

**GOVERNOR'S COUNCIL ON DISABILITY  
BY-LAWS**

**Adopted:** October 21, 2005  
**Amended:** October 16, 2008  
**Amended:** February 9, 2015

ARTICLE I. NAME

Section 1. General

The name of the organization shall be the "Governor's Council on Disability" (herein "GCD").

ARTICLE II. LEGAL AUTHORITY

Section 1. General

The GCD is an agency of the State of Missouri created, organized, and existing pursuant to § 37.735 RSMo., *et. seq.* These By-Laws have been duly adopted by the Council in accordance with the provisions of § 37.340 RSMo.

Section 2. Controlling Authority - Event of a Conflict

The provisions of state law shall control in the event there is a conflict between these By-Laws and the provisions of § 37.735 RSMo., *et. seq.*

Section 3. Operative Effect of By-Laws

In the event state, or federal law, is silent on an issue, the provisions of these By-Laws shall govern.

ARTICLE III. DUTIES OF THE COUNCIL.

The duties of the GCD shall be those as more particularly set forth in § 37.740 RSMo. These duties and responsibilities shall include, but shall not be limited, to:

- a) Act in an advisory capacity to all state agencies and have direct input to all divisions of the Office of Administration on policies and practices which impact people with disabilities;
- b) Work and cooperate with other state commissions, councils or committees pertaining to disabilities and other national, state, and local entities to create public policies and encourage system changes which eliminate barriers to people with disabilities;

- c) Advocate for public policies and practice which promote employment of people with disabilities, expand opportunities in all aspects of life and promote awareness of and compliance with various federal, state, and local laws dealing with disabilities;
- d) Gather input from disability-related organizations and report the results of information gathered in reports to the Governor;
- e) Prepare an annual report to be presented to the governor not later than January first of each year;
- f) Promulgate such By-Laws as may be reasonably necessary for the efficient operation of the Council.
- g) Accept grants, private gifts, and bequests, to be used to achieve the purposes of Section 37.735 to Section 37.745 RSMo.

#### ARTICLE IV. MEMBERSHIP

##### Section 1. General

The Council shall consist, as provided by law, of twenty members appointed by the Governor, a Chair who shall be appointed by the Governor and confirmed by the Missouri Senate, and as a non-voting member the Council's Executive Director acting *Ex Officio*. The members, including the Chair, shall have and possess such qualifications as provided by law.

##### Section 2. Term

The term of office for members shall be as provided by law, and unless said member shall resign or otherwise be unable to serve, shall continue in office until their successor be duly named, appointed, and qualified as required by law. Members may be removed for cause by the Governor.

##### Section 3. Vacancies / removal or resignation of Board Member

All vacancies shall be appointed by the Governor in the manner of and as provided by law. A Council member that has 3 consecutive, unexcused absences, shall be presented to the membership for a vote of recommended removal, at the next meeting following the accrual of absences. A request for replacement of the Council member will be presented to the Governor based on a 2/3 vote of the Council members present. Notification of GCD staff, before a scheduled meeting, qualifies as an excused absence.

Section 4. Compensation

The Chair and members shall receive only such compensation for their services and may be paid and/or reimbursed for various expenses in the method and to the extent as is provided by law.

ARTICLE V. OFFICERS & DUTIES

Section 1. Officers of the Council

The Council shall have three officers: a Chair who shall be appointed by the Governor; a Vice-Chair for Programs, and a Vice-Chair for Advocacy.

Section 2. Chair

The Chair shall be appointed by the Governor, subject to the advice and consent of the Senate; and shall serve for such term, or terms, as provided by law.

The Chair shall, unless otherwise unavailable, preside over all meetings, regular and special, of the GCD; and shall perform such other and further duties which are reasonably necessary or incidental to such position which duties shall include, but shall not be limited to, the power to hire the Executive Director, subject to the advice and consent of the Council; the power to direct and supervise the Executive Director with respect to the performance of his/her duties; and shall serve as the appointing authority for all other employees of the GCD in accordance with the Office of Administration's civil service system.

