

## ARTICLE 1: NAME & PURPOSE

Section 1. The name of this Association shall be The Arc of Northern Shenandoah Valley Incorporated and hereinafter will be referred to as The Arc/NSV.

**Commented [LK1]:** Not needed

Section 2. The Arc/NSV shall be a non-profit organization with the following objectives:

- a. To advocate for the rights and quality of life for individuals with cognitive, intellectual and other developmental disabilities and their families
- b. To foster the development of programs on their behalf
- c. To support research relating to cognitive, intellectual and other developmental disabilities
- d. To advise, aide and coordinate with parents/caregivers in their efforts and activities
- e. To promote better understanding of cognitive, intellectual and other developmental disabilities by the public and greater inclusion in the community
- f. To work with all public, private, religious and professional groups in the furtherance of The Arc/NSV objectives
- g. To serve locally as a clearinghouse of information regarding cognitive, intellectual and other developmental disabilities
- h. To solicit and receive funds for the accomplishment of these purposes
- i. To further the implementation of legislation on behalf of the persons with cognitive, intellectual and other developmental disabilities at all levels

**Commented [T2]:** Remove. Cognitive now linked with intellectual. Remove other. Remove in all areas.

Section 3. The Arc/NSV shall be non-partisan and take no position in matters of governmental policies other than those related to cognitive, intellectual and other developmental disabilities.

## ARTICLE 2: MEMBERSHIP

Section 1. Membership shall be classified on a consumer, individual, family, non-profit organization and business basis.

Section 2. A member in good standing is one whose dues are currently paid or whose fees have been waived

Section 3. Members whose dues have not been waived and who are in arrears for one year shall be notified within 60 days before being dropped from the membership roll.

Section 4. Members age 18 and older and in good standing shall be eligible to hold office and to vote on all questions at membership meetings. Organizations and businesses may have one vote. All votes must be cast in person.

Section 5. Control of The Arc/NSV shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on the request of any member at a regular meeting or at a special meeting called for that purpose. An action of the Board of Directors may be altered or rescinded by a two-thirds (2/3) vote of those present at the membership meeting, provided that no rights of third parties are affected.

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Section 6. No member shall act or speak in the name of The Arc without approval of the President or the Executive Director.

### ARTICLE 3: DUES

Section 1. Members shall pay yearly dues as set by the Board of Directors that include dues to The Arc/US and Arc/VA.

Commented [T3]: Includes Arc/VA as well

Section 2. Dues are payable on an annual basis and membership expires one year after payment. Thus, dues will be payable throughout the year. If not paid, delinquency occurs after 60 days after becoming due. Members considered delinquent shall have no voting rights.

Section 3. Dues may be waived in specific cases by the Board of Directors when the payment of constitute a hardship.

### ARTICLE 4: MEETINGS

Section 1. Regular meetings for various groups of the membership shall be set at the start of each fiscal year unless the membership shall vote to omit or alter the time of certain meetings. Members shall be notified in advance of all meetings.

Section 2. The annual membership meeting shall be held in May or June for the election of officers and directors. It may not be omitted.

Section 3. Special meetings may be called by the President or upon written application of at least five (5) members. All members shall be notified by mail, email, or telephone not less than one week prior to the 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 (10) percent or five (5) members in good standing, whichever is greater.

Section 5. Any proposal may be voted upon by the Board of Directors or its committees by mail, email or phone. An affirmative vote by a majority of members shall be required to approve any action submitted by vote by mail, email or phone. Verification of all phone votes must be done by each voting member to the Chair or the President within five (5) days of the vote being cast on the phone.

### ARTICLE 5: FISCAL YEAR

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

### ARTICLE 6: EXECUTIVE DIRECTOR

Section 1. The Executive Director is the administrative agent of The Arc of Northern Shenandoah Valley. The Executive Director is responsible to the Executive Committee and the Board of Directors for the implementation of policies and programs approved by the Board of Directors. The ultimate purpose is to improve the general welfare of all persons with cognitive, intellectual and other

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developmental disabilities living in the Northern Shenandoah Valley, regardless of age or extent of disability.

