

The following are the amendments proposed by the Governance committee for the By-laws, Constitution and Articles of Incorporation of The Arc of Sedgwick County. These documents combined are nearly 30 pages in length. To keep from overwhelming you with paper, below are the significant proposed changes. There are some additional changes that are rewrites from a legal standpoint and do not impact the membership and business as usual. So that you can see the entire documents they will be posted on our website: www.arc-sedgwickcounty.org and you may request the documents at The Arc office.

Proposed Changes to the By-laws-

- 4.7 **Annual Meeting.** An annual meeting of the members of the corporation shall be held at a place, time and date determined by the executive director, subject to the approval of the board of directors. At such annual meeting, the members shall elect persons to fill vacancies on the Board of Directors, and transact such other business as may properly be brought before the meeting. Notice of agenda items must be provided to the executive director prior to the sending of notice of the meeting or be approved by the executive committee of the board of directors.
This change gives flexibility as to when the Annual Meeting can be held. The section requiring 3 or more meetings a year was eliminated.
- 4.12 **Quorum.** The presence in person or by proxy of 20% of the members eligible to vote or the presence in person of 25% of the current directors shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting of which there is a quorum present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
This increases the number of members needed to make a quorum from 10% to 20%, but also makes the provision that 25% of board members, elected by the membership, to constitute a quorum if needed.
- 4.16 **Proxies.** Every person entitled to vote shall have the right to do so in person or by one or more agents authorized by written proxy, executed by such person or his/her duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force.
This allows for written proxies, which would allow someone to represent and/or vote on behalf of another member. Allowing those who can not attend to have a voice and to help reach a quorum.
- 5.10 **Telephonic Meetings.** Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
Provides for Board Members who are unable to be at the meeting to actively participate in the meeting.

8.6 Amendments. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the members at any annual meeting of the membership or at any special meeting of the members if notice of such alteration, amendment, repeal or adoption of new Bylaws is contained in the notice of such special meeting. These Bylaws may also be altered, amended or repealed or, new Bylaws may be adopted, by Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws is contained in the notice of such special meeting, subject, however, to the right of the members to repeal or change any such action of the directors.

The Board would be allowed to make changes needed to the By-laws, but would be subject to repeal by the membership.

The Absenteeism policy of the board is removed from the By-laws and will be added to the Board policies and will be the responsibility of the board.

Proposed Changes to Articles of Incorporation.

The Articles of Incorporation are filed with the State and contain The Arc's purpose and declaration as a Not for Profit entity. Over the last 55 years the Articles have been up-date numerous times for name changes and changes to resident agents. These have simply been amended meaning we have 9 copies we have to keep on file vs. restating them into one document. The Committees recommendation is to reduce these officially to one document.

Proposed Elimination of the Constitution Document.

The State does not require a separate Constitution document for the agency. In 55 years The Arc has amended its mission and By-laws numerous times which makes this document duplicative and outdated.