

**The Arc of Nebraska  
BYLAWS**

**ARTICLE I  
NAME**

SECTION 1.1 Registered Name. The corporate name of this association shall be The Arc of Nebraska, Inc. (Hereinafter referred to as The Arc).

SECTION 1.2 Registered Office. The principal office of The Arc shall be at such place as the Board of Directors shall determine.

SECTION 1.3 Non-Profit Status. The Arc is a non-profit organization.

SECTION 1.4 Political Affiliation. The Arc shall be non-political, shall not support any political party or candidate for public office, and shall take no position on matters of government policy other than those relevant to its purpose.

SECTION 1.5 National Affiliation. The Arc is an affiliate of The Arc of the United States.

**ARTICLE II  
MISSION, PURPOSE AND CORE VALUES**

SECTION 2.1 Mission. The Arc of advocates for the rights and full participation of all children and adults with intellectual and developmental disabilities. Together with our network of members and affiliated chapters, we improve systems of supports and services; connect families; inspire communities and influence public policy.

SECTION 2.2 The purpose of The Arc of Nebraska, in cooperation with its local chapters, members, and The Arc of the United States, is

SECTION 2.2.1 To develop and support a statewide network of individual members dedicated to the mission of The Arc.

SECTION 2.2.2 To promote the general welfare of and serve as a resource to persons with intellectual and other developmental disabilities.

SECTION 2.2.3 To advocate for the rights and interests of persons with intellectual and other developmental disabilities and their families.

SECTION 2.2.4 To promote efforts to minimize the incidence and impact of intellectual and other developmental disabilities, especially newborn screening.

SECTION 2.2.5 To encourage the development of local chapters and provide assistance as needed to strengthen their efforts and activities.

SECTION 2.2.6 To actively promote legislation and regulations that are beneficial to persons with intellectual and other developmental disabilities and to actively oppose and seek improvement in legislation and regulations that are potentially detrimental to persons with intellectual and developmental disabilities.

SECTION 2.3 The Arc shall be a state chapter of and conform to the Affiliation Agreement and standards of The of the United States

SECTION 2.4 The Arc shall prescribe to the Core Values adopted by the Congress of Delegates of The Arc of the United States. Core Values are those values that are subscribed to and pursued by volunteer and staff leaders at all three levels of The Arc.

### **ARTICLE III MEMBERSHIP**

SECTION 3.1 Individual members. Those individuals who are members of a local chapter in accordance with membership standards of The Arc are members of The Arc of Nebraska and The Arc of the United States.

SECTION 3.1.1 Joining. A member is any person who pays dues to an affiliated local chapter, or to an affiliated state chapter where there is no local chapter, or to an affiliated international chapter. These individuals are automatically members in The Arc.

SECTION 3.2 Voting members. Voting members shall be limited to local chapters in good standing whose membership has been approved by the Executive Committee of The Arc and the Board of Directors and conform to Article XI – Annual Membership Meeting – Sections 11.4, 11.5, and 11.6.

SECTION 3.3 Honorary Membership or Life Membership Honorary Membership or Life Membership may be granted by the Board of Directors to any person who has made an outstanding contribution to the lives of citizens with intellectual or other developmental disabilities in the state. Such membership shall be awarded at the Annual Meeting. Such members shall not pay dues or vote.

SECTION 3.4 Any member or chapter, may be suspended or expelled from The Arc for activities not in accordance with the policies or prejudicial to the interests of The Arc or The Arc of the United States in accordance with the policies and procedures adopted by the Board of Directors.

SECTION 3.5 Whenever the term "good standing" is used it requires that there be no delinquency in the payment to The Arc or the Arc of the United States dues or affiliation fees or in the submission of chapter reporting requirements.

### **ARTICLE IV CHAPTERS**

SECTION 4.1 Definition. A local chapter is defined as a non profit corporation of at least ten members located in the State of Nebraska and serving a defined geographic area, preferable a county. When a chapter serves an area other than a county, the application will describe in detail the area which the local chapter proposes to serve. Not more than one local chapter shall be permitted to serve the same geographic area, except with the approval of the Board of Directors.

SECTION 4.2 National Affiliation. To become a local chapter of The Arc, the local chapter must be certified by and affiliated with The Arc of the United States.

SECTION 4.3 Maintain Chapter Status In order to maintain local chapter status in The Arc each local chapter shall comply with the following requirements in a manner and at times determined by the Board of Directors of The Arc.