In the performance of duties, the Executive Director is directly responsible to the President of the Board of Directors and his/her performance is reviewed on an annual basis by the ad-hoc personnel committee, reporting to the full Board of Directors. The responsibilities of this committee are to coordinate hiring of the executive director, including the advertisement of the position, screening and interviewing applicants, completing reference and/or background checks and recommendation of the chosen candidate to the board and provide orientation and training for the executive director. The committee shall be comprised of the president and two board members.

The executive director is expected to be a representative of and advocate for the mission and policies of The Arc/NSV and to demonstrate leadership and initiative in performing assigned duties and responsibilities.

The executive director will attend all executive committee meetings and board meetings as a non-voting participant.

### Section 2. The executive director

- a. Shall direct, supervise and coordinate all organizational programs and services
- b. Shall select and employ such personnel as required to fulfill the purpose and meet the requirements of the organization
- c. Review the work of staff, make staff advancements or terminations and prepare annual review of work performance of each staff member
- d. Attend all regular meetings of the board and executive committee
- e. Assist the fiscal committee in preparation of the annual budget
- f. Assume leadership for increasing public awareness of The Arc as an organization
- g. Assume and perform other duties as stated in the personnel policy manual for the executive director position
- h. Perform other duties as assigned by the president and the board of directors collectively

## ARTICLE 7: OFFICERS—TERMS OF OFFICE & DUTIES

Section 1. Each year, as outlined in these bylaws, the general membership of The Arc/NSV will elect a President, President-Elect, Secretary and Treasurer. It is recommended that no one shall serve as an officer until after s/he has served at least one year on the board of directors. Officers will assume their office on July 1 of the designated year and will perform duties as outlined:

### Section 2. The President

- a. Shall serve a term of at least one year as the Vice President and two years as the President. The President may succeed themselves.
- b. Shall preside at all meetings of The Arc/NSV and of the Board of Directors.
- c. Shall appoint chairpersons and members of all standing committees as s/he deems necessary and representatives to work in liaison with other organizations and agencies
- d. Shall serve as ex-officio member of all committees, except the nominating committee
- e. May appoint representatives to The Arc/US and The Arc/VA as required

**Commented [LK4]:** Changed president elect to VP and added that President is able to succeed themselves

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- f. Shall act as the executive officer of The Arc/NSV and, in general, perform the duties usually associated with the office of president
- g. Shall conduct orientation/transition programs for the officers and board members
- h. In the event that any questions shall arise as to the meaning of any portion of the bylaws, the president, after consultation with the executive committee, shall rule on the issue. Such ruling may be reversed or revised by a simple majority of the board of directors at the next meeting provided no irrevocable rights of third parties are affected. Any such ruling shall be referred to the executive committee for consideration in the next revision of the bylaws.

### Section 3. The Vice Preseident

Commented [LK5]: Changed to VP

- b.a. Shall assume the duties of the president in the event of the president's absence or vacancy
- c.b. Shall become familiar with the administrative and operational aspects of The Arc/NSV as to promote an appropriate transition into the role of president.
- d.c. Shall share responsibilities for the advocacy, education and governmental affairs committee
- e.d. Shall assist with planning programs for the membership meetings
- f.e. Shall undertake other responsibilities as the president may assign

### Section 4. The Secretary

- a. Shall serve a term of two years and may be considered for additional consecutive term(s) upon the approval of the board of directors and the general membership.
- b. Shall be responsible for recording the minutes of the board meeting
- c. Shall record and maintain minutes of all executive committee meetings
- d. Shall submit, at the end of the term, all records and minutes for the entry into permanent files
- e. Shall work with staff to insure accuracy and timeliness in correspondence and communications and the upkeep of The Arc historical records
- f. Shall file with The Arc/US and The Arc/VA copies of the bylaws when amended
- g. Shall notify board members who have been absent three (3) consecutive meetings to determine intent for continued service
- h. Shall undertake such other responsibilities as the president may assign

### Section 5. The Treasurer

- a. Shall serve a term of two years and may be considered for additional consecutive term(s) upon approval of the board of directors and the general membership
- b. In the absence of office staff shall receive all revenues of The Arc/NSV and maintain a complete and accurate account of all funds received and disbursed and be responsible for sending annual dues to The Arc/US and The Arc/VA by prescribed dates
- c. Shall deposit and disburse all such funds. Shall present an annual report to the membership immediately after the close of the fiscal year listing all receipts and disbursements by budget categories
- d. Shall submit, at the end of the term, all records for entry into permanent files
- e. Shall serve as ex-officio member of the fiscal committee
- f. Shall undertake such other responsibilities as the president may assign

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Section 6. In the event the treasurer is unable to perform said duties, the chairperson of the fiscal committee shall assume these duties until such time as the board of directors shall appoint a successor to fill the unexpired term.

