

BYLAWS

THE ARC OF BENTON COUNTY (Rev. 5/2018)

ARTICLE I. NAME

The name of this organization shall be The Arc of Benton County, Inc. hereinafter referred to as the Corporation.

ARTICLE II. PURPOSE

Section 1: Purposes

- a. To promote the general welfare of all people with intellectual and related developmental disabilities.
- b. To advocate for and provide services and supports as needed for persons with intellectual and related developmental disabilities and their families,
- c. To foster self-advocacy and the development of inclusive programs.
- d. To encourage research related to intellectual and related developmental disabilities.
- e. To advise and aid families, advocates and self-advocates and to coordinate their efforts and activities.
- f. To develop a better public understanding of the condition of intellectual and related developmental disabilities.
- g. To cooperate with all public and private groups, agencies, or organizations in the furtherance of these ends.
- h. To associate with and support financially the State and National components of the Association to promote the common cause.
- i. To serve locally as a clearinghouse for information on intellectual and related developmental disabilities and their associated challenges.
- j. To solicit funds for the accomplishment of the above purposes.

Section 2: Lawful Activities

This Corporation shall, in addition, engage in any lawful activity for which Corporations may be organized under the Oregon Non-Profit Law, but limited only to the activities permitted a public benefit organization within the provisions of Internal Revenue Code, Section 501 (c) (3).

ARTICLE III. MEMBERSHIP

Section 1: Application

Membership may be obtained by application to the Administration and payment of dues, if applicable.

Section 2: Membership Types

Membership may be on an individual, family, business or corporate basis. A family membership shall entitle any two specified members of the family who are at least 18 years of age to hold office and to vote. Voting designations shall be specified at the time of enrollment.

Section 3: Member in Good Standing

A member in good standing is one whose dues are not delinquent, nor has the person been suspended by due process.

Section 4: Membership Privileges

Members in good standing shall be eligible to hold office and to vote but only in person on all questions at general membership meetings. No employee or paid consultant of the Corporation may serve as an officer, director, voting committee member or delegate.

Section 5: Membership Rights

Control of this Corporation shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on request of any membership at a regular membership meeting or at a special meeting called for the purpose. An action of the Board of Directors may be altered or rescinded with an affirmative two-thirds vote, provided no rights of third parties are affected.

Section 6: Suspension of Membership

Any member whose actions are prejudicial to the interests of The Arc of Benton County or to citizens with intellectual or related developmental disabilities may be expelled as follows:

A member may bring written complaint against another member and submit it to the President. The complaint shall present evidence to substantiate the accusation. The President shall notify the affected member that such an action will come before the Corporation's Board of Directors, a summary of the evidence is offered in support of the action, as well as a time, date, and place the Directors will meet to consider the action; written notice will be provided to the member at least thirty (30) days prior to the date the action will be considered and an opportunity provided to show cause why the member should not be suspended or expelled. Upon a three-fourths affirmative vote of the Board of Directors at a meeting with a quorum, the affected member will be expelled. The affected member shall have the right to appeal the decision to the general membership. On receipt of the appeal the President shall call a special meeting of the membership within 30 days. The membership may overrule the decision of the Board of Directors by an affirmative vote of three-fourths, a quorum (see Article V, Section 4) of the membership being present.

Section 7: Membership Lists

Membership lists shall not be published or made available outside the Corporation except where, in the opinion of the Board of Directors, the furnishing of such lists, in confidence, will be in the best interest of the members and will serve constructively the purposes of this Corporation.

Section 8: Public Representations

No member shall make representations to any public official or body or speak or act publicly in the name of the Corporation without prior approval from the President, the Executive Committee, or the Board, as the case may be.

ARTICLE IV. DUES

Section 1: Local Member Dues

Members shall pay yearly dues, if applicable, as established by The Arc Benton Board of Directors.

Section 2: Annual Dues

Dues, if applicable, are payable annually during the month established by the Board of Directors.

