

# **BY-LAWS OF THE HAWAII STATE COUNCIL ON DEVELOPMENTAL DISABILITIES**

## **ARTICLE I**

### **Name**

The name of this organization shall be the Hawaii State Council on Developmental Disabilities. The word "Council" or "DD Council" may be used hereafter in reference to the organization.

## **ARTICLE II**

### **Authority and Purpose**

#### Section 1 - Authority

The Council is authorized under both State and Federal laws to protect the rights and improve the quality of life of individuals with developmental disabilities. As specified by law, the Council exists within the Hawaii State Department of Health for administrative purposes only.

#### Section 2 - Purpose

The purpose of the Council is to be responsible for planning, coordinating, evaluating, and reporting on the status of residents of Hawaii with developmental disabilities and to fulfill the mandates as described in HRS 333F and in the Federal Developmental Disabilities Assistance and Bill of Rights Act.

## **Article III**

### **Mission and Vision**

**Mission** - The Council is to empower, advocate, and support Individuals with intellectual and developmental disabilities statewide to control their own destiny and determine the quality of life they desire.

**Vision** - Individuals with intellectual and developmental disabilities are equal to all persons and enjoy basic human rights, among them life, freedom, and the pursuit of happiness. They have choices about where they live, work, learn, play, pursue their spiritual beliefs, are respected and receive the supports they need.

**Implementation** - Toward this end, the Council will: work for self-determination; advocate for systems change; provide information, education, planning, serve as conscience/monitor of the State, and promote best practices.

## **ARTICLE IV**

### **Membership**

#### Section 1 - Members

The Council shall consist of at least 25, but no more than 30, voting members, 60 percent of whom shall be family members and/or persons with developmental disabilities, and each of whom shall be a resident of Hawaii, appointed by the Governor, and confirmed by the State Senate in accordance with State and Federal laws. Of the total membership, and to the extent possible, there shall be at least one voting member who shall represent and reside in each of the four Counties.

#### Section 2 - Term

Members of the Council shall be appointed by the Governor to staggered four-year terms in accordance with State and Federal laws.

#### Section 3 - Representation or Public Statements

Any member representing and/or making any public statements on behalf of the Council shall be consistent with adopted Council policies and do so only with the prior knowledge and consent of the Chair. Members may represent their own point of view publicly, but they shall not make any unauthorized statements or representation indicating, directly or indirectly, that their views and the Councils are one and the same if, in fact, they are not.

#### Section 4 - Attendance

Each Council member shall attend at least 75 percent of all business meetings. Failure to meet this standard may be cause for evaluation by the Executive Committee. Based on this evaluation, the Council may vote to send a recommendation for removal to the Governor.

#### Section 5 - Committee Participation

Each Council member shall participate in at least one standing committee. Any resignation from a committee or request for reassignment to another committee shall be made to the Chair who has the prerogative to accept or deny the request and/or make new assignments. The Chair shall consult with the subject committee chair(s) prior to making a final decision on the request(s).

#### Section 6 - Orientation

Each new Council member shall attend any orientation session(s) established by the appointing authority and/or the Council.

## Section 7 - Resignation, Removal, and Vacancies

- a. Resignation of members shall be in writing and take effect upon receipt of notification of the Governor's acceptance of resignation.
- b. The Governor may remove or suspend any member for cause after due notice and public hearing.<sup>1</sup>
- c. A member appointed and confirmed to fill a vacancy shall serve for the remainder of the unexpired term of his or her predecessor.<sup>2</sup>
- d. When the Senate is not in session and a vacancy occurs, the Governor may fill the vacancy with a temporary appointment which shall, unless confirmed by the Senate, expire at the end of the next session. A person receiving an interim appointment shall not be eligible for another interim appointment to such vacancy if the appointment shall have failed to receive confirmation by the Senate.<sup>3</sup>

## Section 8 - Compensation

Members shall serve without compensation but shall be reimbursed for any actual and necessary expenses, including travel expenses, in accordance with law.<sup>4</sup>

## Section 9 - Immunity From and Indemnification for Civil Liability

Members shall: a) be immune from civil action in accordance with law, and b) be indemnified by the State in any civil action founded upon case law of this State for damage, injury, or loss, caused by or resulting from the members performing or failing to perform any duty to which the member was appointed, unless the member acted with a malicious or improper purpose, except when the plaintiff in a civil action is the State.<sup>5</sup>

## Section 10 - Advisory Members

As appropriate, the Council may elect advisory members in order to further the mission of the Council. An advisory member may be nominated by any member of the Council and, if approved by a majority vote, shall then serve at the pleasure of the Council, but shall have no voting privileges. Membership shall be reconfirmed on an annual basis.

