

The Arc of Calhoun and Cleburne Counties
By-Laws
Revised 2014

Article I NAME

The Name of this organization shall be The Arc of Calhoun and Cleburne Counties, hereafter in this document shall be known as "The Arc."

Article II PURPOSE

Section 1 The purposes of this association are:

- a. To promote the general welfare of persons with intellectual/developmental disabilities (ID/DD) wherever they may be.
- b. To foster the development of programs in their behalf.
- c. To encourage research related to intellectual/developmental disabilities(ID/DD)
- d. To advise and assist parents in the solution of their problems and to coordinate their efforts and activities.
- e. To empower and enable families with knowledge and skills which will allow them to seek available assistance and resources.
- f. To develop a better understanding of intellectual/developmental disabilities (ID/DD) by the public.
- g. To cooperate with all public, private, and religious agencies and professional groups in the furtherance of these ends.
- h. To associate with and support financially the State and National associations to promote the common cause.
- i. To serve locally as a clearinghouse for gathering and giving out information regarding intellectual/developmental ID/DD.
- j. To solicit and receive funds for the accomplishment of the above purposes.
- k. To foster the development of inclusive services and supports on behalf of persons with intellectual and developmental disabilities (ID/DD).

Section 2 This association is a non-profit, non-political, nonsectarian organization. No part of any earnings shall benefit any member, and neither officer nor board member of The Arc shall receive any compensation for his/her services as an officer or board member.

Article III MEMBERSHIP

Section 1 Membership may be obtained by submitting the prescribed amount of dues unless waived by the Board of Directors, and a complete name, phone number, and mailing address to The Arc of Calhoun and Cleburne Counties.

Section 2 Each member shall be classified as a member of the local, state and national levels of The Arc.

- Section 3** Membership may be either on an individual or a family basis. A family membership shall entitle both, the head of the family and the spouse to vote on association matters and to hold office.
- Section 4** Honorary and complimentary membership may be granted by the Executive Director with the approval of the Board of Directors. Such members shall not pay dues, but may vote and shall be eligible to hold office.
- Section 5** A member in good standing is one whose dues are not delinquent beyond 60 days or one whose dues have been waived. The name of a member will not be dropped from membership, however, until dues are delinquent for one year.
- Section 6** Members in good standing shall be eligible to hold office and to vote in person on all questions at general membership meetings.
- Section 7** 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 (5) five members at the annual meeting or at a special meeting called for the purpose. An action of the Board of Directors may be altered or rescinded by a two-thirds vote provided no rights of third parties are affected, except in reference to the expulsion of a member in which three-fourths vote is required.
- Section 8** Any member whose actions are prejudicial to the interest of The Arc of Calhoun and Cleburne Counties or citizens intellectual/developmental disabilities (ID/DD) 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 accused and set a date for a hearing before the Board of Directors within 30 days. At that time, the accused shall be given an opportunity to be heard. Upon a three-fourths vote of the Board of Directors at a meeting at which a quorum is present, the accused may be expelled. The accused shall have the right to appeal the decision to the general membership. On receipt of the appeal the President shall call a special meeting within 30 days at which the membership may overrule the decision of the Board of Directors by three-fourths vote, a quorum being present.
- Section 9** Membership lists shall not be published or made available outside The Arc except where, in the opinion of the Board of Directors, the furnishing of such lists, in confidence, to a public or private agency will be in the best interests of the membership and will serve the purpose of The Arc.
- Section 10** The President and the Executive director shall be the official volunteer spokespersons for The Arc of Calhoun and Cleburne Counties. No other member may speak in the name of The Arc without their approval.

Section 11 Membership in The Arc includes the following classifications:

1. Dues paying membership, 2. Honorary membership and 3. Complimentary membership.

Each classification is defined accordingly:

1. Dues paying members will pay at the annual rate as set by the Board of Directors.
2. Honorary members are those individuals who have made a notable contribution to The Arc. The Executive Director with approval of the Board of Directors will be responsible for awarding Honorary Membership to those individuals so distinguished.
3. Complimentary members may include self-advocates, parents of self-advocates or interested persons based on need as determined by the Executive Director with approval of the Board of Directors.

All memberships are for one year only. The Honorary and Complimentary memberships are also for one year only with the understanding that these members will be offered the opportunity to become a dues-paying member thereafter. The Honorary and Complimentary memberships will not be extended beyond one year, except for self-advocates.

ARTICLE IV DUES

Section 1 Members shall pay yearly dues, the amount determined by the Board of Directors. This amount shall include dues to the State and National Associations. A family membership shall be considered single membership in paying dues to the State and National associations.

