

Adopted: January 20, 1993
Amended: June 29, 1993
Amended: November 17, 1993
Amended: January 8, 1996
Amended: October 9, 1996
Amended: October 5, 1999
Amended: October 10, 2000
Amended: October 16, 2001
Amended: October 9, 2002

Bylaws of the Private Providers Association of Texas (PPAT)

A Non-Profit Corporation

Article I Name

Section 1. Name. The name of the corporation is the Private Providers Association of Texas (hereinafter referred to as the “Association”).

Section 2. Principle Office. The principle office of the association shall be located in the city of Austin, County of Travis. The Association may have other offices within the state of Texas as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Article II Purpose

Section 1. Proprietary Status. The Association shall be a non-profit corporation, which will preserve, protect, and advocate for community based, integrated services for persons with developmental disabilities.

Section 2. Purpose. The Association shall promote those policies, techniques, and technologies that facilitate cost-effective, high-quality delivery of services. The Association shall represent its membership and goals before public policy making and regulatory bodies.

Section 3. Relationship with Others. The Association shall work closely and cooperate with State and Federal agencies, the executive and legislative branches of State government, and make effective presentation of the considered views of this Association to these branches on all matters under their active or continuing purview which relate to the mutual interests of members of this Association.

Article III Membership

Section 1. Membership. There are **two** classes of membership:
(1) Regular and (2) Associate. (10-9-02)

Section 2. Regular Membership. Regular Membership may be offered to any private entity that provides community living support opportunities consistent with the purposes and guiding principles of the Association. A regular member must be a provider, who is a sole proprietor, partnership, association, corporation, or individual. If the regular member is not a sole proprietor or individual, its governing body shall designate one person to act on behalf of the regular member in affairs of the Association pursuant to procedures adopted by the Board of Directors. A regular member or its designated representative is eligible to vote and hold office.

Section. 3. Associate and/or Affiliated Service Company Membership. Associate Membership may be granted by action of the Board of Directors to an individual who or an organization which does not qualify for Regular Membership under Section 2 of this Article, but is or has been associated with and dedicated to the delivery of services to people with developmental disabilities. An associate member is not eligible to vote or hold office. (10-9-02)

Section 4. Resignation. Any member may withdraw from the association after giving written notice of resignation to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting of the Board after its receipt. (10-9-02)

Section 5. Non-Payment and Resignation. Failure to pay full renewal dues, or establish an approved payment plan within 60 days of distribution (or January 31, whichever is later) of the dues statement, or failure to fulfill the terms of the payment plan will result in termination of membership, and thus constitute resignation. In the event of resignation, no dues or portion thereof will be refunded, and any dues, fees, or assessments owed must be paid in full before reinstatement is accepted. (10-10-00)

Section 6. Forfeiture of Membership and Reinstatement. A member who has been delinquent for sixty (60) days from the date of distribution (or January 31, whichever is later) of the dues statement in the payment of dues, **registration and/or any other** fees, assessments, or in establishing an approved payment plan or failure to fulfill the terms of the payment plan shall forfeit membership privileges. Such member may be reinstated to voting rights upon payment of full annual dues, **registration and/or any other** fees, or assessments or establishment of an approved payment plan. Should a previously withdrawn member apply for reinstatement, records shall be checked to determine if the member was in good standing at the time of resignation. If it is found there are outstanding dues, **registration and/or any other** fees or assessments, they must be paid in full or an approved payment plan must be established before reinstatement can occur. The Board must approve a revised payment plan for a member in default. (10-10-00 and 10-9-02)

Section 7. Transfer of Ownership. In the event a company sells all or part of its going concern to another company, the purchasing company may remain a member of the Association for that period in which dues have been paid, providing the selling company is a member in good standing within the Association. The purchasing company is subject to pay dues at the beginning of a new dues cycle.

Section 8. Termination of Membership. The Board of Directors may develop policies relating to the termination of membership.

