

AMENDED BY-LAWS FOR THE  
DEVELOPMENTAL DISABILITIES INSTITUTE, INC.  
(PASSED September 10, 1975 and  
amended through November 2014)

Article I

Name and Purpose

Section 1 – Name

The name of the organization shall be “Developmental Disabilities Institute, Inc.”

Section 2 – Purpose

- a) The purpose of this organization shall be:

To establish, operate and maintain day and residential programs for the care, education, treatment and training of developmentally disabled individuals and to perform any and all acts necessary to accomplish this; to engage in public relations to create a favorable sentiment and to foster a greater feeling of responsibility in the community for the care, treatment, training and education of developmentally disabled individuals; to conduct research into the cause and treatment of developmental disabilities and related disorders; to conduct professional training and advance the field of developmental disability programs, treatment and research; to raise and contribute funds for the foregoing purposes and for other purposes for the benefit of the developmentally disabled persons; to acquire real and personal property by gift, devise, bequest, purchase, lease or otherwise and to construct buildings if necessary to accomplish its corporate purposes and the exercise of its corporate powers and to dispose of real and personal property by sale, lease or otherwise, subject to the provisions of the Not-For- Profit Corporation Law.

Article II

Members

Section 1 – Voting Rights of Classes

Anything to the contrary notwithstanding, only Class I regular members shall have the right to vote in any elections or special meetings as provided for in these By-laws.

Section 2 – Qualifications for Membership

- a) Class I – Regular

Parents or legal guardians of individuals with developmental disabilities currently receiving either residential, educational, early intervention, or adult day services from the Institute shall be eligible for regular membership. If an individual served has both parents and legal guardians, then only the legal guardian(s) is considered the Class I member.

b) Class II – Official

Persons duly elected to the Board of Directors as further defined in Article IV of these By-laws.

c) Class III – Honorary

Persons so designated by the Board of Directors.

d) Class IV – Associate

Person interested in helping the Institute and in the welfare of developmentally disabled people who are not eligible for any other membership category.

Section 3 – Resignation

Membership may be terminated voluntarily.

Section 4 – Suspension and Expulsion

- a) The Board of Directors shall have the power to expel any member of the Institute or to suspend his/her membership for conduct detrimental to the interest, welfare or reputation of the Institute, such action subject to the following rules:
- (i) The Board of Directors shall initiate expulsion or suspension proceedings only upon receipt by the Secretary of a written complaint signed by a member of the Institute and setting forth the conduct deemed to be detrimental to the interest, welfare or reputation of the Institute.
  - (ii) The Board of Directors shall decide whether the complaint shall be entertained.
  - (iii) In case of a decision to entertain the complaint, the Secretary shall send a copy to the accused member together with a request that he submit his response to the charges within 10 days.
  - (iv) Within one month after receipt of such answer, the Board of Directors shall hold a hearing to which both the complaining and the accused member shall be invited and at which they may produce such evidence, including the testimony of witnesses, as shall pertain to the issues raised in the complaint.
  - (v) Within ten days after such hearing, the Board of Directors shall render its decision. Its decision shall be: (1) to dismiss the complaint; or (2) to issue a warning to the accused member; or (3) to suspend membership of the member for a fixed term or until reinstatement by the Board after conditions set by it shall have been complied with; or (4) to expel the accused member, or take any other action deemed necessary and appropriate.
  - (vi) If the complaining member fails without cause to appear at the hearing referred to in Section 4(a)(iv), the complaint will be dismissed.

- b) Any proceedings under this section, including any communications in connection with such proceedings, shall be secret and confidential. Stenographic minutes shall be kept of the proceedings at the request of the accused and the expense of such minutes shall be borne by the accused. Expulsion or suspension of a member of the Institute shall extend to his membership in any Auxiliary of the Institute to which he may belong. A member expelled from the Corporation may not have his/her membership reinstated without the approval of the Board of Directors. Application to the Board for reinstatement may be made by the expelled member no sooner than six months after date of expulsion.