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<sup>1</sup>HRS 333E-4, Section 26-34(d).

<sup>2</sup>HRS 333E-4, Section 26-34; Article V, Section 6, Constitution of the State of Hawaii.

<sup>3</sup>Article V, Section 6, Constitution of the State of Hawaii.

<sup>4</sup>HRS 333E-4(3).

<sup>5</sup>HRS 333E-4, Section 26-35.5

## Section 11 - Voting

Each Council member shall be entitled to one vote. Voting by proxy shall not be permitted.

## **ARTICLE V**

### **Officers and Duties**

#### Section 1 - Eligibility

The officers of the Council shall consist of the Chair, Vice-Chair, and Secretary. All officers shall be members of the Council, and each shall perform the duties prescribed by these by-laws and by the parliamentary authority herein. Only those members who are persons with disabilities, parents, or family members may be nominated/elected to the office of Chair. No officer may hold more than one office at a time.

#### Section 2 - Nomination and Election

Nominations for officers shall be made in accordance with these by-laws at the regular business meeting held in March.

Election, unless otherwise provided by these by-laws, shall be by secret ballot at the annual meeting.

#### Section 3 - Term

The officers shall be elected annually for a one-year term and shall assume their duties on July 1. Each officer may be re-elected, but none shall serve more than two (2) consecutive terms for any one office, unless otherwise determined by a two-thirds (2/3) affirmative vote of the entire membership.

#### Section 4 - Vacancies

Vacancies in offices shall be filled by a special election to held within 60 days following the vacancy.

## Section 5 - Duties

- a. Chair. The Chair shall have the usual executive powers as may pertain to the office and as provided by applicable State and Federal laws. These shall include, but are not limited to:
- Presiding at meetings of the Council.
  - Serving as Chair of the Executive Committee and as ex-officio member of any standing committee.
  - Appointing the Chair and members of standing and ad hoc committees.
  - Calling special meetings, as may be deemed necessary.
  - Supervising the Executive Director.
  - Representing the Council at official functions.
- b. Vice-Chair. The Vice-Chair shall assume the duties of the Chair when the Chair is unable or unwilling to serve. S/he may also serve as ex-officio member of one designated priority committee.
- c. Secretary. The Secretary shall be responsible for the minutes of the Council and shall ensure that they are distributed within (thirty) 30 days. S/he may also serve as an ex-officio member of one designated standing committee. S/he shall assume the duties of the Chair or Vice-Chair when either is unable or unwilling to serve.

## Section 6 - Removal of an Officer

If an officer or Committee Chair fails in his/her duties as stated in the by-laws, then any member can request that officer be removed. Such requests must have the approval of two-thirds of the Council.

## **ARTICLE VI**

### **Meetings**

#### Section 1 - Business Meetings

The Council shall conduct its business meetings on the last Monday of every other month beginning in July, unless otherwise decided by the Council.

#### Section 2 - Annual Meeting

The business meeting held in the month of May shall be known as the annual meeting.

### Section 3 - Special Meetings

Special meetings may be called by the Chair, the Executive Committee, or upon the written request of at least five members and the affirmative vote of the Council.

### Section 4 - Committee Meetings

Committee meetings may be called by the Chair of the Committee or by an affirmative vote of a majority of the Committee members.

### Section 5 - Open Meetings

Unless otherwise provided by law, all meetings of the organization shall be open to all members and the general public in accordance with the State Sunshine Law.

### Section 6 - Notice of Meetings

Written public notice of any regular, special, or unscheduled meetings<sup>6</sup> shall be filed in the office of the Lieutenant Governor and posted at the Capitol and the office of the Council for public inspections at least six (6) calendar days prior to the meeting.<sup>7</sup> Notice of the meeting shall also be posted at the site of the meeting whenever feasible.<sup>8</sup>

- a. Notice shall include an agenda listing all items to be considered, the date, time, and place of the meeting.<sup>9</sup>
- b. The Council shall maintain a list of names and addresses of persons who request notification of meetings and shall mail a copy of the notice to such persons at their last recorded address no later than the time the agenda is filed with the office of the Lieutenant Governor.<sup>10</sup>
- c. Agenda changes shall not be made once the notice is filed without a two-thirds recorded vote of all members to which the Council is entitled.<sup>11</sup>

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<sup>6</sup>With the exception of emergency meetings, as provided under Section 92-8, Emergency Meetings.