1. Submit reports and statements.

2. Comply with membership policies; (and)
3. Pay an annual assessment fee.

## **ARTICLE V SUSPENSION OR EXPULSION**

SECTION 5.1 Any chapter, Honorary Member, Life Member or Member-at-Large may be suspended or expelled from The Arc on the affirmative vote of two-thirds of The Arc's Board of Directors. Action to suspend or expel a chapter may be initiated on the recommendation of The Arc's Executive Committee. Action to suspend or expel an Honorary Member, Life Member, or Member-at-Large may be initiated by written petition, supported by two-thirds of a chapter's members, or on the recommendation of Executive Committee. A petition or recommendation will be supported by written evidence that suspension or expulsion is warranted and in The Arc's best interest. The President shall notify the chapter or member affected that such an action will come before The Arc's Board of Directors, a summary of the evidence offered in support of the action, as well as the time, date and place the Board of Directors will meet to consider the action; written notice will be provided to the chapter or member at least thirty days prior to the date action will be considered and an opportunity provided to show cause why the chapter or individual shall not be suspended or expelled. An accused chapter or membership shall have the right to appeal a decision to expel to the membership at its next regular meeting and the right to apply for reinstatement not sooner than one year following the final decision. A suspended chapter or member may apply for reinstatement as soon as the cause of the suspension has been removed.

## **ARTICLE VI BOARD OF DIRECTORS**

SECTION 6.1 Powers. The Board of Directors shall have the power of The Arc between meetings of The Arc unless otherwise specified in the Articles of Incorporation or these bylaws.

SECTION 6.1.1 Oversight. The board of directors shall review the actions of the executive committee with the review reflected in the minutes of the board meeting.

SECTION 6.1.2 Override Actions. The board of directors may override executive committee action by a majority of the votes cast provided that no irrevocable rights of third parties shall be affected.

SECTION 6.2 Directors. The Board of Directors shall be composed of the Executive Committee, a representative selected by each local chapter and two other members at large selected by the President and approved by the Board with a simple majority. Each Director shall be a current member of a local chapter.

SECTION 6.2.1 The person considered for state office should have the capability and commitment to lead The Arc and should have shown strong leadership on a local and state level. In addition, they should possess knowledge, experience and dedication to our organization and to people with developmental disabilities and their families.

SECTION 6.3 Vacancies. The Board of Directors may declare vacant the office of any Director or officer who has moved from the State of Nebraska, or who has been absent from three consecutive meetings of the Board of Directors.

SECTION 6.3.1 A vacancy created in the position of a Director representing a local chapter will be filled by a Director selected by the local chapter.

SECTION 6.4 Meetings of the Board. The Board of Directors shall schedule meetings at least quarterly each year. At least one of the meetings will be held immediately preceding the Annual Meeting of Members.

SECTION 6.4.1 Unless the articles or bylaws provide otherwise, members of the board of directors may participate in a regular or special meeting of the board or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 6.5 Meeting Notices. Meetings of the Board of Directors shall be held at such times and places as shall be determined by the Board of Directors. Meetings of the Board of Directors may be called by the President or Secretary; special meetings shall be called by the President or Secretary on the written request by any three members of the Executive Committee, or by any three local chapters upon written request to the Secretary. Written notices of all meetings shall be given to the members of the Board of Directors and to the local chapters at least fourteen days in advance by mail, by fax or by electronic mail, if equipment is available.

SECTION 6.6 Purpose of Special Meeting of Board of Directors. The special meeting request shall state the reason for calling the meeting and the specific business to be transacted; no business other than that specified in the call may be transacted at the meeting.

SECTION 6.7 Review of Action Taken. Any action of the Board of Directors may be reviewed at the succeeding Annual Meeting of The Arc or at a special meeting called for the purpose on written request, lodged with the Secretary at least 6 weeks prior to the meeting by any three local chapters.

SECTION 6.8 Procedure for immediate decisions. When a decision by the Board of Directors 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, e-mail, fax or telephone. Replies must be received from three-fourths (3/4) of the Board members and three-fourths (3/4) of those replying must vote in affirmative for the proposal to carry.

SECTION 6.9 Quorum; Voting. A quorum of the Board of Directors shall be at least one third (1/3), plus 1 of the Board and the affirmative vote of the majority of all members present shall be required for the approval of any action.