Section 9. Persons Served. The term “persons served” refers to all persons enrolled in programs for people with developmental disabilities that are represented by the Association and either owned by the entity or managed by contract with another entity, excluding those served in day habilitation programs only. (10-16-01)

Section 10. Owners and Operators of Multiple Companies. Any owner and/or operator providing services under Article III, Section 2 of this Bylaws shall be entitled to only one vote. All such regular members shall enroll persons served (or maximum approved capacities) pursuant to article III, Section 2 of this Bylaws. All persons served (or maximum approved capacities) under the same ownership control will be considered to be cumulative.

Section 11. Voting. Each regular member shall designate one representative to act on its behalf in the affairs of the Association. A member may also designate, in writing, a voting alternate who must be employed (defined as full or part time or on a consultant basis) by the member company, or the representative of another member in good standing with the Association. The name and address of the voting representative and of any designated alternate shall be forwarded to the Secretary. Any number of representatives may attend Association meetings, but only such designated representatives or designated alternates may cast votes. The designated voting representative may authorize, in writing, voting by proxy in emergency situations. A proxy authorization is valid for a single **membership** meeting only. (10-9-02)

Section 12. Annual Certification of Membership. The Board of Directors may provide for the annual issuance of certificates evidencing membership in the Association, which shall be in such forms as may be determined by the Board. Certificates are issued to members who have paid in full all dues, fees, and assessments or have established a payment plan within 60 days of distribution (or January 31, whichever is later) of the dues statements. Any such certificates shall be signed **by the** Executive Director. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued. (10-10-00 and 10-9-02)

Section 13. Dues and Fees. The Board of Directors shall establish annual dues and fees at or prior to the annual membership meeting for all classifications as defined under Sections 2 **and** 3, of this Article. The Board of Directors shall present the dues structure

for majority approval by the association members. Annual dues are payable each January 1st for a one-year membership ending December 31st of any given year. New members joining after March 1 shall be charged a pro rata share of the established annual dues for the remainder of the calendar year. Special assessments **and/or fees** for anticipated needs may be presented by the Board of Directors to the membership for two-thirds (2/3) majority approval at any time. (10-9-02)

Section **14.** Annual Meeting. An annual meeting of the membership shall be held each year for the purpose of electing Directors and for transaction of any other business as may come before the meeting. The date and the time of such meeting shall be determined by the Board of Directors.

Section **15.** General Membership Meeting. General meetings of the members may be called by the Board of Directors and shall be held at least on a quarterly basis.

Section **16.** Place of Meeting. The Board of Directors may designate any place for a general, annual, or special meeting. (10-9-02)

Section **17.** Notice of Meetings. Notice stating the place, date, and hour of any meeting of the members shall be sent, either **by fax, email or** by mail, to each member. In case of a general meeting, the notice shall be sent no later than ten (10) days before the meeting. (10-9-02)

Section **18.** Special Meetings. A special meeting of the regular membership may be called by a petition of fifty percent (50%) of the regular membership. Such petition shall be submitted to the Board of Directors. Only business specified in the petition shall be permitted. The meeting shall be called within thirty (30) days of the submission of the petition unless a scheduled regular meeting shall intervene, in which case the business of the special meeting shall be considered at the regular meeting. **Special meetings of the regular members may be called by the President or by a majority of the Board of Directors.** Notice of a special meeting shall be ~~sent~~ **provided by fax, email, or mail** no less than seven (7) days in advance and should include the purpose of the meeting. (10-9-02)

Section **19.** Rules. Rules contained in the current edition of Robert's Rules of Order Revised shall govern all meetings of the Association in all cases where they are not inconsistent with the Bylaws or any special rule of order the Association may adopt. Interpretation of the Bylaws and Robert's Rules shall be the responsibility of the Association's Parliamentarian, as outlined in Article V, Section 8 of these Bylaws.

Section **20.** Member Quorum. A quorum is required only for **a general, annual, or special** meeting. A quorum shall consist of one-third (1/3) of the voting members plus one member. (6/29/93 and 10-9-02)

Article IV Directors

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have responsibility for general management of the funds and affairs of this Association within the direction of the membership at large.