Section 3: Waiver of Dues

Dues may be waived in special cases by the Board of Directors or the Executive Director.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1: Regular Meetings

Regular meetings of the membership shall be held as determined by the Board of Directors. Members shall be notified at least two weeks in advance of all meetings.

Section 2: Annual Meetings

The regular membership meeting in the spring shall be designated as the Annual Meeting for the election and installation of officers and directors. It may not be omitted. Members should be notified 30 days in advance of the Annual Meeting.

Section 3: Special Meetings

Special meetings may be called by the President or on written applications of five members made to the Secretary who shall mail notices to all members not less than one week prior to the meeting stating the purpose of said meeting. No other business may be transacted at a special meeting.

Section 4: Quorum

Membership meetings for the purpose of conducting business must have a quorum present of at least ten (10) voting members.

ARTICLE VI. FISCAL YEAR

The fiscal year shall begin July 1 and end June 30.

ARTICLE VII. EXECUTIVE COMMITTEE AND OFFICERS

Section 1: Composition

The Executive Committee shall be composed of the Officers of the Board. The officers of this Corporation shall consist of a President, a President-elect (during the 2nd year of the President's term), a Secretary, and a Treasurer, who shall be elected in a manner hereinafter provided to serve for a term of two (2) years. Each officer shall, at the time of his/her election, be a member in good standing.

Section 2: Duties of Officers

All officers of this Corporation shall perform the duties pertaining to their respective offices, and the Corporation's Board of Directors may assign other such duties as necessary.

- a.) The President shall preside at and conduct all meetings of the Board and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after such documents have been approved by the Board. The President may serve as a representative of the company in meetings and discussions with other entities. In consultation with the other members of the Executive Committee. The President shall appoint all committee members.
- b.) The President-elect shall assist in the duties of the President, if requested, and perform other such tasks as may be assigned by the Board.
- c.) The Secretary shall keep accurate records and minutes of all meetings of the Corporation, forward the minutes to the Executive Director for filing, and submit the slate of nominees to the Membership for vote at the Annual Meeting.
- d.) The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and shall conduct regular internal audits of the financial policies and procedures.
- e.) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

Section 3: Meetings

The Executive Committee may meet between meetings of the Board and at such other times as the Committee may find it necessary to transact the business of the Corporation.

A special meeting of the Executive Committee may be called by the President or by any two (2) officers. Members shall be notified at least one (1) week in advance if notified by mail, or at least two (2) days in advance if notified by telephone, fax, or e-mail. At least sixty percent (60%) of the Executive Committee shall be present in person to constitute a quorum.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall consist of the Officers of this Corporation, the Immediate Past President, six (6) Directors elected by the membership at an annual meeting and, with the consent of the Board, up to three (3) Directors-at-Large appointed by the President. All Officers and Directors shall, at the time of their election, and Directors-at-Large shall, at the time of their appointment, be members in good standing.

Section 2: Term of Office-Directors

The term of office shall be three (3) years. The term of office of the Director-at-Large shall be concurrent with the term of the President.

Section 3: Compensation

No compensation shall be paid to any Officer or Director for any services rendered to the Corporation.

Section 4: Commencement Date

The newly elected Officers and Directors shall take office on July 1 following the annual meeting of the Corporation. The Directors-at-Large shall take office immediately following their appointment.

Section 5: Open Meetings

Members of the Corporation and the general public may attend and speak at meetings of the Board of Directors but shall not vote unless they are also members of the Board.

Section 6: Meetings of the Board

The Board of Directors shall hold an open meeting monthly, with at least 8 meetings per year. When a decision by the Board is needed at once and it is not practical to call a meeting of the Board, the President may take a ballot of the Board members by mail, fax, e-mail, or by telephone with immediate written responses from the Board members to the President.

Replies must be received from three-fourths (3/4) of the Board members and four-fifths (4/5) of those replying must vote in the affirmative for the proposal to carry.

Section 7: Special Meetings

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 and with not less than 24 hours' notice. Only that business stated in the call for the special meeting may be discussed or acted upon.