### Article III

#### Meetings of the Members

##### Section 1 – Annual Meetings

- a) An Annual meeting of the members shall be held every year prior to the third Thursday of November. The Chairperson of the Board shall serve as Chairperson of the Corporation and shall preside over this meeting. An annual report shall be presented to the membership by the Board of Directors or by such employees or agents of the Corporation as designated by the Board. Formal notice of the time and place of the annual meeting shall be provided to each member on record with the corporation at least twenty-one (21) days prior to the date of the meeting. However, a preliminary notice of the date of the annual meeting shall be provided at least sixty (60) days prior to the date of the annual meeting. Both formal notice and preliminary notice may be provided by first class mail, personal delivery, facsimile, electronic mail message or any other means authorized by the Not-for-Profit Corporation Law ("NFPCL").

##### Section 2 – Special Meetings

- a) Special meetings of the members may be called at any time by the Chairperson of the Board of Directors and it shall be the duty of the Chairperson to call a special meeting whenever requested to do so in writing by 20% of the total Class I regular membership.
- b) Notice of the time, place and subject of each special meeting shall be provided to each member at least 10 days prior to the date fixed for such meeting and no business other than that stated in such notice shall be transacted at such meeting. Said notice may be provided by first class mail, personal delivery, facsimile, electronic mail message or other means authorized by the NFPCL.

##### Section 3 – Quorum

- a) Subject to any provision in these By-laws requiring a higher quorum for the transaction of any specific type of business, the presence in person or by proxy of the lesser of either the Class I regular members entitled to cast 100 votes or one-tenth of the total number of votes entitled to be cast shall constitute a quorum for the transaction of business at all meetings of the members, provided that a lesser number may adjourn the meeting from

time to time without further notice of the adjournment date or dates until a quorum is present.

#### Section 4 – Procedure

- a) All meetings of the members shall be conducted and all votes at such meetings shall be taken in accordance with these By-laws or in situations not provided for in these By-laws at the discretion of the Chairperson, provided that any objection to a discretionary procedure shall be resolved according to Robert's Rules of Order.

#### Section 5 – Repeal of Acts of the Board of Directors

- a) At any annual or special meeting, motions may be made to overrule and repeal any decision of the Board of Directors subject to the restrictions of Article III Section 2(b) of these By-laws. Passage of such motion shall require 2/3<sup>rd</sup> vote of the Class I members present, in person or by proxy, provided that a special quorum of 1/3 of the Class I regular membership shall be present, in person or by proxy, as defined in Article II, Section 2. The provisions of Article III, Section 6 shall apply at such meeting.
- b) Any expenditures made or any other action taken pursuant to a decision of the Board of Directors prior to the repeal of such decision shall be valid and binding upon the Institute unless it is legally possible to rescind, revoke, annul or recall such expenditure or action.

#### Section 6 – Voting

- a) All actions and questions at any meeting of the members, except as otherwise provided by law or by these By-laws, shall be decided by majority vote of those votes cast either in person or by proxy.
- b) Only Class I regular members may vote at any annual or special meeting.
- c) One vote may be cast by each Class I member on behalf of each individual, as defined in Article II, Section 2(a), receiving services from DDI. In the event that two ballots are received in behalf of one individual, each such ballot will be given 1/2 weight.
- d) Only the Class I member may cast a vote on behalf of an individual. This vote must be cast in person or by proxy as permitted in Article III Section 6 (e), (f), (g) and (h).
- e) Any Class I regular member who cannot attend a meeting of the members may cast a vote by proxy on issues specified by him\* in said-proxy and in accordance with the provisions of this article and given that no other Class I regular member eligible to cast the vote for the same individual is present at the meeting. Such proxy must be signed and dated by the member and the proxy or a copy thereof must be given either to another Class I

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\* All references to the male gender shall be equally applicable to and are intended to include the female gender.

regular member or to a person designated to receive proxies, if one has been so designated, by the Board of Directors prior to the vote and will be exercised by the holder of the proxy as long as the proxy is clearly appropriate at the time the vote is taken. Proxies may be delivered to the Institute by first class mail, personal delivery, facsimile, electronic mail message or other means authorized by the NFPCL.

- f) No proxy may vest any discretionary authority in the holder of the proxy.
- g) Every proxy is revocable at the pleasure of the member executing it.
- h) Proxy forms may be distributed by the Institute to any Class I-regular member. No endorsements shall accompany any proxy form sent by the Institute to any member.

