



CONSTITUTION AND BYLAWS

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AAMR CONSTITUTION & BYLAWS

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AMERICAN ASSOCIATION ON MENTAL RETARDATION

CONSTITUTION

ARTICLE I

NAME

The name of the Association shall be "The American Association on Mental Retardation, Inc."

ARTICLE II

PURPOSES

The purposes of the Association shall be as follows:

- a. To provide a professional organization promoting cooperation among those involved in services, training, and research in the field of mental retardation.
- b. To develop and promote preventive measures designed to reduce the incidence of mental retardation.
- c. To support the highest standard of service, training, and research in the field of mental retardation.
- d. To encourage research and to disseminate knowledge in the field of mental retardation.
- e. To encourage the recruitment and development of those who work on behalf of people with mental retardation and to increase student interest in the field of mental retardation.
- f. To review and influence public policies in order to promote the welfare of people with mental retardation, their families, and those who work on their behalf.
- g. To promote the development of appropriate community based services and supports for people with mental retardation.

ARTICLE III

MEMBERSHIP

Membership in the Association shall consist of professional people interested in the study, habilitation, care, and support of people with mental retardation.

ARTICLE IV

EXECUTIVE OFFICERS

- a. The executive officers of the Association shall be the President, President-elect, Vice President, and Secretary-Treasurer.
- b. The term of office for executive officers shall be one year, except for the Secretary-Treasurer, whose term shall be three years.
- c. No executive officer shall be eligible for immediate re-election to the same office, except the Secretary-Treasurer, who may be elected to two consecutive terms of office. However, appointment to an executive office to fill a vacancy shall not preclude election to that office.
- d. The President-elect, at the conclusion of his or her term, shall become President of the Association. The Vice President, at the conclusion of his or her term, shall become President-elect.
- e. The Vice President and the Secretary-Treasurer shall be elected by the membership of the Association by mail and/or electronic ballot. All candidates for Vice President shall be fellows of the Association.

ARTICLE V

BOARD OF DIRECTORS

- a. The governing body of the Association shall be the Board of Directors.
- b. The Board of Directors shall develop policies and take actions to advance the goals of the Association and to manage the Association's affairs. All powers which are not otherwise delegated in this Constitution are reserved to the Board.
- c. The membership of the Board of Directors shall consist of the President, President-elect, Vice President, Secretary-Treasurer, the immediate past President of the Association, six Directors elected by the membership at large, one Director elected by the Canadian membership at large, three Directors elected by the Assembly of Geographical Interests ("The Assembly"), and three Directors elected by the Conference of Professional Interests ("The Conference").
- d. Directors elected at large shall serve for terms of three years and shall not be eligible for immediate re-election. Directors elected by the Assembly and the Conference shall serve for terms of one year and may be elected for two consecutive terms of office.

ARTICLE VI

ASSEMBLY

- a. The Assembly shall coordinate geographic activities of the Association and shall promote membership and membership services at the regional, state, provincial, and local levels. The Assembly shall meet at least annually prior to a Board of Directors' meeting. The Assembly shall respond to requests from the Board, serve in an advisory capacity to the Board, and may make recommendations to the Board on any issue. The Assembly shall select three (3) members of the Board of Directors and participate in the ratification of Amendments as provided elsewhere in this Constitution.
- b. The membership of the Assembly shall consist of representatives from the geographic entities of the Association. The Association's Vice President shall serve as Speaker of the Assembly. In the absence of the Association's Vice President the Assembly elected Speaker Pro Tempore shall preside. The Speaker Pro Tempore of the Assembly shall serve on the Executive Committee of the Association.
- c. Members shall serve terms of at least two years.

ARTICLE VII

CONFERENCE

- a. The Conference shall promote and coordinate professional interests and activities within the Association, shall oversee programs of continuing education for members, and shall promote membership and membership services within divisions and special interest groups. The Conference shall meet at least annually prior to a Board Meeting. The Conference shall respond to requests from the Board, serve in an advisory capacity to the Board, and may make recommendations to the Board on any issue. The Conference shall select three (3) members of the Board of Directors and participate in the ratification of amendments as provided elsewhere in this Constitution.
- b. The membership of the Conference shall consist of representatives of each of the Association's divisions and special interest groups. The President-elect of the Association shall serve as Chairperson of the Conference. In the absence of the Association's President-elect the Conference selected Chairperson Pro Tempore shall preside. The Chairperson Pro Tempore of the Conference shall serve on the Executive Committee of the Association.
- c. Members shall serve for terms of at least two years.

ARTICLE VIII

ORGANIZATION

The Association shall establish appropriate groupings to represent the major geographic, professional, occupational, and topical interests of its members.