Section 3. Vice-Chair for Programs

The Vice-Chair for Programs shall be the chair of the Programs committee, which shall have general responsibility for overseeing those matters which involve or relate to development and implementation, both for short and long term development of Council goals and projects, the development and oversight of Council sponsored programs and activities, and the performance of such other duties and responsibilities the Chair, the Executive Committee, and/or Council may, from time to time, hereafter assign.

The Programs committee will assist the executive director in developing programs and presentations for the quarterly meetings.

Section 4. Vice-Chair for Advocacy

The Vice Chair for Advocacy shall be the chair of the Advocacy Committee, which shall have general responsibility for overseeing those matters which involve or relate to community outreach in housing, education, employment, and transportation, and the performance of such other duties and responsibilities the Chair, the Executive Committee, and/or Council may, from time to time, hereafter assign.

Section 5. Absence or Unavailability of the Chair

The Vice-Chair for Programs, in the absence or unavailability of the Chair shall preside over all meetings of the Council, regular and special, and shall perform the duties and exercise the power of the Chair, whenever the Chair may be absent or unable to perform such duties whether by illness, absence, resignation, or other circumstances.

The Vice-Chair for Advocacy, in the absence or inability of the Chair and the Vice-Chair for Programs, shall assume and fill such duties and responsibilities.

Section 6. Election and Term(s) of Office

The Chair shall be appointed by the Governor with the advice and consent of the Senate for such term or terms as is more particularly provided by law.

The other Officers, the Vice-Chair for Advocacy, and the Vice-Chair for Programs , absent filling a vacancy for an un-expired term, shall be elected, by a simple majority vote, by the Council for a one year term commencing January 1<sup>st</sup> and ending December 31<sup>st</sup> and may be re-elected for additional terms.

The election of officers, except for the transition period as herein provided, shall be held and conducted during the Council's fourth quarter meeting absent the calling of a special meeting for such purposes. The Council may during a regular meeting or at any special meeting called for such purpose fill, by election, any vacancy, or vacancies, which may hereafter occur; and any person so elected shall hold office for the unexpired portion of such term.

ARTICLE VI. MEETINGS

Section 1. General

Meetings shall be held at least quarterly. Notification of all meetings must be given by the Executive Director of the Governor's Council on Disability at least ten days before the scheduled date of the meeting.

Any meeting besides the quarterly meeting shall be considered a special meeting. A special meeting may be called at any time by the Chair, by either of the Vice-Chairs, by the Executive Committee or upon the written request of five (5) or more members of the Council. Any special meeting notice shall state the specific matters to be considered at the meeting.

Section 2. Quorum

A quorum of the Council for the purpose of holding a meeting and conducting the business of the Council shall consist of one half (½) of the members of the Council duly appointed and qualified but shall exclude any vacancies that may exist.

The Executive Director shall not be considered in determining whether a quorum is present.

### Section 3. Rules

All meetings shall be held with decorum, respect and shall generally be conducted in accordance with Robert's Rules of Order. The Chair may designate a member of the Council to serve as "parliamentarian."

### Section 4. Voting

Any matter requiring a vote of the Council shall be conducted according to Robert's Rules of Order. A simple majority of those present is required of all votes unless otherwise specifically stated in these By-Laws or unless required by statute.

### Section 5. Staff

The Executive Director, unless otherwise excused by the Chair, or other officer acting as the Chair because of illness or otherwise extenuating circumstance, shall be present at all meetings of the Council, all meetings of the Executive Committee, and if available committee meetings.

### Section 6. Open/Closed Meetings

All meetings of the Council, the Executive Committee, and/or one of its Committees (whether standing or ad-hoc) shall be open public meetings, unless otherwise provided by law; and the public is encouraged to attend. A meeting or any portion of a meeting may be closed only as provided by law.

### Section 7. Electronic Participation

Members of the Council may participate in any meeting of the Council, the Executive Committee, and/or any committee meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

## ARTICLE VII. CONFLICT OF INTEREST

### Section 1. Compensation

None of the budget or income of the GCD shall enure to the profit of, or be distributed to any member or officer, or any other private person who is related to a member or officer.

### Section 2. Disclosure and Abstentions

In the event that any member of the GCD is employed by, receives funds from or sits on the board of directors or equivalent of an organization or entity that requests, funds, grants, contracts or other monetary benefits from the GCD, that member shall make full disclosure to

the GCD by completing a Conflict of Interest Disclosure Form and shall abstain from voting on any matter which comes before the GCD regarding the organization and or entity which that member is affiliated with.