#### Article IV

##### Board of Directors

##### Section 1 – Members

- a) The Board of Directors of the Institute shall be composed of no less than 10 and no more than 18 elected Directors plus the President or other officer of the Parent's Association, who has been designated by the Parent's Association to serve on the Board of Directors, which designee shall serve ex officio with vote. Five of the elected Directors on the Board of Directors shall be Class I regular members of the Corporation. These Directors may be referred to as "Class I Directors." In addition, no more than three (3) persons who are relatives of individuals with developmental disabilities receiving either residential, educational, early intervention or adult day services from the institute but are not Class I regular members may be elected to the Board of Directors. Such persons may be referred to as "Family Directors." The remaining Directors may be referred to as "At Large" Directors. Except as provided in Paragraph (c) of Section (2) of this Article, no person who is eligible to serve as a Class I Director may serve as a Family Director or At Large Director.
- b) For purposes of this section, relative shall be defined as a brother, sister, child, grandparent, first cousin, aunt or uncle, whether such relationship arises by reason of birth, marriage or adoption.

##### Section 2 – Term of Office

- a) Directors shall be elected at the annual meeting and shall assume office on January 1<sup>st</sup> of the year following their election.
- b) All Directors shall be elected to three year terms. Directors may serve consecutive terms.
- c) If at any time during the term of an At Large Director, he should become eligible to serve as a Class I or Family Director, or if at any time during the term of a Class I Director he

should cease being eligible to serve as a Class I Director, he shall complete the remainder of his term and at such time become subject to Article IV, Section 1.

### Section 3 – Term – Limits

- a) Each member of the board of directors will be limited to three (3) consecutive full terms. In order to be eligible for additional terms, the board member must have a break in service of at least one year before he/she is eligible to be re-elected to the board.
- b) Each officer of the board is limited to three (3) consecutive terms in any one office. In order to be eligible for additional terms in the same office, the board member must have a break in service from the office of at least one year before he/she can be re-appointed to that office

### Section 4 – Nominating Committee

- a) The Chairperson of the Board shall appoint no later than March 30 a Nominating Committee composed of a minimum of 3 Directors to prepare a slate of candidates for election to the Board at the following annual meeting. The Nominating Committee shall consist exclusively of Directors whose terms are not expiring that year.
- b) This committee will meet with the candidates of their choosing and prepare a brief report on the qualifications of each proposed nominee that will be sent to all members of the Corporation with the announcement of the annual meeting. The Committee shall also meet with all existing Board members standing for reelection and prepare a similar statement including the attendance of the Board member over the past term of office.
- c) In the year in which the Board Chairperson is standing for reelection, the Vice Chairperson or other Board member designated by the Chairperson shall in his place appoint the nominating committee.
- d) The Nominating Committee shall submit its slate of candidates to the Board of Directors no later than June 30 of each year. Immediately after being presented to the Board of Directors, the slate shall also be posted in each non-residential facility operated by the Corporation with a notice that additional nominations may be made as specified in Article IV, Section 4 (e) of the By-laws.
- e) Other nominations may be made in writing, signed by 15 Class I members of the Corporation and consented to in writing by the nominees. Such additional nominations must be filed with the Secretary at the Institute on or before September 30.

### Section 5 – Powers of the Board of Directors

- a) The Board of Directors shall be vested with all powers necessary for the management of the Institute and the promotion of the welfare, objectives and purposes of the Institute.

- b) Without limiting the foregoing, the Board of Directors shall have full power to manage and control the affairs, funds and property of the Institute, provided that authority to employ and retain staff and set staff salaries is to be delegated to the Executive Director.
- c) Subject to the provision of these By-laws prescribing the duties and powers of specific Executive Officers, the Board may confer such duties and powers as it sees fit on a member of the Board designated by it on the recommendation of the Chairperson, or on a group of its members so designated and constituted as a Committee of the Board, or its designated agents or representatives provided that the actions of all members of committees of the Board, agents or representatives shall be subject to review by the Board.
- d) The Board of Directors may, in the event of the absence or incapacity to act of any Executive Officer, confer his duties and powers upon any other member or members of the Board designated by the Board upon the recommendation of the Chairperson.
- e) In the event of the refusal or failure of an Executive Officer or any other member of the Board of Directors to discharge his duties, the Board may, at a special meeting called for that purpose according to Article IV Section 8(b) of these By-laws remove such Executive Officer or other member of the Board of Directors from his office or from the Board and declare his office or seat on the Board to be vacant, provided that such action to remove shall require at least 2/3 affirmative votes present and that it shall not be taken until the Executive Officer or member of the Board concerned shall have been given an opportunity to be heard.
- f) Any one or more of the members of the Board may be removed at any time for cause shown by a vote of 2/3 of the Class I regular members present at a meeting called for the purposes of removal as provided for in Article III Section 2 of these By-laws. No vote shall be taken on the question of removal until the member sought to be removed has been given an opportunity to be heard. If the Board member fails to appear or answer the charges, he waives the opportunity to be heard. In this instance, a quorum for this meeting will be the same as that of a special quorum as in Article III, Section 5.
- g) All actions and questions pertaining to the purchase of real estate with a value in excess of one million dollars (\$1,000,000) shall be decided by a vote of 2/3 of the Directors then in office.
- h) All actions and questions pertaining to the opening or closing of programs shall be decided by a vote of 2/3 of the Directors then in office.
- i) The Board shall adopt an annual budget for the next fiscal year by December 31 of each year.
- j) The Board may elect one or more persons to serve as Honorary Directors for a term of up to three years, which may be renewed. Honorary Directors shall be persons of distinction in the community who have agreed to serve. Honorary Directors shall have the right to attend and participate at meetings of the Board, but shall not be entitled to vote. No

