

Revised By-Laws

Original Date: May 1994
Revision Date: May 2003
Revision Date: May 2005
Revision Date: March 2006
Revision Date: March 2007

Article I. MEMBERSHIP

- Section 1. Membership is gained through a completed application and acceptance of that application, and payment of dues to the Arc office. All memberships will be on a calendar year basis (Jan 1-Dec 31) no matter when the original application is filled out.
- Section 2. Membership includes the following:
- a. Individual – Single membership, 18 years or older. Individual members are voting members.
 - b. Family –Adults and children living in the same household. Two adult members (18 years old or older) have voting rights.
 - c. Associate – an individual non-voting member.
 - d. Group—An institution, organization, corporation, or agency. Group memberships will not have voting rights.
- Section 3. A member in good standing is one whose dues are not delinquent.
- Section 4. Members in good standing shall be eligible to hold office and to vote (but only in person) on all questions at general membership meetings.
- Section 5. Control of this Association shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on request of any member at a regular meeting or at a special meeting called for the purpose. (An action of the Board of Directors may be altered or rescinded by two-thirds vote provided no rights of third parties are affected.)

Article II. DUES

- Section 1. Members shall pay yearly dues, the amount to be determined by the Board of Directors and approved by the membership.
- Section 2. Dues for all membership classes shall be on a calendar year basis, and expire on December 31 of each year, no matter when the original application is filled out and dues are paid.
- Section 3. Membership dues must be made current by five working days prior to a

membership meeting in order to vote at said membership meeting.

Section 4. Members whose dues are in arrears for one year shall be dropped from membership roll.

Article III. MEMBERSHIP MEETINGS

Section 1. Regular meetings of the membership shall be held a minimum of three times a year. Members shall be notified in advance of all meetings.

Section 2. The regular membership meeting in May shall be designated as the Annual Meeting for the election of officers and directors. It may NOT be omitted.

Section 3. Special meetings may be called by the President or on written application of five members made to the Secretary. Notices shall be mailed to all members not less than two weeks prior to the special meeting stating the purpose of the meeting. No other business may be transacted at a special meeting.

Section 4. A quorum shall consist of ten percent (10%) of the voting membership in good standing. They must be present in person.

Article IV. FISCAL YEAR

Section 1. The fiscal year shall begin January 1 and end December 31.

Article V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, and the other directors not to exceed a total of 15.

Section 2. The Board of Directors shall be responsible for the general management and affairs of the Association and shall be empowered to employ the Executive Director to administer the affairs of the Association. The Board of Directors shall prescribe the duties and terms of employment of the Executive Director. Directors will serve on committees and perform other duties as assigned by the President. The Board of Directors shall exercise all other powers inherent in the Association except those expressly reserved to the membership.

Section 3. In case of any vacancy in the Board of Directors, a successor shall be elected by a majority of the Board of Directors then in office and such

successor shall hold the office until the next annual membership meeting at which time the remainder of the vacant term will be voted on by the membership.

Article VI. MEETING OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall hold at least ten meetings per calendar year.
- Section 2. Special meetings of the Board may be called by the President, or by the Secretary upon the written request of three Board members, at any time on not less than 24 hours notice.
- Section 3. One more than half the Board of Directors shall constitute a quorum.

Article VII. EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall consist of all the elected officers of the Association.
- Section 2. Meetings of the Executive Committee shall be held on the call of the President on matters of importance when it is not possible to convene a regular Board meeting or consider business which does not justify lengthy discussion by the full Board.
- Section 3. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its regular meeting and shall be subject to revision or alteration by the Board of Directors
- Section 4. At least two-thirds of the Executive Committee shall be present to constitute a quorum.
- Section 5. In the event that a vacancy occurs in the Executive Committee, the Board shall elect a successor from the Board.

Article VIII. TERM OF OFFICE

- Section 1. The officers of the Association shall serve for a term of one year
- Section 2. Board of Director Members are elected to a 3 year term. No director will serve more than two full consecutive terms.