ARTICLE IX

INITIATIVE PETITION

Any member or group of members may petition the Board to request that it take action on any matter within its authority. The Board shall act on all such petitions. If the Board fails to take favorable action on the petition at the meeting immediately following its submission, the matter shall be submitted to a direct vote of the membership of the Association if the petitioners then obtain the valid signatures of five percent (5%) of the voting membership of the Association. The direct vote of the membership shall be conducted by mail and/or electronic ballot, and if a majority of the members casting ballots vote in favor of the proposal, it shall have the same effect as if it had been approved by the Board of Directors. The provisions of this Article regarding voting by the membership shall not apply to amendments to the Constitution or to the Bylaws of the Association.

ARTICLE X

AMENDMENTS

This Constitution may be amended only by the following procedures:

- a. A proposed amendment must be approved by a two-thirds (2/3) vote of the Board of Directors.
- b. When a proposed amendment has received such approval by the Board, it shall be submitted for debate to the Assembly and the Conference, and shall also be presented to the membership for discussion. The presentation to the membership shall be either by means of publication in an official publication of the Association or by print and/or electronic mailing to all members of the Association. In either form, the presentation shall contain a statement regarding the reasons for the proposed amendment and the views of any dissenting Directors.
- c. If a proposed amendment is approved by the required 2/3's vote by the Board, the proposed amendment shall be submitted to the membership for ratification by mail and/or electronic ballot in a time frame that does not exceed the Board's next annual meeting. A proposed amendment shall be ratified if it is approved by a simple majority of the members voting on the proposal.

AAMR BYLAWS

BYLAW I

IDENTIFICATION AND SEAL

- I-A. The Association is a nonprofit, scientific, and educational body, which was organized at the Pennsylvania Training School of Media Pennsylvania, on June 6, 1876, as "The Association of Medical Officers of American Institutions for Idiotic and Feeble-minded Persons." At the 1933 Annual Meeting held in Boston, Massachusetts the name was changed to "The American Association on Mental Deficiency." It was incorporated March 11, 1938, in the Court of Common Pleas of Delaware County, Pennsylvania. Effective October 1, 1987, the name was changed to "The American Association on Mental Retardation."
- I-B. The Official Seal of the Association shall be:



PURPOSES AND ACTIVITIES

The purposes of the Association shall be accomplished by conducting meetings of those interested in the field of mental retardation; developing and distributing publications; fostering research and preventative measures; developing programs of continuing education; encouraging appropriate community-based services and supports; cooperating with other organizations; reviewing and addressing public policy issues which affect people with mental retardation; and engaging in such other activities as are authorized by the Board of Directors.

BYLAW III

MEMBERSHIP

- III-A. The Board of Director's shall determine membership categories of the Association. All members in these categories shall have the rights and privileges of membership in respective categories as defined by the Board.
- III-A-I. Fellows shall be individuals who have had at least seven (7) years of continuous Active membership in the Association at the time of their nomination. Fellows shall have participated in the professional and business affairs of the Association and shall have made meritorious contributions to the field of mental retardation in one or more of the following areas.

- a. Contributions to program development or administration and the improvement of services for people with mental retardation.
- b. Contributions which benefit people with mental retardation through skillful and diligent advocacy.
- c. Contributions to the field of mental retardation through academic achievements, research, publications, and presentation of professional papers.

Any Active Members desiring promotion to Fellow status shall apply and present supporting evidence to the Committee on Awards and Fellowship. The applicant shall become a Fellow if the Committee's recommendation for promotion is approved by the Board of Directors.

- III-A-2. Active Members shall be individuals regularly engaged in the field of mental retardation or closely allied fields.
- III-B. A member in any category may be separated from membership for conduct which tends to injure the Association, is contrary to, or destructive of its purposes, or infringes the rules of professional conduct as approved by the Board of Directors. Charges of such conduct shall not be entertained unless submitted in writing to the Board by two Association members. Upon receiving the charges, the Board shall notify the member, giving him or her the opportunity to respond to the charges. A member shall not be separated from membership except by two-thirds (2/3) vote of the Board. Restoration of membership shall require approval by a majority vote of the Board.
- III-C. A member may resign in good standing, provided that he or she is not in arrears for dues payment or other obligations and has not been notified of a charge of misconduct pursuant to Bylaw III-B.
- III-D. A member will not be considered in arrears for dues if pro-rata payment is made to the date of resignation. A person who has resigned in good standing may be reinstated without prejudice.