person who has been defeated for election to the Board of Directors may become an Honorary Director until the next annual meeting.

#### Section 6 – Attendance

- a) Should any member of the Board of Directors absent himself unreasonably from four consecutive Board meetings, including special meetings, without sending communication to the Chairperson stating his reason for so doing, or if such excuse not be accepted by 2/3 of the Board members, his seat on the Board may be declared vacant, and the Chairperson may forthwith proceed to fill the vacancy in accordance with Article IV, Section 7 of these By-laws.

#### Section 7 – Vacancies

- a) The Board of Directors shall fill by appointment any mid-term vacancy that may occur in an Executive office or in a seat on the Board. The members of the Institute shall be informed forthwith of such appointment. The Executive Officer or the Board member appointed shall serve for the balance of the term of the Executive Officer or Board member whom he replaces. In the event the Board fails to fill an existing vacancy within the 90 days of when the vacancy occurs, any member of the corporation may request a special meeting in accordance with Article III Section 2 for the purpose of nominating and electing an individual to serve the balance of the vacant term.

#### Section 8 – Meetings of the Board

- a) Regular meetings of the Board shall be held no less than six times per year, at such times and places as the Board shall determine.
- b) Special meetings of the Board of Directors may be called at any time by the Chairperson and it shall be the duty of the Chairperson to call a special meeting whenever requested to do so in writing by four members of the Board. Except in cases of extreme emergencies, at least three days notice of the purpose, time and place of a special meeting shall be given to the members of the Board in person or by mail, facsimile, telephone, electronic mail message or other means authorized by the NFPCL, and no other business shall be transacted at such meeting. In cases of extreme emergencies attempts will be made to notify all Board members at the earliest possible time before a special meeting.
- c) At each meeting of the Board of Directors, the Chairperson or, in the absence of the Chairperson, the Vice Chairperson, shall preside, or in the absence of both such officers, a chair chosen by a majority of the Directors present shall preside. The Secretary shall act as Secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, a Secretary shall be chosen by the majority of the Directors present.



### Section 9 – Quorum

- a) A quorum shall consist of a majority of the Board of Directors holding office, but in no event shall it be less than the number specified in the not-for-profit corporation law.

### Section 10 – Votes

All actions and questions at any meeting of the Board of Directors except as otherwise provided by law or by these By-laws shall be decided by a majority vote of those present in person, by telephone or by means of electronic video screen communication. Votes taken by telephone or or by means of electronic video screen communication shall be permitted. In addition, any action required by the Board of Directors may be approved without a meeting by unanimous written consent or unanimous electronic consent of all the members of the Board of Directors. Such unanimous written consent or unanimous electronic consent shall constitute a unanimous vote of the Board of Directors of the Corporation.

### Section 11– Procedures

- a) The Board of Directors shall determine the manner in which its proceedings shall be conducted.

## Article V

### Executive Officers

#### Section 1 – Executive Officers and Terms

- a) The Executive Officers of the Board shall be Chairperson, Vice Chairperson, Treasurer and Secretary.
- b) The Executive Officers of the Board shall be elected by the Board each year and shall hold office for a one year term or until their successors are elected and take office.