### ARTICLE 8: BOARD OF DIRECTORS

Section 1. The governing body of The Arc/NSV shall be the board of directors. It shall have and exercise all lawful powers necessary for conducting business of The Arc and to carry out its purpose. No director shall exercise more than one vote on any motion before the board. Directors representing agencies that provide operating funds to The Arc/NSV may participate as ex-officio, or non-voting, members so that conflicts of interest are not created.

Section 2. All members of The Arc/NSV 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.

Section 3. The board of directors shall hold Quarterly meetings, unless a majority of the board votes not to meet.

Section 4. Special meetings of the board may be called by the president or by the secretary upon written request of three (3) board members at any time on not less than twenty-four (24) hours notice.

Section 5. A majority of the board of directors shall constitute a quorum. Ex-officio (non-voting) members to not count toward the establishment of a quorum.

Section 7. To be a board member, attendance is required at each meeting of the board of directors. Absence at three (3) consecutive board meetings, without good cause, may justify replacement of that person on the board. The executive committee shall determine that person's continued board status.

Section 8. The board of directors shall be composed of the president, vice president, secretary, treasurer, and up to nine (9) additional directors.

Section 9. The board shall have the authority to her, prescribe the duties of, evaluate and terminate the executive director. The executive director shall be responsible to the board through the president.

Section 10. An ad-hoc policy committee shall review the written fiscal policies, personnel policies and bylaws of The Arc/NSV every two years and make recommendations to the board.

Section 11. All members of the board shall adhere to the most recent version of the ARC/NSV board code of conduct which the initial version of and any revision to the before mentioned document will be approved by a majority vote of the Board of Directors.

### ARTICLE 9: NOMINATIONS & ELECTIONS

Section 1. There shall be an ad-hoc nominating committee composed of three (3) members. One (1) member shall be appointed by the board of directors from among its members. The other two (2) members shall be selected from the general membership.

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Section 2. The nominating committee shall prepare a slate of candidates for election as officers and directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations prior to the annual meeting.

Section 3. Officers and directors shall be elected at the annual meeting and shall take office on July 1 following their election.

Section 4. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall be members in good standing who have given consent to the nomination.

### ARTICLE 10: STANDING COMMITTEES

Section 1. The standing committees shall be:

- Executive committee
- Fiscal committee
- Advocacy, education and governmental affairs
- Membership
- Resources and recreation
- Fundraising
- Education and outreach

Section 2. Special committees may be appointed as the need arises.

Section 3. Terms of all committee members shall be two years expiring on June 30 of the second year.

Section 4. Chairpersons of all committees shall be board members.

### ARTICLE 11: DUTIES OF STANDING COMMITTEES

Section 1. Executive committee: This committee shall be comprised of the president, Vice President, treasurer, secretary, and the executive director.

- a. This committee is to act on behalf of the board in matters requiring immediate attention and convened at the discretion of the president
- b. Any action of the executive committee shall be subject to review by the board of directors at their next scheduled meeting or at a special meeting called for that purpose. An action of the executive committee may be altered or rescinded by a two-thirds (2/3) vote of those present at the board meeting, provided no rights of third parties are affected.
- c. This committee shall prepare and submit a long range plan for The Arc, including a schedule for implementation, to the board

Section 2. Fiscal committee: The responsibilities of this committee are to:

- a. Prepare and submit an annual budget to the board for approval before the April board meeting. The annual budget will include a statement to specifically allocate the funds in the event of a dissolution.
- b. Arrange for an independent certified audit annually. This audit shall be submitted to the board ninety (90) days after the close of the fiscal year.