Section 2 (a). Number. The number of directors shall be fifteen (15). This **does not** include the Immediate Past President. There also shall be a Parliamentarian. The number of voting directors shall be **fourteen (14)**, except in the case of a tie. (See Article V, Section 4 for voting privileges.) All directors shall be elected by the members at the regular annual meeting of the Association. (10-9-02)

Section 2 (b). Tenure. Directors are elected for staggered terms of three (3) calendar years plus any portion of an unexpired term in which he/she may be fulfilling and until his or her successor shall have been elected and qualified. One third of the directors (5) stand for election each year. However, if an elected officer's board term expires during tenure as an elected officer of the Association, said officer may complete the term and shall remain as a member of the board until the officer's term expires. Said officer's membership shall be in addition to the fifteen member board. Except for the proceeding provision, no director shall be eligible to serve more than one (1) consecutive term on the Board. A director is not eligible for re-election for a period of one (1) year following the completion of his/her term. (10-9-02)

Section 3. Representation. At no time shall the Board of Directors include more than one representative from the same service provider.

Section 4 (a). Nomination and Election of Directors. Board members shall be elected at the annual membership meeting from the list of candidates submitted by the Nominating Committee to the membership, or by nominations from the floor. Members of the Board of Directors shall take office on January 1st of each year after they are elected. (10/9/96)

Section 4 (b). Nomination and Elections of Officers. Election of officers shall be separate from election of directors. Officer positions shall be nominated and elected in the following order: President, Vice-President, Secretary, and Treasurer. Consent to serve must be obtained from all candidates prior to the election. (10/9/96 and 10-9-02))

Section 5. Regular Board Meetings. The Board of Directors shall meet in conjunction with regular membership meetings, without other notice than this Section, for receiving reports of officers, directors, and committees, and for the transaction of other business. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings of the Board without notice other than such resolution. (10-9-02)

Section 6. Special Board Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors. (10/9/02)

Section 7. Notice. Notice of any routine meeting of the Board of Directors, other than those conducted in conjunction with a regular membership meeting, shall be given at least ten (10) days previously thereto, or sent by fax, mail or **email** to each director **in accordance with contact information** as shown by the records of the Association. The majority of Directors may waive notice of any meeting. In the event of an emergency, the President may convene a meeting for the limited purpose of responding to the emergency without the required notice. Emergency meetings may be conducted by telephone conference. (10-9-02)

Section 8. Board Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9. Manner of Action. The act of majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by these bylaws.

Section 10. Vacancies. **The Board of Directors shall have the authority to fill, by a majority vote of its own membership, vacancies occurring on the Board of Directors which occur for any reason. Vacancies shall be filled in this manner for only the period of time remaining until the next Annual Meeting, at which time the membership shall elect a candidate to serve any time remaining in the original term.** A Director relinquishes his or her office if he or she ceases to be the designated representative of a regular member. (10-10-00 and 10-9-02)

Section 11. Removal from Board. Any director may be removed by a two-thirds (2/3) majority vote of the members at a regular or special meeting. The Board shall recommend to the membership at the next regular or called meeting that a director be removed from the Board when his or her actions are judged by at least two-thirds (2/3) of the Board to be contrary to the best interests of the Association. A director who, during his or her term, misses three (3) consecutive Board and/or Member meetings or a total of **Nine (9)** Board and/or Member meetings, including emergency and conference calls, will also be recommended for removal from the Board. However, the Board may waive the recommendation to the membership to remove a director because of missed meetings on a case by case basis. Should a director be convicted of a felony during his or her term, that director will be removed without need of further action. Finally, any director who ceases to be the designated representative of a regular member will be required to relinquish his or her position without further action of the Board or membership. (10-16-01 and 10-9-02)

Section 12. Compensation. Directors shall not receive any stated salaries, as such, for their services, but by resolution of the Board of Directors any director may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against him or her, by action in court or

otherwise, by reason of his or her being or having been such director, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct as regards the matter in which indemnity is sought.

Article V Officers

Section 1. Officers. The officers of the Association shall consist of a President, a Vice-President, a Secretary/Treasurer, and Immediate Past President **and shall constitute the Executive Committee.** (10-9-02)

Section 2 (a). Nominations. Nominees for all offices shall be representatives of regular members in good standing with the Association. The chair of the nominating committee shall submit to the membership a list of qualified candidates wishing to run for each office. Nominations for each office shall be requested from the floor.

