

**THE ARC OF WASHINGTON COUNTY
REVISED CONSTITUTION & BYLAWS (2012)**

The Arc of Washington County, Inc., is organized to promote the general welfare of all individuals with intellectual and developmental disabilities; to develop a better understanding by the community; to support families of individuals with developmental disabilities; to provide supports and services to meet individual needs; and to solicit and receive funds for the accomplishment of the above purposes.

ARTICLE I Name

This organization has been incorporated under the laws of the State of Maryland and is known as "The Arc of Washington County, Inc." It will hereafter be referred to as The Association.

ARTICLE II General

Sec. 1 The Association shall be a non-profit, charitable organization, shall be non-political, and shall take no position in matters of governmental policies other than those covering individuals with developmental disabilities.

Sec. 2 No officer or member of the Board of Directors shall be remunerated for services as an officer or member of the Board of Directors and all monies shall be used solely for the benefit of individuals with developmental disabilities.

Sec. 3 The Association shall not, directly or indirectly, participate or intervene (in any way, including publishing and distribution of statements) in any political campaign on behalf of or in opposition to any candidate for political office, or devote more than an insubstantial part of its activities to attempt to influence legislation by propaganda or other means.

ARTICLE III Membership

Sec. 1 Membership in the Association shall be open to persons with a sincere interest in the improvement of the lives of individuals with developmental disabilities.

Sec. 2 Membership dues shall be as determined by the Board of Directors.

ARTICLE IV Board of Directors (The governing body)

The Board of Directors shall be the Governing body of the Association and shall consist of the elected Officers and Directors. The Board of Directors shall include; at least one individual with a developmental disability (appointed by the President), one family member of an individual with a developmental disability, and an individual with experience in the field of developmental disabilities. The President of the Association will be the Chairman of the Board. The immediate Past President shall serve as an ex-officio member of the Board.

ARTICLE V Officers

The officers shall consist of President, Vice-President, Secretary, and Treasurer, elected for a term of two years by the general membership. Each officer shall be eligible for re-election but not for more than two consecutive terms. No employee of the Association may serve as an Officer.

ARTICLE VI Directors

In addition to the officers, the Board of Directors shall include an odd number of additional directors. The number of additional Directors shall be determined by the officers, but shall be no less than five, elected by the membership. Approximately half of these Directors shall be elected each year for terms of two years. No employee of the Association may serve as a Director.

ARTICLE VII The Association Year

The Association year shall commence on the first day of July and run through the last day of June the following year.

ARTICLE VIII Order of Procedure

All order of procedure shall be governed by Robert's Rules of Order Revised in all cases in which they are not in conflict with the Constitution or By-Laws.

ARTICLE IX Meetings

Sec. 1 The Association shall meet at least one (1) time during the Association year, as set forth in the By-Laws.

Sec. 2 The Board of Directors shall meet at least eight (8) times during the Association year, as set forth in the By-Laws.

ARTICLE X Dissolution

Sec. 1 In the event of the dissolution of this Association, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency servicing the developmentally disabled which has been granted exemption for the Federal Income Tax under the provisions of section 501(c) (3) of the Internal Revenue Code of 1954, or to a local, state or Federal Government for exclusively public purposes.

Sec. 2 Under no circumstances shall any of the property and assets of the Association during the existence and/or upon the dissolution thereof be transferred to any Officer, Member, Employee, or Director.

ARTICLE XI Amendments

Sec. 1 Amendments to this Constitution may be proposed by no less than ten (10) members of the Association in good standing and shall be submitted to the Secretary in writing.

Sec. 2 The Secretary shall publish such proposed amendments to the Association membership at least thirty (30) days in advance of the meeting in which they are to be voted on.

Sec. 3 An affirmative vote by a two-thirds majority of the Association members in good standing, entitled to vote as provided for in the By-Laws, and present at the meeting, shall be required to pass any proposed Amendment.

BY-LAWS

ARTICLE I Membership

Sec. 1 Membership may be obtained on application to the Chairman of the Membership Committee or to the Chairman's designated alternate.

Sec. 2 Membership Classes

- a. Individual membership. Any individual (other than a current employee of the Association) is eligible for an individual membership in the Association.
- b. Family membership. All members of an immediate family may join the Association as a family membership, and each member of that immediate family shall enjoy the rights and privileges of individual members of the association as though each were an individual member, with the exception that the family membership is only entitled to one vote. There is no prohibition upon each and every member of any family applying for separate individual memberships instead of a family membership.
- c. Business membership. Any business with an interest in supporting the Association may join the Association as a business membership, and enjoy the rights and privileges of individual membership insofar as they may apply to the business, but no voting rights pertain to a business membership.
- d. Employee membership. All employees of the Association are eligible for Employee membership, and shall enjoy the rights and privileges of individual members of the association, but shall not hold office or vote. Employees of the Association are not eligible for any other form of membership in the Association.

Sec. 3 A Member in good standing is one whose dues are current for the year, or have been waived by the Board of Directors.

