

**BYLAWS
OF
THE ARC OF TRI-CITIES**

Amended as of 1/21/2016

ARTICLE I

NAME

The name of this organization shall be The Arc of Tri-Cities, hereinafter referred to as the “organization.”

ARTICLE II

FISCAL YEAR

The fiscal year shall be July 1st through June 30th.

ARTICLE III

NATURE AND PURPOSE

Section 1: The organization shall be non-discriminatory and nonsectarian in its activities. This organization is incorporated under the laws of the State of Washington, and shall be affiliated with The Arc of Washington State and The Arc of the United States.

Section 2: The purpose of this organization is to promote the general welfare of intellectually and developmentally disabled individuals and their families. This promotion shall be through the establishment of programs for the education, vocational, and social and physical betterment of such persons, emphasizing community inclusion in all programs.

ARTICLE IV

MEMBERSHIP

Section 1: Membership is open to any person, group or business subscribing to the purpose of this organization and may be obtained by paying membership dues. Each membership shall include one vote. A paid membership can include multiple members.

S: *Board; Bylaws; Arc Bylaws Amended.doc*

Section 2: Annual dues shall be determined by the Board of Directors.

Section 3: All meetings of the organization shall be open to the public, provided that attending individuals conduct themselves in an orderly manner. Exceptions to this rule are defined in Section 9.7.

Section 4: For reasons of public recognition, distinction and/or exceptional service to this organization, the Board of Directors may confer Honorary Membership in the organization. Honorary members shall have no vote.

Section 5: MEMBERSHIP MEETINGS:

5.1 There shall be an Annual Meeting held after the end of the fiscal year.

5.2 Meetings of the membership may be held at such time and place as the President shall prescribe and shall be announced in writing to the membership.

5.3 Special meetings of the membership may be called by the Board of Directors, or upon the written petition of not less than ten (10) members. Not less than ten (10) nor more than fifty (50) days prior to said special meeting, a written notice stating place, day, hour and purpose of meeting shall be mailed to each voting member.

Section 6: INTERPRETATION: All questions of interpretation arising under these Bylaws shall be decided by the Board of Directors based upon a majority vote of those present.

Section 7: ANNUAL AUDIT: An independent annual audit of the books of the organization shall be made as soon as practical after the close of the fiscal year by a qualified accounting professional. The audit shall be available to members of the organization at the office during normal business hours.

ARTICLE V

BOARD OF DIRECTORS AND ADVISORY MEMBERS

Section 1: NUMBER: The Board of Directors shall consist of not less than eleven (11) nor more than twenty-three (23) members of the organization.

Section 2: DIRECTORS: Directors are selected by members of the organization, and are required to be members in good standing during their term of office.

Section 3: ADVISORY MEMBERS: Advisory members are those Board of Director members whose terms as Directors have expired but whose skills, experience or judgment is valuable to the continued success of The Arc. Advisory members are non-voting members of the Board. They are selected by the Executive Committee and confirmed by the Board of Directors.

Section 4: **NOMINATIONS:** Nominations for the Board of Directors may be made by organization members and must be submitted to the Ad Hoc Nomination Committee at least twenty (20) days prior to the election. Information on nominees will be made available upon request to any member prior to the election.

Section 5: **FILLING BOARD OF DIRECTORS POSITIONS:** The Board of Directors shall have the power to fill vacancies occurring during the year. Nominees will be reviewed by the Executive Committee and presented to the Board for approval. Selection for membership will follow established policies and procedures including self-advocate participation.

Section 6: **TERMS:** Each Director shall be elected for a three (3) year term by members of the organization at the Annual Meeting. The officers of the organization shall be Directors. No Director may serve more than two (2) consecutive terms, or six (6) years. Advisory member terms shall be for one (1) year.

Section 7: **POWERS:** All corporate powers, except as otherwise provided for in the Bylaws and by statute, shall be and hereby are vested in and exercised by the Board of Directors. The Board of Directors may delegate to officers of the organization such powers as they see fit.

Section 8: **MANAGEMENT AND CONTROL:** The Board of Directors shall be responsible for the management and control of the organization, its funds and property, and shall make or authorize all necessary contracts for the operation of the organization. The Board of Directors may make such rules and regulations for the management and operation of the organization, not inconsistent with the laws of the State of Washington or with these Bylaws, as the Board of Directors may deem expedient.

Section 9: **BOARD MEETINGS:**

9.1 The Board of Directors shall meet not less than ten (10) times annually, and at such other times as ordered by the President or at written request of ten (10) members of the general membership. Notice of all Directors' meetings shall be given by mail, phone, or email prior to the time the meetings are held.

9.2 Regular and special meetings of the Board of Directors or of any committee designated by the Board of Directors are to be held with notice to all Directors and committee members by means of electronic transmission, postal mail or documented phone conversations. Attendance of a Director or a committee member at a meeting shall constitute a waiver of notice.

9.3 Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, or the President or any Vice President, or the Secretary or any two directors. Written notice of the time and place of all special meetings of the Board of Directors shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means to each



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director at least forty-eight hours before the meeting, or sent to each director by first-class mail, postage prepaid, at least four days before the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such director.

9.4 In the event that neither the President nor the Vice President is present at a meeting, an officer shall act as chairperson. A Board of Directors meeting shall include at least one officer.

9.5 Board members of the Board of Directors or any committee designated by the board may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

9.6 A member may vote in person or, if so authorized by the articles of incorporation or the bylaws, may vote by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy.