Section 2 (b). Elections. The officers of the Association, with the exception of the Immediate Past President, shall be elected **bi**-annually by the regular membership at the annual membership meeting. Voting will be by secret ballot when there is more than one candidate for an office, but may be by acclamation if there is only one candidate for an office. Should the election of officers not be practical or possible at the annual meeting, then the elections will be held as soon as is convenient, but prior to January 1 of next year.

Section 2 (c). Terms of Office. Officers shall take office on January 1 following their election. Each officer shall serve for a period of two (2) years. The President shall become the Immediate Past President the year following his or her term as President. With the exception of the Immediate Past President, each officer shall hold office until his or her successor has been duly elected. No director may be elected as an officer during the last year of his/her term as a director. (10/5/99 and 10-9-02)

Section 3. Vacancies. The Board of Directors shall have the authority to fill by a majority vote of its own membership, vacancies which occur in Officer positions for any reason. Vacancies shall be filled in this manner for only the period of time remaining until the next Annual Meeting, at which time the membership shall elect a candidate to serve any time remaining in the original term. An officer relinquishes his or her office if he or she ceases to be a designated representative of a regular member. (10-10-00 and 10-9-02)

Section 4. President. The President shall preside at each meeting of the regular membership and at each meeting of the Board of Directors. The President may, with the Secretary/**Treasurer**, sign any instruments which the Board of Directors has authorized to be executed. The President shall be the spokesperson for the Association, and he or she may delegate this responsibility. Any official position papers or testimony given on behalf of the association must be approved by at least three (3) members of the Executive

Committee prior to their submission. The President shall serve as ex-officio member of all committees except the nominating/bylaws committee. The President may not cast a vote at any business session of this Association or Board of Directors except to break a tie vote. (10-9-02)

Section 5. Vice-President. In the absence of the President, or in the event of his or her inability to act, the Vice-President shall have all the powers of, and be subject to all the restrictions on the President. **The Vice-President shall perform such other duties as for time to time may be assigned to him or her by the President or by the Board of Directors.** (10-9-02)

Section 6. Secretary/Treasurer. **The Secretary/Treasurer shall:**

- i. Review the financial records and transactions of the Association,**
- ii. Determine that accurate and adequate accounts of the property and business transactions of the Association are kept, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.**
- iii. Review the annual report of the financial plans and results of operations,**
- iv. Have prepared an annual audit by a certified public accountant selected by the Board of Directors. The audit shall be open to review by any member upon request,**
- v. Present all financial and/or budgetary matters to the executive committee and/or board of directors for their consideration, and**
- vi. Recommend the need for changing the dues structure at least once each fiscal year at the time of budget development for the upcoming fiscal year.**
- vii. Be responsible for determining a quorum for meetings of the Board of Directors and of the general membership.**
- viii. Contact each absent board member subsequent to three consecutive absences from board meetings and report to the full board regarding the nature of the absences for possible action pursuant to Article IV, Section 11.**
- ix. Be responsible for ensuring that minutes of the meetings of the general membership and Board of Directors are prepared and distributed,**
- x. Ensure that a current list of the members of the Association is maintained,**
- xi. Under the direction of the Executive Director of the Association, ensure that notices of meetings of the Association and the Board of Directors are issued,**

xii. Perform such other duties as may be required by these bylaws or are assigned by the Board of Directors or Executive Director of the Association. (10-9-02)

Section 7. Immediate Past President. The Immediate Past President shall serve as a non-voting member of the Board for one year following his/her term as President, functioning as a advisor to the new President and Board by providing information about the ongoing functions of the association and its committees and assisting in the transition from one set of officers and directors to another.