#### Section 2 – Powers and Duties of Executive Officers

In addition to any duties and powers that the Board of Directors may confer upon each of them, the duties and powers of the Executive Officers shall be as follows:

- a) The Chairperson shall call and preside at all meetings of the Board of Directors and shall present such suggestions and recommendations to the Board of Directors as may be deemed advisable for the welfare of the organization. The Chairperson shall be an Ex-officio voting member of all committees, except for the Nominating Committee. The Chairperson shall preside over the meetings of the membership and shall ensure that an annual report is submitted to the membership of the corporation. The Chairperson shall appoint the Chairpersons of the various committees and may appoint members to the standing and special committees (as deemed necessary).

- b) In the absence or at the request of the Chairperson, the Vice Chairperson shall have the duties and powers of the Chairperson.
- c) The Treasurer shall monitor the funds and financial activities of the organization under the direction of the Board of Directors and shall ensure that regular financial reports are submitted in writing to the Board. The Treasurer shall render a statement on the condition of the finances of the organization at each meeting of the Board of Directors and shall oversee the keeping of all financial records of the organization.
- d) The Secretary shall ensure that notices are provided and minutes are kept of all meetings of the Board of Directors and the general membership.
- e) In the event of the absence of both the Chairperson and the Vice Chairperson from any meeting of the membership or the Board of the Directors, the Treasurer shall preside. In his/her absence, the Secretary shall preside.
- f) Those operational and administrative requirements associated with powers and duties of Executive Officers may be assigned by the Board of Directors to employees and employed agents of the corporation.

### Section 3 – Compensation

- a) No Officer or Member of the Board of Directors shall receive any compensation for his services as Officer or Member of the Board. All expenses incurred by an Officer or Member of the Board in the performance of his duties as such shall be reimbursed out of the general funds of the Institute upon proper declaration being made in writing and approved by the Board. Nothing in this section shall be construed to preclude an Officer or Director from serving the Institute in the capacity of employee or in any other capacity and receiving compensation for services so rendered, provided however, that the Chairperson shall not also be an employee of the Institute.

## Article VI

### Committees

#### Section 1 - Standing And Ad Hoc Committees

The Board of Directors shall establish standing and ad hoc committees as deemed necessary to fulfill the organization's mission.

1.1 The standing committees of the Board shall include:

- a) Executive Committee – This committee shall be comprised of the Chairperson, Vice Chairperson, Secretary and Treasurer. This committee will act in the place of the full Board of Directors when situations warrant that issues be dealt with in a timely manner.

The Executive Committee will also review the performance of the executive director as well as ongoing training needs of the Board of Directors.

- b) Finance Committee – This committee will guide and assist in the preparation of an annual budget to be presented to the Board of Directors for approval. In addition, the committee will monitor and review regular financial statements of the organization and report their findings to the Board of Directors. The Finance Committee will provide recommendations to the Board of Directors regarding approval policies for authorized signatures for payment.
- c) Audit Committee – This committee shall oversee the process for implementing an independent financial review of the agency's financial records. The Audit Committee shall be comprised solely of independent directors (as defined in the NFPCL).

1.2 The standing committees of the Corporation shall include:

- a) Human Resources Committee – This committee will guide in the development of human resource policies of the organization and will make recommendations to the Board for implementation. It will also provide the Board of Directors with recommendations for benefit packages for the agency's employees.
- b) Incident Review Committee – This committee will review and monitor incidents and allegations as defined by the organization's policies. The Committee's responsibilities will also include making recommendations to the Board concerning policy changes to assist in preventing future incidents.
- c) Nominating Committee – For description of this committee's role, see Article IV, Section 4.

From time to time, the Board of Directors may determine that additional standing committees are required for the organization to meet its missions and as a result, the Board will be authorized to establish such standing committees. The duties of each such additional standing committee can be amended as the Board of Directors sees necessary.

#### Section 2 – Meetings and Procedures

- a) Each Committee shall hold such meetings as may be necessary for the performance of its duties and it shall be the duty of the Chairperson of each Committee to convene such meetings. At all meetings of any Committee, the presence of the majority of its members shall constitute a quorum for the transaction of business. All questions and actions before any such meeting shall be decided by a majority vote of those present.

### Section 3 – Review by the Board

- a) All Committees shall carry out their duties under the supervision of the Board of Directors and their actions shall be subject to review by the Board. All Committees shall render reports to the Board or meetings of Members when requested to do so by the Board or by the Chairperson.