BYLAW IV

DUTIES OF EXECUTIVE OFFICERS

- IV-A. The President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board. The President shall represent the Association in all matters related to the purposes of the Association.
- IV-B. The President-elect shall serve as Chairperson of the Conference and as primary liaison between the professional entities of the Association and the Board of Directors.
- IV-C. The Vice President shall serve as Speaker of the Assembly and as primary liaison between the geographic entities of the Association and the Board of Directors.

- IV-D. The Secretary-Treasurer shall supervise the records of the Association and perform all duties usually associated with that office under the direction of the Board of Directors.

BYLAW V

SUCCESSION TO OFFICE

- V-A. In the absence or temporary disability of the President, the duties of that office shall be performed by the President-elect. If, for any reason, the President is not able to serve out the full term of office, the President-elect shall succeed to the unexpired remainder of that term plus his or her own term of office as President.
- V-B. If, for any reason, the President-elect is not able to serve out the full term of office, the Vice President shall succeed to the unexpired remainder of that term plus his or her own term of office as President-elect.
- V-C. If, for any reason, the Vice President is not able to serve out the full term of office, the Speaker Pro Tempore, elected by the Assembly, shall serve the remainder of the Vice President's term. At the next election, the membership shall select a new Vice President.
- V-D. If, for any reason, the Secretary-Treasurer is not able to serve out the full term of office, the President, with approval from the Board of Directors shall appoint a successor to complete the unexpired term.
- V-E. If, for any reason, a Director elected by the membership at large is not able to serve out the full term of office, the President, with approval from the Board of Directors shall appoint a successor to complete the unexpired term. If the Speaker Pro Tempore of the Assembly is unable to serve out the full term of office, the Assembly shall appoint a successor. If the Pro tempore of the Conference is unable to serve out the full term of office, the Conference shall appoint a successor.
- V-F. If a Conference President is unable to serve out the full term of office, the President of the Association shall appoint a successor to complete the unexpired term.

BYLAW VI

BOARD OF DIRECTORS

- VI-A. The Board of Directors shall direct and supervise the activities of the Association to promote the Association's purposes. The Board shall adopt Standing Rules for the Association by majority vote. Standing Rules may be amended or repealed by majority vote of the Board.
- VI-B. The Board shall designate an Executive Committee and authorize it to take actions within the Board's authority between meetings of the Board. The Executive Committee shall consist of the four Executive Officers, the Speaker Pro Tempore of the Assembly of

Geographical Interests and the Chairperson Pro Tempore of the Conference of Professional Interests. Action taken by the Executive Committee on behalf of the Board of Directors shall be communicated to the full Board of Directors at the next scheduled meeting. The proceedings of the Executive Committee meetings shall be kept and distributed to the Board of Directors.

VI-C. The Board shall keep a record of its proceedings and shall make an annual report to the membership on matters of general interest. A report of the proceedings of all Board meetings shall be published promptly in an official publication of the Association or distributed through electronic means.

VI-D. At every annual meeting of the Association, the Board shall schedule and hold a special Board meeting at a time convenient for the participation of the membership. At this meeting, the Board shall make its annual report to the membership, and shall entertain resolutions, questions, and discussion from the membership.

BYLAW VII

DUES

Membership dues shall be set by the Executive Committee. Any increase in dues for any membership category or any special assessment approved by the Executive Committee may be vetoed by a two-thirds (2/3) vote of the Board of Directors.

BYLAW VIII

COMMITTEES

VIII-A. The Association shall maintain Standing Committees as described in the Bylaws. Members of Standing Committees shall be appointed by the Board of Directors after recommendations have been received from the Committee on Nominations and Elections. Except as otherwise provided in these Bylaws, each Standing Committee shall consist of a minimum of seven (7) members, including at least one member of the Board of Directors, who shall also serve as liaison between the Board and that Committee. Committee members who are also members of the Board shall serve on the Committee for a term of one year, and shall be eligible for reappointment. Other members of Standing Committees shall serve staggered terms of three years, and shall be eligible for reappointment. The Chairperson of each Standing Committee shall be appointed by the President from among the Committee's members and no Chairperson may hold this position for more than three (3) consecutive years.