Section 8. Parliamentarian. The Parliamentarian shall ensure that meetings are conducted in a professional manner, consistent with the Association's bylaws and policies and procedures; and, where not covered by either of these, the current edition of Robert's Rules of Order Revised shall apply. The Parliamentarian shall have a thorough knowledge of the Association's Bylaws and Robert's Rules of Order Revised and be able to interpret the bylaws in the course of conducting Association meetings. The Parliamentarian shall be appointed by the President at the annual meeting of the officer elections and shall serve as a non-voting member of the Board for a period of one year. (10/9/96)

Article VI Committees and Societies

Section 1 (a). Standing Committees. Standing committees shall include **the Executive and Nominating Committees.** (10-9-02)

Section 1 (b). Ad Hoc Committees. **Ad hoc committees may be formed by the Board of Directors or by a majority of vote at a regular membership meeting to address issues of concern to Association members. Chairpersons of these committees shall be appointed by the President of the Association. Committee Chairs shall recruit/select committee members from within the membership. Ad hoc committees shall be dissolved upon completion of their respective task or by a two-thirds (2/3) majority vote of the Board of Directors.** (10-9-02)

Section 1 (c). Nominating Committee. **The nominating committee shall consist of three (3) members (non-current Board members) elected by a majority of members at the annual meeting prior to their term. The Immediate Past President shall serve as Chair. The nominating committee shall report the committee's selections directly to the membership. The nominating committee's report and selections do not need Board approval prior to presentation to the membership, but may be presented to the Board for information purposes only.** (10-9-02)

Section 1 (d). Executive Committee. **The Executive Committee shall have responsibility of:**

i. acting on behalf of the Board of Directors on matters requiring prompt attention in the absence of an intervening board meeting(s);

ii. at the discretion of the presiding officer of the Association, reviewing staff or member proposals, making pertinent recommendations to the full Board of Directors for action. However, such review is not intended to, and shall not preclude, limit or impede the discussion or consideration of any issue by the Board of Directors;

iii. annually reviewing and evaluating the performance of the Executive Director of the Association; and,

iv. overseeing and reporting to the Board of Directors on the following matters: finances, member status, selection of the certified public accountant to perform the Association annual audit and other matters which may be brought before the committee.

The Executive Director of the Association shall determine whether a matter requires action by the Executive Committee or whether the matter can be delayed for consideration by the full Board of Directors. Such Executive Committee action shall be reported to the full Board at its next scheduled meeting. In no case, however, shall the Executive Committee be authorized to incur long-term debt without prior approval of the full Board of Directors.

The Executive Committee shall be composed of the President, Vice-President, Secretary/Treasurer, and Immediate Past President. (10/9/02)

Section 1 (e). Reports. Each Committee Chair shall provide a written report of the committee's activities at each regularly scheduled membership meeting. (10/9/02)

Section 2. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the original appointments.

Section 3. Rules. Each committee may adopt rules for its own government. Such rules must not violate or be contrary with the Bylaws or with rules adopted by the Board of Directors.

Section 4. Conduct. Committee chairs and members must represent the Association's views on issues rather than those of their own agencies. Each committee chair is responsible for ensuring that any oral or written testimony offered or disseminated by the committee reflects the vision, mission, and guiding principles of the Association and has been minimally approved by at least the members of the Executive Committee of the Board.

Article VII Staff Positions

Section 1. **Staff.** The Board of Directors may elect to hire paid staff persons to assist in the furtherance of the goals and objectives of the Association. The positions may include, but are not limited to, an executive director, and administrative or secretarial support staff, or other positions so designated by the Board of Directors.

Section 2. **Executive Director.** The Executive Director shall serve under the direction of the Board of Directors as the principle administrator of the Association; shall manage the day-to-day affairs of the Association; shall be responsible for the operation of the corporate office and carry out the policies, the procedures and the determinations of the Board of Directors; shall employ, terminate, supervise and fix compensation of the necessary personnel, subject to the policies of the Board of Directors; shall coordinate the activities of any consultant or professionals retained by the Association and report to the Board of Directors; shall work closely with the **Secretary**/Treasurer in order to manage the financial affairs of the Association in a manner consistent with the Association's budget and overall objectives, and may sign Association checks; shall be adequately bonded; shall keep accurate records and accounts of all transactions of the Association, **provide** notices of meetings to all members, collect and receive all monies due the Association and keep an accurate record thereof; and shall keep the Board of Directors informed of the financial condition of the Association. **The Executive Director serves as an Ex Officio member of both the Board of Directors and the Executive Committee.** (10-9-02)

Article VIII Amendments

Section 1. **Notification.** Notification of proposed changes to these Bylaws must be furnished to the entire membership within a minimum of thirty (30) days prior to the consideration of such changes by the membership.