Section 8: Quorum

A quorum of the Board requires a majority of the Board to be present. Vacancies of the elected positions on the Board must be counted while unfilled Director-at-Large positions are not counted to determine the total Board complement for purposes of determining a quorum. If a quorum is not reached with majority of the Board present, the meeting may be declared an Executive Committee meeting, if a majority of the officers are present.

Section 9: Board Responsibilities

The Board of Directors shall be responsible for the conduct of the business of the Corporation and shall be empowered to employ and prescribe the duties of professional personnel required to administer the affairs of the Corporation. The Board of Directors shall exercise all powers inherent in the Corporation except those expressly reserved to the membership.

Section 10: Declaring a Vacancy

The Board may declare vacant the office of any Director or Officer who shall move from the area, who shall be absent from three (3) meetings of the Board without good cause or prior approval of the President, or who becomes incapacitated or otherwise fails to carry out the responsibilities of the position.

Section 11: Filling of Vacancies

All vacancies in the elected positions, except that of President, shall be filled for the unexpired term by persons elected by the Board of Directors. If there is a vacancy in the position of Immediate Past President, the past president immediately prior to the current Immediate Past President shall be appointed to the position. If that individual is unable to serve, the next prior past president shall be appointed. If that individual is unable to serve, the position will remain vacant and the position will not count in quorum determinations.

If the President position becomes vacant during the first year of the term, the Immediate Past President shall be appointed President. If the President position becomes vacant during the second year of the term, the President-elect shall be appointed President and will serve out the vacating President's term, in addition to the subsequent two (2) year term.

Section 12: Recall

An Officer or Director of the Corporation may be recalled from office or from the Board by a majority vote of the membership of the Corporation at a regular meeting of the Corporation, provided: 1) a petition for such a recall signed by one-fourth of the voting members of the Corporation, shall have been filed with the Secretary prior to the regular meeting preceding the regular meeting which the vote to recall shall be taken; 2) notice of the proposed recall shall have been given the Officer or Director to be recalled, by registered mail; and 3) announcement of the proposed recall vote shall have been made at the regular meeting of the Corporation preceding the meeting at which the vote on the recall is to be taken.

ARTICLE X. EXECUTIVE DIRECTOR

Section 1: Appointment

The Board of Directors shall employ an Executive Director, establish duties of the position, and fix the salary. The Executive Director shall be responsible to the President and policies established by the Corporation and Board.

Section 2: Responsibilities

The Executive Director shall:

- 1) be the administrative head of the Corporation, serving at all times under the direction of the Board through the President;
- 2) be responsible for implementing policies, programs and activities approved by the Board and the membership of the Corporation;
- 3) assist in developing goals and recommend policies, activities and programs for the consideration of the Board, Corporation committees, and the members; and
- 4) make full use of the energies and proficiencies of the membership in strengthening the Corporation and carrying out its objectives.

Section 3: Meetings

The Executive Director shall attend all regular and special meetings of the Board of Directors when at all possible. Minutes of such meetings shall be kept and distributed promptly thereafter to all Board of Directors members. The Executive Director shall endeavor to attend committee meetings.

Section 4: Reports

The Executive Director will give either verbal or written reports at all regular Board of Directors meetings. The Executive Director shall have the power, subject to the rules and regulations of the Board of Directors, to employ, terminate, fix duties and salaries, and establish standards for employees of the Corporation.

ARTICLE XI. NOMINATIONS AND ELECTIONS

Section 1: Composition

Either the Executive or the Nominating Committee shall carry the power to develop and approve a slate of nominees to serve as Board members. If a Nominating Committee is established, it shall be composed of three members, two of whom will be selected by the Board, one of whom may be the Immediate Past President who may serve as chairperson. The third member may be selected by the officers.

Section 2: Slate Development

The Executive or Nominating Committee shall prepare a slate of candidates for election as officer directors and one position on the Nominating Committee, if functional, and shall secure the consent of its nominees to serve if elected. It shall report its nominations at the Board of Directors' meeting prior to the Annual Meeting. The Secretary shall include a written slate of nominees in the call for the Annual Meeting. This shall be mailed to the membership 30 days prior to the Annual Meeting.