This shall apply to any family member who is employed by, receives funds from, or sits on the board of directors or equivalent of any organization or entity that requests funds, grants, contracts or other monetary benefits from the GCD.

## ARTICLE VIII. COMMITTEES

### Section 1. General

The Council Chair, from time to time, may establish such standing committee(s), other than Executive, Programs, and Advocacy, and/or such ad-hoc committees as may be reasonably necessary and appropriate in order to carry out and implement the duties and responsibilities of the GCD. In addition to the Executive Committee, there shall be two other standing committees; Programs and Advocacy.

### Section 2. Committee Chairs and Members – Appointment and Composition

The Council Chair shall appoint a chair for each committee, other than Executive, Programs, and Advocacy, who shall serve at the pleasure of the Council Chair. The Committee Chair in his/her discretion may establish one or more subcommittees; and in this regard, in consultation with the Council Chair, appoint the chair for such subcommittee.

The Council Chair, in consultation with each committee chair, shall appoint to each of the committee(s) other council members. A council member may serve on more than one committee. The Council Chair shall be a member of each of the committees but only in an *ex officio* capacity. The Council Chair and the committee chair(s) shall employ in appointing committee members reasonable efforts so as to match and appoint members to a committee and/or committees, in a manner which is consistent with each member's desires, talents, and abilities.

The Council Chair may also appoint to any of the committees one or more of the State Liaisons who are willing to do so to work with and serve as a non-voting member of one or more committees.

## ARTICLE IX. Executive Committee

### Section 1. Membership and Selection

The Council shall have an Executive Committee. The selection, number, and determination of the membership on the Executive Committee shall be as follows:

1. The Chair of the Council shall be the chair of the Executive Committee.
2. The Vice-Chair of Programs
3. The Vice-Chair of Advocacy
4. At least three additional at large members who shall be elected by the Council

## Section 2. Term of Office

The term of office for each member of the Executive Committee except for the Council Chair and the Council's Executive Director, shall serve for a term commencing on January 1<sup>st</sup> and expiring on December 31<sup>st</sup> of each year. Any member may be appointed, or otherwise, be appointed, for successive terms.

## Section 3. Duties, Responsibilities, and Powers of the Executive Committee

Between meetings of the Council, the Executive Committee shall possess and may exercise any and all powers of the Council in the management of the business and affairs of the Council, to the extent authorized by resolution and adopted by a majority vote of the Council.

The Executive Committee shall have general responsibility for overseeing those matters which involve or relate to the financial administration of the Council, such as the development and implementation of an annual budget, within the guidelines established by the Office of Administration, the development and administration thereof, and oversight with respect to alternative funding sources.

Other duties of the Executive Committee are personnel matters with executive director, implementing the strategic plan, and changes to the mission statement.

Council members shall be notified of all forthcoming Executive Committee meetings and invited, but not required, to attend.

Any action taken by the Executive Committee shall be reported to the full Council which at its next meeting may accept and ratify such action, may accept with such modifications as it deems appropriate, or may reject such action which if so shall be considered as being disallowed.

## Section 4. Records

The Executive Committee shall keep a complete record of its activities and regularly report them to the Council at every meeting thereof. All action taken by the Executive Committee shall be subject to revision, alteration or change by the Council, provided that rights of third persons shall not be affected thereby.

## Section 5. Meetings of the Executive Committee

A majority of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee may determine the time and place for its meetings, the

notice necessary thereof and its rules of procedure.

#### ARTICLE X. AMENDMENTS

These articles may be amended by a two-thirds majority of the quorum at any meeting of the GCD. By-Law changes must be submitted to the entire membership at least ten days prior to any meeting.

#### ARTICLE XI. SEVERABILITY

In the event any of the foregoing articles and/or sections is determined to be contrary to law, that article(s) and/or section(s) is declared to be severed immediately from these By-Laws.

#### ARTICLE XII. ADOPTION

These By-Laws are adopted by a two-thirds majority of those present at the regular meeting of the GCD and are effective as of October 21, 2005. Adopted as amended effective October 16, 2008. Adopted as amended February 9, 2015.