Sec. 4 Only Individual Members and persons belonging to a family holding a Family Membership in good standing shall be eligible to hold office, serve on the Board of Directors, and vote in person only on all questions at general membership meetings, unless otherwise disallowed in these By-Laws.

Sec. 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 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 vote at a duly called meeting of the membership provided no rights of third parties are affected.

Sec. 6 Any member whose actions are prejudicial to the interests of the Association or of individuals with developmental disabilities may be expelled as follows:

Sec. 7 A member may bring complaint against another member in writing submitted 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 within 30 days before the Board of Directors, at which time the accused shall be given an opportunity to be heard. Upon a two-thirds 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 a two-thirds vote.

Sec. 8 No Member shall make representations to any public official body, or speak or act publicly in the name of the Association without prior approval from the President, Executive Committee, or the Board of Directors.

ARTICLE II Dues

Sec. 1 Members shall pay yearly dues as established by the Board of Directors.

Sec. 2 Dues are due on January 1, and any membership may be cancelled by the Association in the event that dues are not paid by March 1.

Sec. 3 Dues may be waived in specific cases subject to review by the Board of Directors.

ARTICLE III Meetings

Sec. 1 Members shall be notified in advance of all meetings. If the meeting date should be changed by the Board of Directors, at least 10 days advance notice of the new date shall be given by mail and/or reliable electronic means to the membership. A meeting may be cancelled or postponed by the President in the event of unusually severe weather or other emergency, in which case the membership notice shall be given by radio announcement and/or reliable electronic means.

Sec. 2 A regular membership meeting in June shall be designated as the Annual Meeting for the election of officers and directors. It may not be omitted.

Sec. 3 Special meetings may be called by the President or by written application of ten members in good standing made to the Secretary. Notice shall be sent to all members not less than 10 days prior to the meeting, stating the purpose of the meeting. No other business may be transacted at a special meeting.

Sec. 4 A quorum shall consist of a minimum of twenty (20) percent of those members in good standing who are eligible to cast a vote.

Sec. 5 A member must be present at any regular or special meeting of the general membership to cast a vote.

ARTICLE IV Fiscal Year

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

ARTICLE V Board of Directors

Sec. 1 The Board of Directors shall consist of the elected officers and the directors. The immediate Past President shall serve as an ex-officio Member of the Board of Directors and shall have the right to vote upon any business presented before the Board of Directors.

Sec. 2. The Chairperson of any committee shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless the Chairperson is also a member of the Board of Directors.

Sec. 3 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 by mail, telephone or reliable electronic means.

Sec. 4 A majority of the voting members of the Board of Directors present shall constitute a quorum.

Sec. 5 The Board of Directors shall be responsible for the conduct of the business of the Association, and shall be empowered to employ such professional personnel as required to administer the affairs of the

Association, and to prescribe their duties and terms of their employment terms of their employment. The Board of Directors shall exercise all other powers inherent in the Association except those expressly reserved to the membership.

Sec. 6 No Member under 18 years of age may serve on the Board of Directors.

ARTICLE VI Terms of Office

Sec. 1 The Officers of the Association shall serve for a term of 2 years beginning July 1 following their election. No person shall hold more than one elective office at the same time. The Officers shall serve on the Board of Directors during their term of office.

Sec. 2 No Officer may be elected to the same office or position for more than two (2) consecutive terms.

Sec. 3 All vacancies in elective positions, including vacancies on the Board of Directors, except that of President, shall be filled for the unexpired term by persons elected by the Board of Directors.

Sec. 4 Service Limits. A person may not begin to serve a term as either an Officer or Director that would cause that person's total service on the Board of Directors to exceed eleven (11) consecutive years as a member of the Board of Directors. In the event that a member of the Board of Directors is not eligible for another term as Officer or Director due to the service limit described in this section, then that person shall become eligible to again serve on the Board of Directors after two years during which that person did not participate as a member of the Board of Directors. This service limit shall not apply to the immediate Past President's status as an ex-officio member of the Board of Directors. This provision shall take effect on July 1, 2016

ARTICLE VII Duties of Officers

The Executive Committee of the Association shall consist of the President, Vice-President, Treasurer, Secretary, and immediate Past President, and shall meet upon notice of the President to its members.

Sec. 1 The President shall preside at all meetings of the Association and of the Board of Directors and 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 appoint the chairpersons of all committees, with the approval of the Board, and supervise directly or indirectly their work, except the Nominating Committee. The President may appoint special committees as required.

Sec. 2 The Vice-President shall succeed to the presidency in case of a vacancy in that office for the balance of the unexpired term and shall perform the duties of the President when the President is absent or incapacitated. The Vice-President shall automatically be nominated by the nominating committee for the office of President unless the President is re-nominated. The Vice-President shall undertake such other responsibilities as the President shall assign.

