiatives.

Section 3. Rules. The Council shall establish such rules as it deems necessary which are consistent with the Corporation bylaws. The Council's rules shall be approved by the Board of Directors.

Section 4. Report at Annual Meeting. The Community Education and Dissemination Council shall provide a report of its activities to the Board for its report to the membership at the annual meeting.

## ARTICLE TWENTY-ONE

### National Multicultural Council

Section 1: Membership. There is established a National Multicultural Council whose membership shall consist of one representative from each member program of *AUCD* who shall serve an unlimited term as long as s/he is the Multicultural or diversity Director/Coordinator. If no such position exists, a designee who best represents the overall Multicultural and diversity interests of that *AUCD* member program shall be designated to the Council by the program's Director.

Section 2: Functions. The National Multicultural Council shall: serve as a focus for the identification and discussion of issues regarding cultural competence and cultural diversity; serve as a representative voice of the cultural diversity and cultural competence interests and concerns within the *AUCD* network; and influence the development and implementation of national policies and initiatives relevant to achieving and sustaining cultural competence and cultural diversity within each member program.

Section 3: Rules. The Council shall establish such rules as it deems necessary which are consistent with the Corporation bylaws. The Council's rules shall be approved by the Board of Directors.

Section 4. Co-Chairperson. The Council will select two co-chairs who shall be members from underrepresented racial and ethnic backgrounds, each of whom will serve for a three-year term.

Section 5: Report at Annual Meeting. The National Multicultural Council shall provide a report of its activities to the Board for its report to the membership at the annual meeting.

## ARTICLE TWENTY-TWO

### Leadership Education in Neurodevelopmental and Related Disabilities Program (LEND) Members

Section 1. Qualifications for Membership. Any program federally funded as a Leadership Education in Neurodevelopmental and Related Disabilities Program shall be eligible for membership in the Corporation.

Section 2. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereafter.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay due, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 7. LEND Membership Dues. LEND Membership dues shall be established by the Board of Directors.

## ARTICLE TWENTY-THREE

### Council on Research and Evaluation

Section 1: Membership. There is established a Council on Research and Evaluation whose membership shall consist of one representative from each member program of *AUCD* who shall serve an unlimited term as long as s/he is the Research Director/Coordinator. If no such position exists, a designee who best represents the

overall research and evaluation interests of that *AUCD* member program shall be designated to the Council by the program's Director.

Section 2: Functions. The Council on Research and Evaluation shall: serve as a focus for the identification and discussion of issues regarding the conducting of research and evaluation; serve as a representative voice of the research and evaluation interests and concerns within the network, and influence the development and implementation of national research and evaluation policies and initiatives.

Section 3: Rules. The Council shall establish such rules as it deems necessary which are consistent with the Corporation by-laws. The Council's rules shall be approved by the Board of Directors.

Section 4: Report at Annual Meeting. The Council on Research and Evaluation shall provide a report of its activities to the *AUCD* Board for its report to the membership at the annual meeting.

## AMMENDMENTS

### June 15, 2004 –

A bylaws change was ratified by 2/3 of the membership (UCEDDs and LENDs) which reflected the change in name and function of the Interdisciplinary Council. (See Article Five and Article Eight)

### September 16, 2005 –

A bylaws change was ratified by 2/3 of the membership (UCEDDs and LENDs) which reflected the change in name for the Council on Consumer Affairs to the Council on Community Advocacy. (See Article Five and Article Eighteen)

### August 7, 2006

A bylaws change was ratified by 2/3 of the membership (UCEDDs and LENDs) which reflected the creation of a Council on Research and Evaluation (See Article Five and Twenty-three)

### May 2, 2014

1. **Word changes to make AUCD by-laws consistent with current terminology and practice:** Since the by-laws were last amended, Councils have changed their names and some terminology; the network has broadened beyond “UCEs” and our mission has been updated to reflect our current activities. These represent non-substantive changes to clarify or conform to our current usage and practice and are in various Articles throughout the by-laws.
2. **Changes to increase our pool of diverse candidates to the Board of Directors:** Over the last year, AUCD has engaged in a diversity initiative aimed at increasing our diversity as a Board, staff and network. In addressing the issue of increasing Board diversity, we were faced with a situation where we might not have any diversity of race or ethnicity on the Board of directors in the future. The limited pool of diverse directors to draw from presented a barrier. We explored various options for increasing ethnic and racial diversity on the Board. Ultimately, the Board with full agreement of the MCC has recommended changes to our by-laws to increase the pool of qualified individuals representing ethnically and racially diverse groups by:
  1. Adding an MCC Co-chair representative as a voting Board member (similar to the Co-Chair position in COCA) and
  2. Changing the definition of qualifications for at-large member positions to include, in addition to Directors and Associate Directors, “other senior staff with substantial programmatic and budgetary responsibilities...”

The rationale for this change is that it will increase the number of well-qualified

individuals from diverse populations for Board membership while ensuring that we are limiting at-large members to those individuals who have broad experience and responsibility within their Centers. These changes are in Articles Five and Twenty One of the by-laws. This change increases the number of voting Board members from 18 to 19.

3. **Changes to increase representation of trainees and others to the Board of Directors:** We have also added a provision that the Board may appoint additional non-voting members. This section responds to our current practice in selecting a non-voting Trainee Representative to the Board from the previous virtual trainee. We kept the provision broad in case at some future time there may be other non-voting representation warranted by current Association needs or in a situation where the virtual trainee is unable to serve as a Board member, we would still be in by-laws compliance. This change is in Article Five of the by-laws. This change increases the total number of Board members to 20.