SECTION 6.10 Waiver of Notice. (a) A director may at any time waive any notice required by the Nebraska Nonprofit Corporation Act, the articles, or bylaws. Except as provided in subsection (b) of this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. (b) A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the act, the articles, or bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected to action.

## **ARTICLE VII COMMITTEES**

SECTION 7.1 Special Committees Special Committees may be established by the President or Executive Committee. They shall fully outline the duties and term of any special committee.

SECTION 7.1.2 If the President establishes the committee, he/she will appoint the committee members and Chair.

SECTION 7.1.3 If the Executive Committee establishes the committee they will appoint the committee members and Chair.

SECTION 7.2 Standing Committees. The Board of Directors shall designate the Standing Committees annually, upon the recommendation of the President.

SECTION 7.2.1 Required Standing Committees. The committees should be: Board Development, Budget/Personnel, Executive, Public Information, Governmental Affairs, Education, Resource Development, and Membership.

SECTION 7.2.2 Reporting Standing committees report to the Board of Directors or the Executive Committee.

SECTION 7.2.3 Removal from Committee. The President may remove any chairperson or committee member except for the Board Development Committee and Executive Committee-with approval of two-thirds majority of the Executive Committee.

SECTION 7.3 Ex-Officio Status. The President shall serve as an ex-officio member of any committee, except the board development committee.

## **ARTICLE VIII EXECUTIVE COMMITTEE**

SECTION 8.1 Executive Committee. The Executive Committee shall be composed of all officers of The Arc and the Immediate Past President and two Members-at-Large. The Members-At-Larges shall be appointed by the President from the membership of The Arc for a term of one year. The Arc shall maintain its commitment to diversity consistent with the core values of the organization.

SECTION 8.1.1 Powers. The Executive Committee shall exercise all powers and authority of the Board of Directors in the interim between meetings of the Board of Directors. Minutes of all proceedings of the Executive Committee shall be mailed to the members of the Board of Directors. All proceedings shall be subject to revision or alteration by the Board of Directors by a two-thirds (2/3) vote.

SECTION 8.1.2 Meetings. The Executive Committee shall schedule meetings for months when the Board of Directors does not meet.

SECTION 8.1.3 Special meetings. Special meetings of the Executive Committee may be called by the President or by any three members of the Executive Committee. Member of the Executive Committee shall be notified at least one week in advance of such special meetings. Such advance notice may be waived by affirmative unanimous vote of the Executive Committee.

SECTION 8.1.3.1 Purpose of Special Meeting of the Executive Committee. The special meeting request shall state the reason for calling the meeting and the specific business to be transacted; no business other than that specific in the call may be transacted at the meeting.

SECTION 8.1.4 Quorum. At least a simple majority of the Executive Committee shall be present to constitute a quorum.

SECTION 8.1.5 Immediate Actions. When a decision by the Executive Committee is needed at once, the President may take a ballot by phone, e-mail or fax. Documented efforts must be made to contact all members of the Executive Committee. Responses must be received from at least four members of the Executive Committee and with a majority in the affirmative for the proposal to carry.

## SECTION 8.2 Duties to the Board of Directors

SECTION 8.2.1 Report to Board of Directors. The executive committee must report its actions to the full board of directors by mail, by electronic communication where appropriate and feasible, or at the next board of directors meeting.

SECTION 8.2.2 Review of actions. The board of directors shall review the actions of the executive committee with the review reflected in the minutes of the board meeting.

SECTION 8.2.3 Override of actions. The board of directors may override executive committee action by a majority of the votes cast provided that no irrevocable rights of third parties shall be affected.

## **ARTICLE IX ADMINISTRATION**

SECTION 9.1 Executive Director Appointment. The Arc's Board of Directors shall appoint an Executive Director who shall serve under the direction of the President and shall carry out the general management of The Arc. The President shall act as liaison to the Executive Director from the Executive Committee.

SECTION 9.2. Terms of Employment. In the absence of a contract, the Executive Director shall hold office at the pleasure of the Board of Directors.

SECTION 9.3. Responsibilities The Executive Director is responsible for implementing The Arc's policies, programs, strategic plan and activities developed, formulated, and approved by The Arc's Board of Directors. The Executive Director manages the day-to-day activities regarding the finances of the organization, including, budgets, investments and resource development consistent with the strategic plan. The Executive Director develops The Arc's overall program in consultation with the officers and committees or task forces, and making recommendations for the board of directors' consideration. The Executive Director works with members of the board of directors, committee and task force chairpersons, and other volunteers to strengthen The Arc as a whole. The Executive Director hires and fires employees of The Arc.