<sup>7</sup>Section 92-7(b), Notice.

<sup>8</sup>Section 92-7(b), Notice.

<sup>9</sup>Section 92-7(a), Notice.

<sup>10</sup>Section 92-7(c), Notice.

<sup>11</sup>Section 92-7(b), Notice.

## Section 7 - Decision making

All official decisions of the Council must be approved by an affirmative vote of a majority of the members to which the Council is entitled, and all decisions shall be made in accordance with the State Sunshine Law.

## Section 8 - Quorum

Unless otherwise provided herein, quorum shall consist of a simple majority of the members to which the organization is entitled by law.

## Section 9 - Minutes of Meetings

Written minutes of all meetings shall be available within thirty (30) days and shall reflect the matters discussed, official actions taken and the major view of the participants. Minutes shall include, but not be limited to:

- a. The date, time, and place of meeting;
- b. The members of the Council recorded as either present or absent;
- c. The substance of all matters proposed, discussed, or decided;
- d. A record, by individual member, of the votes taken; and
- e. Any other information that any member of the Council requests be included or reflected in the minutes.<sup>12</sup>

Minutes of the meetings are public records and shall be made available within thirty (30) days after each meeting is held<sup>13</sup> for public inspection by any person during established office hours pursuant to law.<sup>14</sup>

## **ARTICLE VII**

### **The Executive Committee**

#### Section 1 - Composition

The Executive Committee shall consist of the elected officers, the immediate past Chair of the Council, and the Chair of each standing committee.

<sup>12</sup>Section 92-9(a), Minutes.

<sup>13</sup>Except for those falling under the provisions of Section 92-5, exceptions where minutes of Executive meetings may be withheld from the public if their publication would defeat a lawful purpose of the Executive meeting, Section 92-9(b), Minutes.

<sup>14</sup>Section 92-15.

## Section 2 - Duties

The Executive Committee shall:

- a. Act for the Council in the interim between business meetings, provided that, except in the case of a bonafide emergency, the affirmative vote of the majority of the Council shall be necessary to ratify such actions;
- b. Prepare an agenda for each Council meeting;
- c. Submit an annual operating budget;
- d. At least quarterly, review and make any necessary revisions to the operating budget;
- e. Receive reports and recommendations from all standing committees; and
- f. Conduct other business as it deems necessary.

## Section 3 - Meetings

The Executive Committee shall meet at least six times each year. The Committee may meet at such other times as may be directed by the Council, the Chair, or by request of at least three members of the Committee.

## Section 4 - Quorum

The quorum of a meeting shall be a majority of those present, and an affirmative vote of the majority of those present shall be required for any action of the committee.

# **ARTICLE VIII**

## **Committees**

Section 1 - Standing Committees shall be established by Council in accordance with Federal Law.

Each Committee shall consist of a Chair and its members, who shall be appointed

annually by the Council Chair.

## Section 2 - Ad Hoc Committees

The Council or its Chair may create ad hoc committees as may be needed to carry out the purpose and mission of the Council. The Chair shall be chosen by the entity creating the Committee.

## Section 3 - Reports

The Chair of each standing committee, Chair of the Council, agency members, and Executive Director shall be given the opportunity to make a report at each Council business meeting.

On an ongoing basis, members of agencies mandated by Federal law to be on the Council shall report to the Council on issues identified by that agency as affecting systems issues relating to developmental disabilities; subjects may include regulatory changes, legislation, gaps and barriers. Whenever possible, each Committee shall first submit its report and/or recommendations to the Executive Committee.

## Section 4 - Nominating Committee

There shall be a Nominating Committee composed of at least three members elected annually by the Council no later than September of each year. The Chair of this Committee shall not be a member of the Executive committee. This committee shall: a) present an annual slate of officers to the Council, and b) make recommendations to fill Council vacancies. Nominations for officers shall be made in accordance with these by-laws at the regular business meeting held in March. Recommendations for new members shall be based on the following criteria:

- a. They represent a group that is mandated to be on the Council;
- b. If they are a person with a disability or family member, they represent a group that will provide a balance of represented disabilities; and
- c. If they represent an agency, they will have expertise in the area of developmental disabilities and have decision-making responsibility.