- VIII-A-1. The *Committee on Awards and Fellowship* shall evaluate applications for promotion of Active Members to status as Fellows, and shall make recommendations on those applications to the Board of Directors. The Committee shall make recommendations to the Board regarding designation in other membership categories that require Board approval. The Committee shall select recipients of Association Awards. All members of the Committee must be Fellows of the Association.
- VIII-A-2. The *Committee on Nominations and Elections* shall select candidates for Association offices, conduct elections, and make recommendations regarding appointments to Standing Committees as provided in the Association's Constitution and Bylaws. The Committee shall consist of seven members who, at the time of their appointment, reside in five different Regions of the Association and shall include two members selected from the Conference, two members selected from the Assembly, two past Presidents, and one member appointed by the current President. Each of these individuals shall serve a two-year term with the exception of the one member appointed by the current President. Members who are selected to the Nominations and Elections Committee shall not serve as Board representatives from either the Assembly or the Conference. The most recent past President shall serve as Chairperson of the Nominations and Election Committee.
- VIII-B. The President shall appoint such other Ad hoc Committees as may be necessary to: promote the objectives; address important issues, policies and/or task; and otherwise generally carry out the work of the Association. The Chair of each Ad hoc Committee shall be appointed by the President. Each Ad hoc Committee shall include within its membership a member of the Board of Directors. At the end of the President's term of office such Ad hoc Committees shall disband unless reappointed or reconstituted by the new President. The specific focus, expected outcome and duration of each Ad hoc Committee shall be clearly delineated. Such Committees are to be task specific and are not intended to be long term.
- VIII-C. The membership of Standing and Ad hoc Committees shall reflect, insofar as practical, the professional and geographic diversity of the Association's membership.
- VIII-D. Each Standing and Ad hoc Committee shall submit a written annual report to the Board of Directors, as well as such other reports as the Board may require.
- VIII-E. Nothing in this Bylaw is intended to limit the authority of the Assembly or the Conference to appoint such committees as they deem necessary.

BYLAW IX

STAFF

- IX-A. An Executive Director shall be appointed by the Board of Directors. The Executive Director shall perform the duties of that office in compliance with the Executive Committees' directives and under the supervision of the President. The Executive Director shall supervise the work of the Association's other employees.

- IX-B. No employee of the Association shall serve as an elected officer of the Association.

BYLAW X

ELECTIONS

- X-A. Elections for Executive Officers, Directors elected at large, Conference Presidents, and national ballot measures shall be conducted by the Committee on Nominations and Elections by mail and/or electronic ballot.
- X-B. Elections for Regional and Chapter offices shall be conducted by the Region or Chapter. All elections for Regional and Chapter offices shall be conducted by mail and/or electronic ballot. Regions or Chapters may have the Committee on Nominations and Elections assist in conducting its elections. Such request should be made to the Committee in writing six (6) months prior to change or initiation of offices.
- X-C. For each election to be conducted by the Committee on Nominations and Elections, the Committee shall designate, whenever possible, at least two candidates for each position to be filled. The Committee on Nominations and Elections shall solicit recommendations for national office candidates from members of the Assembly, the Conference, and from the membership at large. The Committee shall obtain the permission of each candidate before placing the name on the ballot.
- X-D. When the ballot for a position contains the names of more than two candidates, the Committee shall designate a system of preferential voting. Such a system shall be designated to ensure that if no candidate obtains a majority of the ballots cast, the preferences of all voters will decide which of the top two candidates will be elected.
- X-E. When two, or more, Directors are to be elected at large, the two or more candidates who receive the highest number of votes shall be elected.
- X-F. The Committee shall certify the election of winning candidates and report the election results to the Board of Directors. In case of a tie in an election for national or divisional office, the winner shall be selected by the Board of Directors. Provision for breaking a tie in Regional or Chapter offices shall be determined by the Region or Chapter involved.
- X-G. The terms of office of national and conference officers shall begin on July 1st of each year. The terms of office for Regional and Chapter offices shall begin on a date set by the Region or Chapter involved.

BYLAW XI

PUBLICATIONS

- XI-A. The Association shall publish monographs, journals and other publications which will advance the purposes of the Association.

- XI-B. The goals and direction of the publication program will be established by the Board of Directors. The Editors of the Association's publications shall be selected by the President with the approval of the Executive Committee.

BYLAW XII

AMENDMENTS

- XII. These Bylaws may be amended only by the following procedures:
- XII-A. A proposed amendment must be approved by a simple majority vote of the Executive Committee.
- XII-B. When a proposed amendment has received such approval by the Executive Committee, it shall be submitted for debate to the Assembly and the Conference, and shall also be submitted to the membership for discussion. The presentation to the membership shall be sent in print and/or electronic formats to all members of the Association. In any form, the presentation shall contain a statement regarding the reasons for the proposed amendment and the views of any dissenting Directors. Once sufficient time for general discussion and feedback by the Assembly, the Conference and the general membership has been allowed, the proposed amendment goes to the full Board for ratification.
- XII-C. A proposed amendment may be vetoed by a two-thirds (2/3) vote of the members of the Board of Directors. If a proposed amendment has not been vetoed by the Board, the proposed amendment shall become effective on a date submitted by the Board.