## Article VII

### Parent Organization and Auxiliaries

#### Section 1 – Scope

A Central Parent Organization and, under its auspices, satellite auxiliaries in local areas may be formed. The Parent Organization and its auxiliaries shall operate under the guidance of the Board of Directors of the Institute and shall engage only in such activities as shall have the approval of the Board.

#### Section 2 – Finance

- a) Auxiliaries shall turn over to the Institute, at least once a year, all funds collected by them in excess of an actual and necessary amount for administration and operating expenses of the auxiliary.

### Amendments and General

#### Section 3 – Amendments

These By-laws may be amended in the following manner:

- a) A proposal for an amendment may be made by resolution of the Board of Directors. A proposal for an amendment may also be made by at least 15 Class I regular members of the Corporation; such a proposal shall be filed with the Secretary and shall bear the signature of the proposing members.
- b) The Secretary shall, as soon as possible mail copies of a proposed amendment to the members of the Institute.
- c) The proposed amendment shall be submitted at the next annual or special meeting of the members held at least 10 days after mailing the text to the members.
- d) The proposed amendment may be amended at this meeting.
- e) This amendment may be accepted by 2/3 votes as defined under Article III, Section 6 of these By-laws.

## Article VIII

### Operations of the Institute

#### Section 1 – Fiscal Year

- a) The fiscal year of the Institute shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

#### Section 2 – Audits

- a) The books and records of the Institute shall be audited at least once a year by a Certified Public Accountant who is not a member of the Board of Directors, or a member of the Institute.

#### Section 3 – Checks and Drafts

- a) All checks and drafts and other instruments for the withdrawal of funds of the Institute in amounts equal to or greater than \$1,000 shall be signed by no less than two of the following: the Chairperson, Treasurer or employees of the Corporation who are specifically designated by the Board of Directors as authorized signatories for purposes authorized by the Board of Directors. All other checks and drafts and other instruments for the withdrawal of funds of the institute shall require only one such signature.

#### Section 4 – Dissolution

- a) In the event of dissolution, all of the remaining assets and property of the Institute shall after necessary expenses therefore be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1964, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will accomplish the general purposes for which this organization was formed.

#### Section 5 – Non-discrimination Policy

- a) The Institute will not discriminate on the basis of any race, color, national and ethnic origin, gender, sexual orientation, disability and any other protected class and will make available to all the rights, privileges, programs and activities generally accorded or made available to individuals of the Institute.

#### Section 6 – Conflict of Interest

Any member of the Board of Directors, officer or key employee who may be involved in a DDI business transaction in which there is a possible conflict of interest shall in good faith promptly notify the Chairperson of the Board of the material facts concerning such interest. Proposed transactions in which there is a possible conflict of interest shall be approved by the Board of Directors only if the transaction is fair, reasonable and in the best interests of the Institute at the time of the determination. The officer, director or key employee shall refrain

from voting on any transaction, participating in deliberations concerning it, or using personal influence in any way in the matter. The officer's or director's presence may not be counted in determining the quorum for any vote with respect to DDI business transaction in which he or she has a possible conflict of interest. However, the officer's or director's presence may be counted towards determining the quorum in votes on all other matters. The board of directors shall create policies on conflict of interest issues and inform the board members and designated staff of those policies.

#### Section 7 – Administration

**Executive Director** – The board of directors shall select and appoint an Executive Director who shall serve as the chief executive officer of the corporation and who shall serve in a non-voting, advisory capacity to the board of directors and its committees. The Executive Director shall be responsible for ensuring proper implementation of board policies and directives as well as carrying out the organization's mission. The Executive Director shall act as the duly authorized representative of the organization in all matters in which the Board of Directors has not formally designated some other person to act. The Executive Director shall have the authority to employ, supervise, evaluate and terminate other employees of the organization, determine their salary levels and have the ability to designate those responsibilities as deemed necessary to other employees of the organization. He/she shall establish job descriptions for each job in accordance with board approved budgets and regulatory requirement. The Executive Director shall manage and supervise the operations of the organization, including management of the facilities, assurance the organization is operating in a sound financial matter and that sufficient employees are hired by the organization to provide the services necessary to meet the organization's mission.

#### Amendments

December 1980

January 1992

June 1999

January 2002

November 2005

November 2009

November 2014