## **ARTICLE X OFFICERS**

SECTION 10.1 Principal Officers. The officers of The Arc shall be elected by the delegate vote and consist of a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.

SECTION 10.2 Terms of Office. The newly elected officers shall take office on July 1<sup>st</sup> after their election at the annual meeting. The officers shall be elected to serve a term, of one year or until their successor takes office. No person shall be elected to the same office for more than two consecutive terms.

SECTION 10.3 No Compensation. No Officer or Director shall receive compensation for his or her services as either an Officer and/or a Director.

SECTION 10.4 The President. The President shall preside at all meetings of The Arc, the Board of Directors and the Executive Committee.

SECTION 10.4.1 Duties of the President. The President shall be a member ex-officio of all committees, except the Board Development Committee, and exercise general supervision over their work and that of the other officers in order to assure that the objectives of The Arc are executed in the best possible manner.

SECTION 10.4.2 Strategic Plan. The president will assure a strategic plan is developed and maintained by the organization.

SECTION 10.4.3 President's Reports. The President or the President's designee shall submit an activities report to the Annual Meeting of The Arc and shall be responsible for sending a copy of this report to all local chapters. An annual financial report will also be given to each chapter along with the proposed budget for the following year prior to the annual meeting in order to give local chapters an opportunity to review both documents.

SECTION 10.5 Vice-Presidents. The Vice-Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President (s) shall perform such duties as the Board of Directors may prescribe or the President may delegate.

SECTION 10.5.1 The First Vice President. The First Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President succeed to the Presidency in the event of a vacancy in that office.

SECTION 10.5.2 The Second Vice President. The Second Vice President shall, in event of a vacancy in that office, succeed to the office of First Vice President. The Second Vice President shall aid the President as directed and shall carry out such other duties as may be assigned by the President.

SECTION 10.6 Secretary. The Secretary shall keep a record of the proceedings and business transacted at all meetings of The Arc, the Board of Directors, and the Executive Committee. He/She shall oversee the submission to each member of the Board of Directors and to each chapter, in a timely manner, the minutes of each meeting of The Arc, the Board of Directors and the Executive Committee. He/She shall oversee the issuance of notices and proposed agendas of Board of Directors meetings at least fourteen (14) days prior to the meeting date.

SECTION 10.7 Treasurer. The Treasurer shall assist the Board of Directors in understanding the board's responsibility of managing The Arc of Nebraska's resources effectively, including ensuring that the requisite cash-management controls and monitoring of the performance of key financial staff members are in place.

SECTION 10.7.1 Disbursement of funds. All checks for ordinary operating expenses and necessary expenditures of up to seven hundred and fifty dollars (\$750.00) require only one signature. Extraordinary expenses or those over seven hundred and fifty dollars (\$750.00) require two signatures.

SECTION 10.7.2 Three members of the Executive Committee and the Executive Director shall serve as signatures of The Arc of Nebraska.

SECTION 10.7.3 Custody of financial documents. Staff shall be responsible for the custody and maintenance of records, inventory and reporting of accounts in consultation with the Treasurer.

SECTION 10.8 Budget Committee. The Treasurer shall serve on the Budget/Personnel Committee of The Arc of Nebraska.

SECTION 10.9 In the event the Past President should be unable to perform his/her duties, the immediate previous Past President shall be appointed to perform their duties.

SECTION 10.10 All officers of The Arc shall perform the duties usually pertaining to their respective offices, and The Arc's Board of Directors may assign other such duties as necessary.

SECTION 10.11 The Board or Executive Committee may authorize an audit of the corporations' records at any time but shall oversee an audit at least annually.

## **ARTICLE XI ANNUAL MEMBERSHIP MEETING**

SECTION 11.1. Annual Meeting. The Arc shall hold an Annual Membership Meeting.

SECTION 11.2 Special Meetings. Special meetings of The Arc Membership may be called by an affirmative vote of two-thirds of the Board and must be called by the President upon the written request of three local chapters. The call for the meeting shall state the business to be transacted. No other business may be transacted at the meeting.