Section 3: Slate Presentation

The election shall be held at the Annual Meeting. The report of the Executive or Nominating Committee shall be read by a member of the Committee. Nominations from the floor for each vacant position shall be taken. Each person nominated from the floor must signify his/her willingness to serve if elected. If the person nominated from the floor is not present, he/she must have indicated in writing his/her willingness to serve if elected. Voting shall be by secret ballot for any position for which there is more than one candidate.

ARTICLE XII. COMMITTEES

Section 1: Appointments

The President, with the advice of the Board, shall appoint all committee chairpersons and members with the exception of the Nominating Committee. Their terms of service for committees shall be two (2) years, subject to reappointment.

Section 2: Standing Committees

The Board of Directors shall designate those standing committees required to carry out the continuing functions of the Corporation. The Board may establish standing committees from time to time, but the functions of standing committees must include: membership, resource development, public policy and governmental affairs, finance, and Corporation program activities.

Section 3: Special Committees

The President, with the advice of the Board, may appoint special committees as may be desirable to facilitate the work of the Corporation. The President, with the advice of the Board, shall define the duties of each special committee and fix the duration of its activities.

Section 4: Voting Committee Members

All voting committee members, at the time of their appointment, shall be members in good standing. However, the president may appoint other persons, such as educational and professional leaders, to serve with the committee in an advisory or consultative capacity. These outside committee members do not hold a voting seat.

Section 5: Reports to the Board

Each committee shall report to the Board through its chairperson.

Section 6: Duties of Standing Committees

The President with the advice of the Board, shall determine the duties and objectives of the standing committees.

Section 7: Discharge of Committee Membership

The President may discharge any committee chairperson or member who fails to carry out the responsibilities of the position. The Board may, by a three-fourths (3/4) affirmative vote, discharge any committee chairperson who fails to carry out the responsibilities assigned to that committee.

Section 8: Conflict Resolution

The President shall decide any conflict of jurisdiction among committees.

ARTICLE XIII. RELATIONSHIPS WITH THE STATE AND NATIONAL COMPONENTS

This Corporation agrees to maintain membership at the State and National level and to support the State and National levels in every way and to adhere at all times to their policies. This Corporation further agrees to send the State and National components a copy of its annual report and its audited annual financial report, including a list of all income and disbursements, within sixty (60) days after the audit of its fiscal year, and to support financially the activities of the State and National components in accordance with their stated policies.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the property and assets of the Corporation shall go to and be distributed to The Arc of Oregon, and in the event there shall not be in existence such a state association, then all the property and assets shall go to and be distributed to The Arc of

the United States. Under no circumstance shall any of the property and assets of this Corporation during the existence and/or upon dissolution thereof go to and be distributed to any officer, member, or subsidiary corporation.

ARTICLE XV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and bylaws.

ARTICLE XVI. AMENDMENTS

Any proposed amendment shall be approved by the Board of Directors of the Corporation and presented in writing to the entire general membership at least three weeks prior to the meeting at which time it is to be voted upon and an affirmative two-thirds vote of the quorum is required for ratification.

ARTICLE XVII. INDEMNIFICATION

To the maximum extent permitted by law in the jurisdiction in which the Corporation is legally organized, in effect from time to time, the Corporation shall indemnify any individual who is a present or former Director or Officer of the Corporation. Subject to the requirements of law in effect from time to time, the Corporation, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse to any such individual reasonable expenses in advance of final disposition of a proceeding. The Corporation may, with the approval of the Board of Directors, provide indemnification and advancement of expenses to any person who may have served as part of a predecessor of the Corporation in any such capacities and to any employee or agent of the Corporation or a predecessor of the Corporation.

Neither the amendment nor repeal of this article, nor the adoption of any other amendment of any other provision of the bylaws or Articles of Incorporation of the Corporation inconsistent with this section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to that amendment, repeal, or adoption.

These are the current bylaws approved and adopted by the membership on June 5, 2018.

(Signed) _____

President

Date

(Signed) _____

Secretary

Date