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- c. In the absence of an accountant:
  - i. Shall arrange for completion of IRS income tax returns
  - ii. Shall prepare and submit personnel materials (withholding, FICA, etc.) to appropriate governmental agencies
- d. Encourage members and others regarding donations and bequests to the organization
- e. Assist coordinating fundraising projects for The Arc to financially support its activities
- f. Assist promoting fundraising events by The Arc/NSV, The Arc/US and The Arc/VA, as appropriate
- g. Solicit information from other committees regarding anticipated budgetary needs for the upcoming year
- h. Shall coordinate annually with accountant to review and provide relevant input to federal forms
- i. Search out and investigate other sources and methods of financial support for The Arc's activities
- j. Annual review liability and property insurance needs of The Arc and make recommendations to the board

### Section 3. Advocacy, Education & Governmental Affairs: The responsibilities of this committee are to:

- a. Stay informed about local, state and national governmental issues and develop appropriate efforts to address issues that impact the membership
- b. Advocate for adequate resources and supports for people with cognitive, intellectual and developmental disabilities in our community
- c. Develop an annual plan for the committee's activities
- d. Educate the community regarding The Arc/NSV's purpose through the public awareness activities
- e. In the absence of office staff, develop, promote and implement self-help programs for parents and guardians of persons with cognitive, intellectual and other developmental disabilities
- f. Enlist, as appropriate, the assistance of professionals and organizations
- g. In the absence of staff and/or delegated volunteers, oversee activities of the Kids-On-The-Block program
- h. Promote training sessions, symposiums and workshops

### Section 4. Membership Committee: The responsibilities of this membership committee are to:

- a. Promote membership programs of The Arc/US and The Arc/VA
- b. Receive and process applications for membership
- c. Develop and conduct a local membership campaign for renewal of current members and the addition of new members
- d. Maintain an up-to-date membership list, including addresses and telephone numbers and report on its status at each board meeting
- e. Publish and distribute this directory annually to the membership, The Arc/US and The Arc/VA

### Section 5. Fundraising Committee: The responsibilities of this committee are to:

- a. Coordinate an annual fundraising plan for The Arc/NSV to financially support its activities

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- b. Promote fundraising events by The Arc/US and The Arc/VA, as appropriate
- c. Assist in searching out and investigating other sources and methods of financial support for The Arc's activities

### **ARTICLE 12: ANNUAL BANQUET**

Section 1. The March membership meeting shall be designated as the Annual Awards Banquet.

Section 2. An ad-hoc committee will be formed to make all arrangements to include, but not limited to: program, location, invitations, and media coverage. The committee will consist of interested members of the board of directors.

Section 3. Awards may be presented which recognize outstanding achievement in the following (but not limited to) categories: person with a cognitive, intellectual or other developmental disability, family, member of The Arc, educator, employer and community service provider.

Section 4. A lifetime achievement award may be presented to an individual showing outstanding commitment, dedication and service to enhance the lives of persons with cognitive, intellectual and other developmental disabilities and their families. This award may be received only one time per person.

### **ARTICLE 13: RELATIONSHIP WITH THE ARC/US AND THE ARC/VA**

Section 1. The Arc/NSV is committed to membership in The Arc/US and The Arc/VA supporting them and adhering to their policies. A copy of the annual report and the audited financial report will be forwarded to The Arc/US and The Arc/VA prior to September 1 annually. The Arc/NSV will pay affiliation fees to The Arc/US and support fees to The Arc/VA.

### **ARTICLE 14: AMENDMENTS**

Section 1. Any proposed amendment to the bylaws, along with the date, time and place it is to be voted upon, shall be presented in summary in the newsletter. A two-thirds (2/3) vote of members present shall be required for ratification.

### **ARTICLE 15: DISSOLUTIONS**

Section 1. In the event of the dissolution of The Arc/NSV, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the property and/or assets of The Arc/NSV shall be distributed in accordance with recommendations made by the fiscal committee with full approval of the board specifically designates the allocation of funds. In the event of failure to distribute funds in this fashion, all assets of The Arc/NSV shall go to The Arc/VA, Inc.; and in the event there shall not them be in existence The Arc/VA, Inc. , then all property and/or assets of The Arc/NSV shall to go and be distributed by a non-profit charitable organization exempt from federal income tax under provisions of section 501 (c)3 of the Internal Revenue Code of 1954. Under no circumstances shall any of the property and/or assets of The Arc/NSV during its existence, and/or upon the dissolution of The Arc/NSV go to or be distributed to any officer, member or subsidiary of The Arc/NSV

### **ARTICLE 16: PARLIAMENTARY AUTHORITY**

Section 1. Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with these bylaws.

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These are the current bylaws approved and adopted by the membership on 5/2009.