SECTION 11.3 Notice. Written notice of all Annual Meetings of The Arc shall be given to the local chapters at least four (4) weeks in advance.

SECTION 11.3.1 Timeline of notice. Notice will be given to members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten (or if notice is mailed by other than first-class or registered mail, thirty) nor more than sixty days before the meeting date.

SECTION 11.3.2 Waiver of notice. (a) A member may waive any notice required by the Nebraska Nonprofit Corporation Act, the articles, or bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. (b) A member's attendance at a meeting:

- (1) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting;
- (2) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

SECTION 11.4 Delegates/ Votes. Each local chapter may assign any number of delegates to the Annual Meeting or to a special meeting. However, for the purposes of voting, each local chapter shall be entitled to a maximum of five (5) votes. Additional votes for each local chapter are the average percentage of the number of individual memberships in the local chapter to that of The Arc. All percentages above are determined as of December 31 of the year preceding the Annual Meeting, except for chapters formed after December 31.

SECTION 11.5. Chapter Accreditation. Each voting delegate shall be accredited by the Secretary or the Secretary's designate of The Arc on a form provided for this purpose and signed by the President or Secretary of the local chapter. The form with name of the voting delegates and their alternatives shall be returned to The Arc's central office no later than five (5) days prior to the Annual Meeting.

SECTION 11.6. Proxy Voting. Any local chapter may delegate one or more of its votes to any accredited voting delegate or alternate of its local chapter or of another local chapter or to any officer of The Arc by entering the names on the certification form and returning the signed form in accordance with Section 5 of this Article.

SECTION 11.7 Officer Votes. Each member of the Executive Committee of The Arc shall have one vote at the Annual Meeting of The Arc.

SECTION 11.8. Each voting delegate and alternate shall be a current member of The Arc.

SECTION 11.9. Cessation of accreditation of voting delegates. The accrediting of voting delegates by the Secretary or the Secretary's designate shall cease one hour before the scheduled opening of the business session of the meeting.

SECTION 11.10. Quorum. A quorum shall consist of voting delegates representing in person or by proxy not less than a majority of the total available votes as certified by the Secretary.

## **ARTICLE XII ANNUAL ASSESSMENT FEE**

SECTION 12.1 Determination of assessment. The annual assessment fee formula, amount and any subsequent changes shall first be considered by the Board of Directors of The Arc and then be submitted to and approved by a majority vote of the voting delegates at an Annual Meeting of The Arc.

SECTION 12.2 Payment of assessment. Annual Assessment fee must be paid in full by the end of each quarter (June 30, September 30, December 31, and March 31) to coincide with The Arc's fiscal year.

SECTION 12.3 Penalty for nonpayment or Delinquent payment of assessment. Nonpayment or delinquent payment of membership dues or affiliation fees may result in a loss of votes and other individual, member at-large or chapter privileges being suspended or terminated in whole or in part at the discretion of the Board of Directors. The Arc shall notify in a timely manner each affected chapter in danger of losing voting or other privileges.

SECTION 12.3.1 Delinquent Status. A local chapter which is sixty (60) days behind in meeting any of the mandatory requirements shall be notified by the Treasurer or Secretary that it is in a delinquent status. A local chapter in delinquent status shall lose two-thirds (2/3) of the votes to which it is otherwise entitled and the right of individuals from that chapter to be nominated and elected or appointed as officers and directors of the organization.

SECTION 12.3.2. Loss of affiliation. A local chapter which has been in delinquent status for a period of four (4) months is subject to suspension or expulsion pursuant to the procedure set forth in Article V. Before any action for suspension or expulsion is initiated, the Executive Committee will first make every attempt to reach agreement with the local chapters on steps to be taken to meet the mandatory requirements. If unsuccessful, the Executive Committee shall make a recommendation to the Board for further action.

## **ARTICLE XIII NOMINATION AND ELECTION**

SECTION 13.1. The Board Development committee shall consist of the Immediate Past-President who shall serve as chair and five (5) members to be selected at the Annual Meeting to serve until the next Annual Meeting. In the event sufficient numbers are not elected at the Annual Meeting or are not able to serve, the Immediate Past-President shall have the authority to appoint members with the approval of the Executive Committee.

SECTION 13.2. The committee shall submit its slate of nominees to the local chapters of The Arc at least four (4) weeks prior to the Annual Meeting.

SECTION 13.3. Each officer both at the time of nomination and of election, shall be a member in good standing.