9.7 The Executive Committee will determine if meetings concerning personnel issues and other sensitive topics will be closed to the public.

Section 10: AUTHORIZATION OF COMMITTEES: The Board of Directors may authorize such committees as the Directors deem necessary to promote the purpose of the organization.

Section 11: QUORUM: One-half of the Directors shall constitute a quorum for the transaction of business, and an act of the Directors present at any meeting at which there is a quorum shall be the act of the Board. Although proxies may be used for voting purposes, they will not be counted as part of determining a quorum.

Section 12: BOARD INDEMNIFICATION: The organization shall indemnify its officers, Directors, employees and agents to the greatest extent permitted by law. The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the organization, whether or not the organization would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VI

OFFICERS

Section 1: OFFICERS: The officers of the organization shall be: President, Past President, Vice President, Secretary, and Treasurer. These Officers shall comprise the



Section 2: ELECTION AND TERMS: The above named Officers shall be elected by the Board of Directors of the organization and confirmed at the annual meeting by the general membership. Term of office will be for one year. No person shall serve in any one office for more than three (3) consecutive terms.

Section 3: PRESIDENT: The President shall serve as the Chief Elected Officer of the organization and shall, with the assistance of the Executive Committee, supervise the Executive Director. The President shall preside at all meetings of the general membership, the Board of Directors and the Executive Committee, and shall perform such duties usually inherent in such office. The President shall, with the advice and counsel of the Executive Committee, determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors.

Section 4: VICE PRESIDENT: The Vice President shall perform the duties and assume the responsibilities of the President in the absence of the President. If the office of the President is vacated, the Vice President shall assume the office of President. The Board of Directors shall elect a Vice President to serve for the unexpired term.

Section 5: SECRETARY: The Secretary shall take minutes of the Board of Directors meetings, and annual membership meeting. The Secretary shall take minutes of the Executive Committee meetings when directed by the Board President. The Secretary shall be responsible for assuring that the meeting minutes are inclusive and accurate.

Section 6: TREASURER: The Treasurer shall be responsible for the safekeeping of all funds received by the organization, and for proper disbursement of funds. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall ensure a monthly financial report is made to the Finance Committee, and made quarterly to the Board of Directors.

Section 7: PAST PRESIDENT: The Past President shall be responsible for the smooth transition of duties to the new President and shall serve on the Executive Committee.

Section 8: EXECUTIVE DIRECTOR: The Executive Director shall serve as the Chief Administrative and Executive Officer of the organization. The Executive Director shall be a non-voting member of the Board of Directors and may serve as a non-voting member of all committees of the organization. The Executive Director shall be responsible for the administration of all work and programs of the organization within the policies and regulations approved by the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. The Executive Director, with the cooperation of a Finance Committee, shall be responsible for the preparation and submission of an operating budget covering all activities of the organization, subject to approval of the Board of Directors. The Executive Director shall be responsible for all expenditures within the approved budget allocations, and shall preserve and keep all books of account. It shall be the responsibility of the President and the Executive Committee to recruit and hire the Executive Director, subject to the approval of the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1: The President, with the approval of the Board of Directors, shall establish such committees as determined necessary or advisable in carrying out the business functions and purposes of the organization. The President and Board of Directors shall authorize and define the powers and duties of such committees.

Section 2: The Chairperson of each committee shall be appointed by the President with the concurrence of the Board of Directors. All such appointments shall be for the designated operating year.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1: COMPOSITION: The Executive Committee of the Board of Directors shall include the President, the immediate Past President, the Vice President, the Treasurer and the Secretary.

Section 2: COMMITTEE OPERATION: The Executive Committee shall meet monthly or at least ten (10) times a year. The Executive Committee shall have the authority and power of the Board of Directors in the interim between meetings of the Board. All actions of the Executive Committee shall be subject to the review and approval of the Board of Directors.

ARTICLE IX

RULES OF ORDER

Section 1: In all matters of parliamentary practice, the latest edition of "Roberts Rules of Order" shall be used as authority.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1: ACTIVE/INACTIVE BOARD MEMBERS: Only active Board members shall be eligible to vote and to constitute a quorum; any member having more than three (3) absences in any one (1) year shall be placed on an inactive status and be subject to reinstatement as an active voting member only upon written request with Board approval.



Section 2: AMENDMENTS TO BYLAWS:

2.1 The Executive Committee may amend the Bylaws subject to ratification at the next regular or special meeting of the Board of Directors. These Bylaws may be amended, altered or repealed by a two-thirds vote of the Board of Directors.

2.2 The Executive Committee or its designees shall review the Bylaws at least every three years.

2.3 An amendment sheet that summarizes the changes made to the Bylaws and the date(s) of the amendment(s) shall be appended to the Bylaws.

Section 3: DISSOLUTION: In the event of the dissolution of this organization or in the event it shall cease to exist for the stated purposes, the assets of the organization

shall be disposed of:

A. According to United Way requirements for allocated funds.

B. According to State of Washington and Internal Revenue Service requirements for a 501(c)(3) organization.

C. According to the legal language in the Articles of Incorporation for The Arc of Tri-Cities.

Section 4: REMOVAL OF BOARD OFFICERS AND DIRECTORS: Board Officers and Directors may be removed from office by the vote of at least two-thirds of the voting board members, voting in person by secret written ballot, when in the sole judgment of the board, the best interests of the organization would be served thereby.