Section 2 All classifications of Arc Membership are based on a calendar year. All dues are due at the beginning of each calendar year. To remain a member in good standing all dues are payable in January and February of each year. Members whose dues are delinquent after one year shall be dropped from the membership roll. For new members of any classification joining in July or later of a calendar year, the membership will be extended through the end of the following calendar year.

Section 3 The Board of Directors may create special memberships or waive dues in individual cases.

ARTICLE V. MEETINGS OF THE GENERAL MEMBERSHIP

Section 1 A meeting of the general membership shall be held annually (in November) at which time officers and directors shall be elected. It may not be omitted. All members shall be notified at least one week prior to all membership meetings.

- Section 2** Special meeting may be called by the President or on written application 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 the meeting. No other business may be transacted at a special meeting.
- Section 3** A quorum for the annual membership meeting shall consist of 10 persons of the members in good standing. Only members present may vote.
- Section 4** All general membership meetings shall have documented minutes. The fiscal year shall begin October 1 and end on September 30 of the following year.

ARTICLE VI BOARD OF DIRECTORS

- Section 1** The Board of Directors shall consist of ~~not fewer than 11 persons or more than 25 persons~~ **not fewer than 3 persons nor more than 15** including the elected officers and the immediate Past-President. All Board of Directors must have worked or be residents of Calhoun or Cleburne Counties.
- Section 2** Members of The Arc and the general public may attend and speak at the meetings of the Board of Directors, but may only speak when recognized by the President or Director.
- Section 3** The Board of Directors ~~shall hold a meeting in January, March, May, August, September, October, plus Annual Meeting in November~~ **shall hold a meeting in January, April, August, September, October, plus Annual Meeting in November** unless changed by majority vote of the Board.
- Section 4** Special meetings of the Board may be called by the President, at any time, on not less than 24 hour notice, or on written application of five Board members who shall ~~mail notices to all members~~ **notify all members in any written form** not less than five days prior to the meeting stating the purpose of the meeting.
- Section 5** A majority of the voting members of the Board of Directors present in person shall constitute a quorum of the Board.
- Section 6** The Board of Directors shall be responsible for the conduct of the business of the association and shall exercise all powers inherent in the association except those expressly reserved to the membership. All meetings of the Board of Directors shall have documented minutes.
- Section 7** The Board of Directors shall consider and adopt an annual budget. The Board shall approve any unbudgeted items except emergency expenditures up to \$500.00 which may be approved by any member of the Executive Committee.
- Section 8** The Board of Directors shall be responsible for securing fidelity bond and professional liability insurance for The Board of Directors, The Arc staff members and volunteers.

Section 9 The Board of Directors shall be responsible for maintaining records of all proceedings affecting operational or management policies.

Section 10 Board actions may be taken by email, mail or phone by an affirmative vote of at least two thirds of the current directors. The Board President must determine the critical need of an item to warrant an email vote rather than addressing at the next board meeting.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall be composed of the elected officers of the association (President, Vice-President, Secretary and Treasurer), and the Immediate Past-President.

Section 2 The Executive Committee shall have the power to act in emergencies between regular meetings of the Board of Directors. However, any such action must be ratified or rescinded at the next meeting of the Board of Directors

Section 3 Additional persons may be asked to consult and serve on the Executive Committee to meet specific needs of the agency.

ARTICLE VIII TERMS OF OFFICE

Section 1 a. The President, Vice-President and Secretary of the association shall serve for a term of one year following their election at the annual meeting or until their successors have been elected. No officer other than the treasurer may serve more than three consecutive years without having a break in serving as an officer of at least one year

b. The Treasurer of the association shall serve at the discretion of the Board of Directors and will be an officer of the association.

Section 2 Directors shall serve for a term of three years following their election by the membership or until their successors have been elected. One third of the directors shall be elected each year to serve for the following three years.

Section 3 Any person who has served as Director for two successive three year terms **may be invited by the Board to serve one additional year and shall be, thereafter,** ineligible for election to such position for one year.

Section 4 All vacancies in the officers of the association or the Board of Directors shall be filled for the unexpired term by persons elected by the Board of Directors.

Section 5 ~~Any Board member missing three consecutive Board meetings without notifying the President that he/she is unable to attend, or any Board member failing to attend more than 50 percent of the regularly scheduled Board meetings in any 12 consecutive months shall be dismissed from the Board, unless the Board votes to keep that person as a Board member.~~

Any Board member missing the majority of regularly scheduled Board Meetings in any 12 consecutive months shall be dismissed from the Board, unless the Board votes to keep that person as a Board member.