Section 2. **Amendments.** Any of the Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) majority vote of the members present at a scheduled meeting of members.

Article IX Books and Records

Section 1. **Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its members, its Board of Directors, its committees duly constituted under these Bylaws, and its official testimonies and positions presented by members. The Association shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All Association books and records shall be preserved indefinitely. The Association books and records shall be treated as confidential and proprietary information. All books and records of the Association may be inspected by any regular

member, or his or her agent, upon written request to the President of the Association. Such request will be subject to Board of Directors review and approval. Official testimonies and positions are open records not subject to Board approval for dissemination.

Section 2. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 3. Waiver of Notices. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof, in writing and signed by the person or persons entitled to such notice, is equivalent to the giving of such notices.

Article X Position Determinations

Positions for the Association **which include legislative platforms** shall be determined by a simple majority vote at a meeting of the regular membership. Positions may be determined by a majority vote of the Board of Directors, but such positions shall be made in the name of the Board of Directors and not of the Association. Within thirty (30) days after a position is determined by the Board of Directors, a regular membership meeting must be held, or regular member must be polled, to establish the official **position** of the Association. (10-9-02)

Article XI Association Property – Dissolution

Section 1. Property. Title to any property and other assets of this Association shall be vested in the Association; no individual member or members have a right to or interest in the property or other assets of the Association, by reason of their membership.

Section 2. Dissolution. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Association. On dissolution, one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations shall be selected by the Board of Directors to receive the assets of the Association.

Section 3. Limitation on Liabilities. Nothing herein shall constitute liability for members of this Association as partners for any purpose. No member, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Association. Nor shall any member, officer, agent, or employee be liable for their acts or omissions to act arising out of their willful malfeasance.

Article XII Indemnification

Any person made a party to any civil or criminal actions, suit or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was director, officer, or employee of the Association or of any corporation which he or she served as such at the request of the Association, shall be indemnified by the Association against the reasonable expenses, including, without limitation, attorney's fees and amounts paid in satisfaction of judgment or in settlement, other than amounts paid to association by him or her, actually and necessarily incurred by or imposed upon him or her in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding, or in the connection with or as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such officer, director or employee is liable for gross negligence or criminal malfeasance in the performance of his or her duties. Any amount payable pursuant to this Section may be determined and paid, at the option of the person to be indemnified pursuant to procedures set fourth from time to time in the Bylaws or by any of the following procedures: (a) Order of the court having jurisdiction of any civil or criminal action, suit, or proceeding; (b) Resolution adopted by a majority of a quorum of the Board of Directors of the Association without counting in such majority or quorum any interested director; (c) Resolution adopted by the holders of a record of a majority of the outstanding shares of stock in the Association having voting power; (d) Order of any court having jurisdiction over the Association. Such right of indemnification shall not be exclusive of any right which such officers, directors and employees of the Association and the other persons above mentioned, may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification's under any provisions of the Articles of Incorporation, Bylaws, agreement, vote of shareholders, provisions of law or otherwise as well as their rights under this section.

Article XIII Resolution Process

In the event a position adopted by a majority vote of the Board of Directors results in substantial dispute with an Association member or members, the President will accept written statement of this dispute from the member (s). Substantial dispute is defined as differences in policy position resulting in significant negative consequences for specific member operations. If the President cannot resolve the dispute through negotiations with the Member (s) and/or Board, the President shall submit the issue to the general membership for vote. If detriment to the members can reasonably be expected before the general membership can vote, the President shall refer the issue to the resolution committee constituted by the chairs of the **Association's** committees for recommendation as to the need for resolution prior to the next general membership meeting. The committee will render a decision within ten (10) days of notification. Upon determination of need for emergency resolution of the conflict, the President shall obtain vote from general membership through communication the President considers the most

appropriate method, i.e., mail ballot, emergency meeting, etc. The vote of 50% + 1 member of the general membership will be the official position of the Association.
(10-9-02)