- Section 3. A director shall be removed as a Board member if he or she incurs five (5) absences from regularly scheduled board meetings within a year. (June 1 thru May 31)
- Section 4. No director shall be elected to any one executive office for more than two consecutive full one year terms.

Article IX. DUTIES OF OFFICERS

- Section 1. The President shall preside at meetings of the Board of Directors. The President shall appoint the Chairpersons of all committees and task force committees, with the approval of the Board, and supervise directly or indirectly their work, except the Nomination Committee. The President may appoint special committees as required. The President shall act as the Executive Officer of the Association and, in general, perform the duties usually associated with the office of President. The President shall present an annual report to the membership. The President shall counter sign checks as required by the board of directors and be a trustee of the properties of the Association.
- Section 2. The First Vice-President shall succeed to the presidency in case of a vacancy in that office and shall perform the duties of the President in his/her absence. The First Vice-President shall undertake such other responsibility as the President may assign.
- Section 3. The Second Vice-President shall perform all the duties of the President in the absence of the President and First Vice-President and undertake such other responsibility as the President may assign.
- Section 4. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the membership and the Board of Directors. The Secretary shall keep, or cause to be kept, at the principal office a membership list, showing the names of the members and their addresses. The Secretary shall file with The Arc (National) two copies of the By-laws when amended. The Secretary shall serve as a trustee of the properties of the Association. The Secretary will perform other duties as assigned by the President.
- Section 5. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall render to the Directors, when requested, and to the membership at the

annual meeting, an account of the financial condition of the Association. The Treasurer shall be bonded, if required by the Board of Directors.

Article X. ELECTIONS

Section 1. A Nominating Committee shall provide the members with one or more nominations for any director positions to be filled at an annual meeting of the members. Such committee shall also provide the Board of Directors with nominations for any vacancies occurring when a director resigns prior to the end of such director's term.

The nominating committee shall consist of five members. One member shall be appointed by the Board of Directors from its members and shall serve for a 12 month term commencing on June 1st of the year of appointment. At the 2007 Annual Meeting, four members of the committee shall be elected by the members. Two of the members elected at the 2007 Annual Meeting shall serve 24 month terms commencing on June 1, 2007 and two of the members elected at such meeting shall serve 12 month terms commencing on June 1, 2007.

At each subsequent Annual Meeting, the members shall elect two members of the Nominating Committee and such members shall each serve a 24 month term. The Committee members shall select their Chairperson.

Section 2. Directors shall be elected at the Annual Meeting and shall take office on June 1 following their election.

Section 3: Officers for the Board will be elected by the Directors at the first meeting following their election.

Section 4. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor will be accepted by the chair once it has been determined that they have given *their* consent.

Article XI. STANDING COMMITTEES

Section 1. The standing committees shall be the Nominating Committee and the Personnel Committee.

Section 2. Special Committees may be appointed from time to time by the Board of Directors as the need arises.

Section 3. All Committees (standing and special) shall be comprised of at least three members. At least one committee member shall be a member of the Board of Directors except for the Personnel Committee which must be comprised only of Board of Director members.

Article XII. DUTIES OF STANDING COMMITTEE

Section 1. PERSONNEL COMMITTEE – The committee shall make recommendations to the Board of Directors regarding all personnel matters for which the Board is directly responsible.

Section 2. THE NOMINATING COMMITTEE - The Nominating Committee shall prepare a slate of candidates for election of directors to serve if elected. It shall report its nominations at the Board of Directors meeting prior to the annual meeting. The Nominating Committee will recommend to the Board replacements for vacancies that may occur.

Section 3. Chairpersons of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also members of the Board.

Article XIII. PARLIAMENTARY AUTHORITY

Section 1. The most recent edition of Robert’s Rules of Order—Newly Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and by-laws

Article XIV. AMENDMENTS

Section 1. Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing to the entire general membership at least three weeks prior to the meeting at which it is to be voted upon and a (2/3) two-thirds vote required for ratification.

These are the current by-laws approved and adopted by the membership on March 29, 2007.

Signed: _____
President

Signed: _____
Secretary