ARTICLE IX DUTIES OF OFFICERS

- Section 1** The President shall preside at all meetings of the association and of the Board of Directors and Executive Committee. He/she shall appoint members of all standing committees with the approval of the Board. He/she shall supervise directly or indirectly committee work except the Nominating Committee and the Personnel Committee. He/she may appoint special committees as required, with the approval of the Board.
- Section 2** The Vice-President shall succeed to the presidency in case of a vacancy in that office and shall perform the duties of the President in case of absence or disability. Other duties may be undertaken if assigned by the President.
- Section 3** The Secretary shall handle such correspondence of the association as is necessary. He/she shall also keep a record of the proceedings of all membership, Board of Directors, and Executive Committee meetings.
- Section 4** The Treasurer, in conjunction with The Arc Administrative Assistant/Bookkeeper, shall receive, deposit and disburse all revenue of the association and shall keep a complete and accurate account of all funds received and disbursed. He/she may sign all checks of the association with a second signature provided by a designated officer of the association. The Treasurer shall be bonded as a part of the agency's insurance coverage. He/she shall present a current financial report at each meeting of the Board of Directors and an annual report to the membership at the Annual Meeting.

ARTICLE X ELECTIONS

- Section 1** There shall be a Nominating committee composed of three members elected by The Board of Directors, one of which must be a member of the Board. The Board shall elect one of these three as Chair. The nominating committee should be elected no later than the August meeting.
- 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 at the Board meeting prior to the Annual Meeting.
- Section 3** Officers and Directors shall be elected at the Annual Meeting and shall take office on January 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 nominations.

ARTICLE XI STANDING COMMITTEES

Section 1 The standing committees shall be Annual Meeting and Awards, Budget & Audit, Membership and Events.

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

Section 3 Terms of all committee members shall expire on December 31 of each year.

ARTICLE XII DUTIES OF STANDING COMMITTEES

Section 1 Annual Meeting & Awards Committee. This committee shall plan and execute a program for the special annual meeting and awards dinner for the purpose of highlighting the work of the organization and granting recognition to outstanding contributors to the welfare of persons with intellectual & developmental disabilities. (ID/DD)

Section 2 Budget & Audit Committee. This committee shall prepare a budget for approval by the Board of Directors for the forthcoming fiscal year and assist the Board of Directors in adjusting the budget from time to time to fit the program and financial status of the organization.

Section 3 Membership Committee. This committee shall be responsible for informing new and potential members about the association and for receiving applications for new and renewal membership. It shall keep an up-to-date membership list including addresses and telephone numbers.

Section 4 Event Committee. This committee shall plan, organize and implement various activities for the purpose of creating a higher profile in the community and raising revenues to support the mission of The Arc of Calhoun and Cleburne Counties.

ARTICLE XIII PERSONNEL COMMITTEE

Section 1 The Personnel Committee shall:

1. Consist of three members elected at a regular Board meeting with at least one member of the Board of Directors and one currently employed in an administrative position in the field of intellectual/developmental disabilities (ID/DD) in Calhoun or Cleburne County.
2. Provide annual evaluation of the agency director.
3. Review and revise as necessary all personnel policies
4. Receive and reconcile all grievances from members or employees that have not been reconciled through regular personnel procedures.

5. Elect a chair at its first meeting or whenever the position is vacant. Members shall serve one year or until their successors have been elected, but may not serve more than three consecutive years.
6. In the absence of a Director the Personnel Committee shall be responsible for hiring/firing of Arc personnel.
7. The Personnel Committee shall consult with Treasurer when filling a staff vacancy concerning financial conditions.
8. The personnel committee shall review the employee handbook annually and update as needed. All changes must be approved by the Board of Directors.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Section 1 Robert's Rules of Order, Newly Revised by Sarah Corbin Robert (Scott, Foresman & Co., 1981) shall govern the conduct of business in all cases in which they are applicable and not in conflict with these By-Laws.

ARTICLE XV AREA OF ACTIVITY

Section 1 The area which the association intends to serve lies within the general boundaries of Calhoun and Cleburne Counties, State of Alabama. However, persons from adjacent counties, in which there is no Arc, or some specific programs of The Arc outside the geographic area, may be included in the general boundaries of the programs and services of this association.

ARTICLE XVI AMENDMENTS

Section 1 Any proposed amendment to these By-Laws shall be presented in writing to the Board of Directors prior to the meeting at which it is to be voted upon. (A majority vote of members present is required for ratification.)

Section 2 Any proposed amendment, along with the date 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 two-third (2/3) vote is required for ratification provided a quorum is present.

Board Approved: November, 2014.