SECTION 13.4. The election of the President, First Vice President, Second Vice President, Secretary and Treasurer shall take place at the Annual meeting of The Arc. Nominations from the floor shall be permitted

with respect to any office to be voted upon provided the consent of the nominee has been secured and that the nominee meets the eligibility requirements stated in the Articles of Incorporation; ARTICLE III, Section 3.

#### **ARTICLE XIV FISCAL MATTERS**

SECTION 14.1. The fiscal year shall be July 1 through June 30.

#### **ARTICLE XV RELATIONS WITH LOCAL CHAPTERS**

SECTION 15.1. Local Chapter development. The Arc shall organize local chapters throughout the state. Not more than one local chapter shall be permitted to serve the same geographic area (except as provided in Article I Section 2).

SECTION 15.2. The Arcs duties to local chapters. The Arc shall encourage, assist and guide the local chapters in developing and carrying out programs for the benefit of all children and adults with intellectual and other developmental disabilities and their families and supporting The Arc and The Arc of the United States. The Arc shall not interfere with the internal operation of any local chapter unless this should become necessary due to the failure of the local chapter to maintain the standards of The Arc or of the national component (The Arc of the United States).

SECTION 15.3. Conflict with State and National Affiliates. No local chapter shall be in conflict with The Arc of Nebraska or The Arc of the United States.

SECTION 15.4. Fund Raising. Each local chapter shall expend every effort to raise funds sufficient to support its own local chapter, The Arc and The Arc of the United States. Should a local chapter fail to conduct fund raising campaigns in their territory, The Arc may conduct such campaigns in those areas.

SECTION 15.5 Membership list. Membership lists shall not 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 public or private agency will be in the best interest of the members and will service the purposes of The Arc.

SECTION 15.6 Representation to others. No member shall make representation that is inconsistent with the policies and positions of The Arc and The Arc of the United States to any public official or body, speak or act publicly in the name of The Arc without prior approval from the President, the Executive Committee or the Board of Directors.

#### **ARTICLE XVI DELEGATE VOTES TO THE ARC OF THE UNITED STATES**

Votes assigned to The Arc by The Arc of the United States will be cast in the name of The Arc by the delegate(s) appointed by the Board of Directors.

#### **ARTICLE XVII RULES OF ORDER**

The Rules contained in the current edition of Sturgis - The Standard Code of Parliamentary Procedure shall govern The Arc in all cases to which they are applicable and in which they are not inconsistent with The Articles of Incorporation, Constitution and By-Laws, Chapter Affiliation Agreement of The Arc, and laws applicable to The Arc.

## **ARTICLE XVIII AMENDMENTS**

SECTION 18.1 Amendments to bylaws. These bylaws may be amended with an affirmative vote of two-thirds of the accredited voting delegates at the Annual Meeting of The Arc or at a special meeting called for the purpose. The proposed amendment shall have been presented in writing to each local chapter at least six weeks prior to the meeting.

SECTION 18.2 Proposing amendments. Amendments may be proposed in writing to the Board of Directors by an officer of The Arc or by a local chapter in good standing. At its next regular meeting or at a special meeting called for the purpose, the Board of Directors shall review the proposed amendment and by resolution shall recommend its adoption, rejection, or alteration, with reasons therefore. A copy of the resolution shall be sent with the proposed amendment to each local chapter at least six weeks prior to the next Annual Meeting or at a Special Meeting called for the purposes and shall be voted upon at that meeting.

## **ARTICLE XIX CONFLICT OF INTEREST**

Section 19.1 Policy. It is recognized that occasions may arise when a member of the Board of Directors or an officer of The Arc has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of The Arc and of its Board of Directors that:

- (a) Any material facts as to such financial interest shall be disclosed by such Director or officer to the members of the Board or committee.
- (b) The Directors or officers having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however such Director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Director or officers abstained from voting.
- (c) No contract or transaction in which a Director or officer has financial interest shall be knowingly entered into by The Arc unless it has been authorized in good faith by the Board of Directors.
- (d) Sometimes a board member is willing to provide services at a discount. In any case, it is important to be able to document that the final decision was made in the best interests of the nonprofit and that the board was aware of the potential conflict

Revised:

April 16, 1989  
April 20, 2002  
June 25, 2004

Amended:

April 28, 1991  
March 29, 1992  
October 27, 2007