



# ACP- BYLAWS

Revision 2022

ASSOCIATION OF COMMUNITY PROFESSIONALS

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## BY-LAWS

### ARTICLE I

#### NAME

The name of this organization shall be the Association of Community Professionals.

### ARTICLE II

#### PURPOSE

The purpose of this Association shall be to support and promote training of professionals for developing quality opportunities for all persons with developmental disabilities.

### ARTICLE III

#### MEMBERSHIP

Section 1: Membership shall be open to any person who is committed to the purposes and philosophy of this Association. A member shall enjoy those rights and privileges as afforded through this Association.

Section 2: Membership dues shall be set at each annual meeting for the following calendar year.

Section 3: Past Presidents and Vice Presidents shall be granted life membership in the organization.

Section 4: Membership dues shall be payable at the time of the annual membership meeting.

Section 5: Members shall be entitled to voting privileges at annual or special meetings of this Association; to be nominated and elected to an association office or as a board member; and to such other privileges as the Association or the Board of Directors may, from time to time, designate.

Section 6: Adherence to the purpose, philosophy, and code of ethics of this Association shall be a condition of membership.



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## ARTICLE IV

### MEETINGS OF THE ASSOCIATION

Section 1: An annual meeting shall be held each year. The time and place of the meeting shall be set by the Board of Directors at least 30 days prior to the meeting. Notice of such meeting shall be made available to the membership not less than ten, nor more than 60 days prior to the selected date. The annual meeting shall be held within fourteen months of the preceding annual meeting. As circumstances warrant, the annual meeting may be held via any electronic means allowing for member participation.

Section 2: A special meeting of the Association shall be called by the president upon affirmative resolution of the Board of Directors or upon a petition of no less than fifteen percent of the membership. Notice of such special meeting shall be made available to all members at least thirty days prior to the date of the meeting.

Section 3: A quorum at an annual or special meeting shall be constituted by those members who are present.

Section 4: Each member shall be entitled to one vote at an annual or special meeting.

Section 5: Membership meetings, as defined in this Article, shall be the final and ultimate authority on all Association matters.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the president, vice-president, secretary, treasurer, immediate past president and a minimum of 12 and maximum of 21 at-large members elected from the membership.

Section 2: No officer may serve in the same capacity for more than two consecutive one-year terms, except Treasurer and Secretary, which may continue with unlimited one-year terms.

Section 3: The board members present and voting shall constitute a quorum.

Section 4: The Board of Directors shall act on behalf of the Association and have such powers during the period between annual meetings to carry out the purposes and objectives of the Association.

Section 5: The status of any board member may be re-evaluated on an annual basis.

Section 6: The Board of Directors shall meet at least three times each year, including a meeting following the annual membership meeting.

Section 7: Board members shall be elected for a term of three years.



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## ARTICLE VI

### EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall consist of the president, vice-president, secretary, treasurer, immediate past president and three at-large members elected by the board from its own membership at the Board meeting following the annual membership meeting.

Section 2: The vice-president shall assume such duties as are assigned by the president and shall automatically succeed to the presidency should the president resign. The vice-president shall coordinate the activities of the conference committee.

Section 3: The secretary shall keep the minutes of the Association, the Board of Directors and the Executive Committee. The secretary shall provide all Board members with minutes from all meetings of the Association, and the membership with minutes of annual or special meetings.

Section 4: The treasurer shall maintain financial records and make at least quarterly reports to the Board of Directors, and to the Association at the time of the annual membership meeting or upon request.

Section 5: Should an officer vacancy occur, the nominating committee will submit a nomination to the Board of Directors for approval until the next annual membership meeting.

## ARTICLE VII

### NOMINATING COMMITTEE AND ELECTION

Section 1: At the time of the annual meeting, the membership shall elect a nominating committee of four members of the Association of whom no more than two shall be members of the Board of Directors. The immediate past president shall automatically be an additional member of the nominating committee. The nominating committee shall elect its own chairperson.

Section 2: Three members of the nominating committee shall constitute a quorum.

Section 3: The nominating committee shall submit at least one nominee for each office and for each vacancy in the Board of Directors. The slate of nominees shall be made available to the membership at least ten days prior to the annual membership meeting.

Section 4: The chairperson of the nominating committee shall present the slate of nominees at the annual membership meeting. Provision shall be made for the floor to present additional nominations.

Section 5: In the event of a contested election, the president shall make provision for election by secret ballot. A nominee must receive a simple majority vote of those voting to be declared elected.

Section 6: Approximately one-third of the Board of Directors shall be elected at each annual meeting.



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## ARTICLE VIII

### COMMITTEES

Section 1: The standing committees of the Association shall be conference, recognition, public information, fiscal and legislative. The Board shall appoint committee membership at the Board of Directors meeting following the annual membership meeting.

Section 2: The president, in consultation with the Board of Directors, shall appoint such other committees, task forces, and consultants, as he or she may deem necessary to carry out the purposes of the Association.

## ARTICLE IX

### FISCAL AFFAIRS

Section 1: The fiscal year shall be July 1 through June 30.

Section 2: The Board of Directors shall ensure that an annual review is performed by the fiscal committee with the results reported in writing at the Board of Directors meeting prior to the annual meeting.

Section 3: Fiscal discrepancies will be reported immediately to the Executive Committee.

Section 4: All Association accounts shall have two signatories of record.

Section 5: The president or treasurer may approve expenditures without executive committee approval for amounts less than \$200.00. Expenditures over \$200.00 shall require the approval of the majority of the Executive Committee or the Board of Directors.

## ARTICLE X

### PARLIAMENTARY AUTHORITY

Robert's Rules of Orders, newly revised, shall govern the conduct of business in all cases in which they are applicable and are not in conflict with these By-Laws.



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## ARTICLE XI

### AMENDMENTS

Section 1: An amendment shall be considered at a meeting if it has been recommended by resolution of the Board of Directors or if at least twenty-five members sign the proposed amendment. Any such amendment shall be delivered to the secretary at least thirty days prior to the meeting at which it will be considered.

Section 2: These By-Laws may be amended by a two-thirds vote of the members voting at an annual or special meeting of the Association, provided that notice of the proposed amendment has been made available to the membership at least ten days prior to the meeting.

Section 3: A committee will be appointed every two years by the Board of Directors at the meeting following the annual membership meeting to review the By-Laws. The committee shall consist of at least three Board members. Following the review of the By-Laws, recommendations of the committee shall be presented to the Board of Directors at their next meeting.

## ARTICLE XII

### DISSOLUTION

In the event the Association is dissolved as a corporation within the State of Nebraska, and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State, according to the statutes of the state for the dissolving of a non-profit corporation, and such assets as remain shall revert to an escrow account for a period of three years to allow time for reorganization. If reorganization is not accomplished in that length of time, the assets shall then revert to a federal income tax exempt agency or organization serving persons with developmental disabilities as directed by the last elected Board of Directors of this Association