Persons recommended for membership should have knowledge regarding developmental disabilities issues, be able to devote a minimum of eight hours per month to Council business, and meet the qualifications described in State and Federal law.

The Nominating Committee shall submit its recommendations first to the Council for its review and action and then to the Governor for his consideration.

## Section 5 - Neighbor Island Committees

Kauai and Maui Counties shall each have a committee and Hawaii County shall have two committees to serve as advisory bodies to the Council and as the primary planning, coordination, and advocacy bodies for the Neighbor Islands on behalf of persons with developmental disabilities.

## Section 6 - Community Committees

When necessary, the Council may also participate in community committees. The Chair may request the Executive Director to appoint staff, and/or may appoint Council members who shall participate in the community committees' activities in accordance with the intent of Federal and State laws, Council by-laws, mission, and philosophy. When membership in a new committee is added to Council responsibilities, the Executive Director shall inform the Council as to its purpose and related issues.

## **ARTICLE IX**

### **Budget**

The annual budget shall be prepared by the Executive Director who shall first present it to the Executive Committee which shall then present its recommendations to the Council for official action. The approved budget shall comply with all applicable federal and State fiscal requirements.

## **ARTICLE X**

### **Conflicts of Interest**

Criteria for conflicts of interest established by the State Ethics Commission shall be followed pursuant to Section 84-17, Hawaii Revised Statutes. The Council may develop specific conflict of interest policies to address federal and state requirements.

## **ARTICLE XI**

### **Staff**

## Section 1 - Executive Director

The Executive Director is programmatically responsible to the Council through the Chair. It is his/her responsibility to execute Federal, State, and Council mandates as directed by the Council and to facilitate Council actions. The Executive Director shall serve as professional resource to the Council and assure that its members are fully informed regarding all pertinent issues. S/he shall assure that all applicable Federal and State procedures and regulations are carried out.

The Executive Director is solely responsible for the hiring, supervision, evaluation, and termination of staff in accordance with civil service and State procedures.

The Executive Director shall manage and report to the Council regarding budgetary matters.

The Executive Director shall attend relevant national forums when it is approved by the Council.

#### Section 2 - Hiring or Removal of Executive Director

- a. The hiring of the Executive director will be the decision of the Council (or a properly convened Council hiring committee). All State civil service and personnel rules will be followed.
- b. The Executive Director shall be evaluated annually by the Executive Committee and one member-at-large.
- c. If the Executive Director fails in rectifying issues raised in his/her or evaluation or if there are serious concerns about the Executive Director by any member of the Council, the matter will be taken to the Executive Committee. Reasonable efforts shall be made with the Executive Director to resolve the situation. If those efforts fail and it is the majority vote of the Council that the Executive Director be removed, all Departments of Health and Human Resources Development's procedures, including due process procedures and collective bargaining agreements, shall be followed.

#### Section 3 - Program Staff

Program staff receive direction solely from the Executive Director.

#### Section 4 - Removal of Staff

Removal of staff other than the Executive Director is the sole responsibility of the Executive Director who shall follow all Departments of Health and Human Resources' procedures, including all applicable due process procedures and collective bargaining

agreements.

## **ARTICLE XII**

### **General Provisions**

#### Section 1 - Parliamentary Procedures

All meetings and business shall be conducted in accordance with Robert's Rules of Order; Newly Revised, except as otherwise provided by law [provided by HRS, Chapter 92].

## **ARTICLE XIII**

### **Amendments of the By-laws**

These by-laws may be amended by a two-thirds majority vote of the Council provided that notice of amendments be given to Council members at a preceding Council meeting or by mail at least thirty (30) days before the meeting at which the amendment is to be considered. An amendment shall take effect immediately upon its adoption by the Council, unless otherwise provided.

## **ARTICLE XIV**

### **Severability**

Any part of these by-laws which is found to be inconsistent with any State or Federal laws shall be considered null and void. However, such action shall not affect the remainder of the sections.

By-Laws passed by Council, 1/25/21