Private Providers Association of Texas (PPAT)

Membership/Ownership Policy

Policy: In keeping with the Bylaws, it is the intent of the Association to define the conditions under which members and prospective members, as defined in Article III, Section 2, are required to pay dues for “persons and entities” belonging to and/or operated or managed by contract by that member or prospective member. (10-16-01)

For purposes of clarity:

- Ownership Control shall be defined as greater than fifty percent (50%) and may be proved by using appropriate documentation from public record (examples: Secretary of State or TDMHMR)
- Entity shall be defined as a sole proprietor, partnership, association, corporation, or individual.
- Persons shall be defined as those served in all ICF-MR, HCS, HCS-O or MRLA waiver programs or other programs that the Association may represent for people with developmental disabilities that are either owned by the entity or managed by contract with another entity. (10-16-01)
- Minority interest shall be defined as fifty percent (50%) or less.

(A) Non-Profit Entities

A non-profit entity seeking to belong to the Association must pay dues for all persons served in programs for people with developmental disabilities that are represented by the Association and either operated by that entity or managed by contract with another entity within the State of Texas in order to become a member. (10-16-01)

(B) For-Profit Entities

1. A for-profit entity seeking membership in the Association must pay dues for all Persons served in programs for people with developmental disabilities that are represented by the Association and either operated by that entity or managed by contract with another entity within the State of Texas in order to become a member. (10-16-01)
2. If an owner with a majority interest in a member entity represents a majority interest in other entities, then that member must pay dues for persons served in those entities as a part of his or her original membership.

3. If an owner with a majority interest in a member entity represents a minority interest in other entities, then that member may choose to join those beds as a separate member provided the majority owner of that entity adheres to conditions 1 and 2 as cited above.
4. If there is no clear majority owner, all owners must adhere to conditions 1, 2, and 3.

If the conditions for non-profit entities are not met, then the entity in question may be disqualified from membership.

Private Providers Association of Texas (PPAT)

Vision, Principles, and Mission

Vision

We envision a Texas where the health and human services delivery system is a partnership of consumers, family members, services providers, advocates, and policy makers working together to create service options for all individuals with mental retardation and other developmental disabilities (MR/DD) which are flexible, dependable, accessible, cost effective, and which promotes individuals' choices.

Mission

The Mission of the Private Providers Association of Texas is to:

- Advocate and assist in the development and provision of community based services;
- Promote the delivery of services of the highest quality;
- Advocate for a service delivery system which ensures responsible funding levels;
- Promote an accessible service delivery system; and
- Propose and support initiatives which encompass the Association's vision.

Private Providers Association of Texas' Mission will be achieved by:

- Developing collaborative relationships and teamwork with consumers, family members, advocates, other service providers, and policy makers;
- Providing educational and networking opportunities to members and other interested individuals;
- Actively participating in local and state planning efforts;
- Sharing critical information with members and others as needed;
- Promoting the use of private sector services in the delivery of services to persons with developmental disabilities;
- Providing adequate representation or counsel in support of the Association's issues, values, and beliefs, and

- Exhibiting professionalism in all business and social interactions.

Values and Guiding Principles

The Private Providers Association of Texas advocates the following:

- **Consumer:** The individual receiving the service must be foremost.
- **Providers:** Providers must be accountable and professional in the services they deliver and the business they operate.
- **Choice:** An array of adequately funded services must be available to support individuals with developmental disabilities.
- **Quality:** The provider of the service must ensure the highest quality of services and the system must support this quality.
- **Efficiency:** The system must support responsible funding levels and promote efficiency in service delivery.
- **Service Delivery System:** The system must promote the continued privatization of the service delivery system.
- **Teamwork:** The system must support and foster collaborative relationships with service providers, consumers, family members, and other individuals and entities who have an interest in developmental disabilities services.
- **Accountability:** The system must be held accountable to individuals for whom services are being provided and to the public at large.