Sec. 3 The Secretary shall maintain a record of the proceedings of all meetings of the membership and the Board of Directors and, when required, shall authenticate all documents or resolutions necessary in conducting the business of the Association. The Secretary shall, with the assistance of the Association:

- a. Maintain accurate records of the terms of the Officers and Directors;
- b. Publish to the membership information identifying the Officers and Directors;
- c. Make available to the membership the minutes of all meetings of the Association and its Board of Directors;
- d. Maintain the historic records and minutes of the Association;
- e. Maintain the official corporate seal of the Association; and

- f. Maintain a current copy of the Constitution and Bylaws of the Association, as amended.

Sec. 4 The Treasurer shall insure that all funds of the Association are accounted for in accordance with accepted accounting principles and procedures, and that all receipts and disbursements are properly recorded. The Treasurer shall serve as principal financial advisor to the Association. The Treasurer shall cause financial reports to be provided to the Executive Committee and the Board of Directors at each regularly scheduled meeting.

ARTICLE VIII Elections

Sec. 1 (a) The President shall appoint a three (3) member Nominating Committee from the membership at least sixty (60) days prior to the annual meeting.

(b) The Nominating Committee shall submit to the Secretary, in writing, at least twenty (20) days prior to the annual election, one (1) or more nominations for each Officer's or Director's term scheduled to expire. The Secretary shall notify the membership, in writing, of these nominations at least ten (10) days prior to the election, and advise as to time and place of the election.

(c) Nominations may be made by any member of the Association at least twenty (20) days prior to the meeting for the election. Such nominations shall be submitted to the Secretary, in writing, along with the written consent of the nominee that the nominee will serve if elected.

(d) All nominations submitted to the Secretary shall be read to the membership prior to the voting.

e) Any member with voting privileges may make additional nomination(s) at the time that the Secretary reads the nominations to the membership, provided that each nominee is either present to accept the nomination, or the nominee has provided a written acceptance of the proposed nomination in advance.

Sec. 2 The annual election shall be held in the last month of the Association year.

Sec. 3 The annual election shall be conducted by the Nominating Committee. All voting shall be by secret written ballot for any contested office. The nominees receiving a plurality of votes cast shall be declared elected.

Sec. 4 All persons elected to office at the annual election shall assume their duties as of the first day of the new Association year and shall be formally installed at the first regular meeting of the new Association year.

ARTICLE IX Committees

Committees are established at the discretion of the Board of Directors. The President shall appoint the Chairperson of each committee, subject to the approval of the Board of Directors. The term of office of each Chairperson shall be the same as that of the association officers. In addition to any committees deemed appropriate by the Board of Directors, there shall be the following standing committees:

- a. Finance Committee, chaired by the Treasurer;
- b. Membership Committee;
- c. Fundraising Committee.

ARTICLE X Executive Director

Sec. 1 The Board of Directors shall establish the duties and fix the salary of the Executive Director. The Executive Director shall serve under the direction of the Board of Directors. The Executive Director shall function at all times within the policies established by the Association and the Board of Directors. The Executive Director will serve as an ex-officio Member on each Committee and the Board of Directors, unless otherwise stipulated.

Sec. 2 The Executive Director shall be the administrative head of the Association, serving at all times under the direction of the Board of Directors through the President. The Executive Director shall be responsible for executing the policies of the Association and, in consultation with Officers, Directors and Committee members, shall develop the overall program based upon long and short term goals.

Sec. 3 The Executive Director shall have the power, subject to the rules and regulations of the Board of Directors, to employ, terminate and fix the duties and salaries of the other employees of the Association.

Sec. 4 The Executive Director shall, at each regular meeting of the Board of Directors, provide the Board with a summary of the major Association activities occurring since the last regular meeting.

ARTICLE XI Conflict of Interest

Sec. 1 The Board of Directors shall adopt a conflict of interest policy which shall require a Director and/or Officer to disclose any actual or potential conflict between a Director's personal interests and the Director's duty to the Association. Any Director deemed by the Board pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use the Director's personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting.

Sec. 2 Officers and/or Members of the Board of Directors who are Members of the Board of Directors of other organizations serving people with disabilities shall abstain from voting on issues which directly concern those other organizations.

Sec. 3 The President of the Association shall not serve as a Member of the Board of Directors of any other organization serving individuals with developmental disabilities during the President's term as President.

ARTICLE XII Parliamentary Authority

Robert's Rules of Order Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with the Certificate of Incorporation and the By-Laws.

ARTICLE XIII Relationship with State and National Associations

This Association agrees to maintain membership in The Arc of Maryland and The Arc of the United States.

ARTICLE XIV Amendments

Any proposed amendment to these By-Laws shall be presented in writing by no less than ten (10) members in good standing. The Secretary shall be responsible for notifying the general membership, in writing, of the proposed amendment, together with the date it is to be voted upon, at least thirty days prior to the meeting at which it is to be voted upon. A two-thirds vote of those members in good standing present at the meeting shall be required for ratification.

Witness our hand and seal, this the _____ day of _____, _____.

WITNESS

PRESIDENT

SECRETARY