



BYLAWS OF
THE ARC OF THE UNITED STATES, INC.

ARTICLE 1: Status and Purpose

Section 1.1 Tax Status. The Corporation is organized, and will operate, exclusively for charitable, educational, scientific and such other purposes as are allowed for a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. or successor provisions.

Section 1.2 Purpose. The purpose of the Corporation is to promote and protect the human rights of people with intellectual and developmental disabilities (hereinafter "I/DD") and to actively support their full inclusion and participation in the community throughout their lifetimes.

Section 1.3 Principal Office. The principal office of the Corporation shall be designated by the Board of Directors.

ARTICLE 2: Members of the Corporation.

Section 2.1 Chapters as Members. The Members of the Corporation shall be those nonprofit organizations that meet the qualifications and requirements to be an affiliated State Chapter or Local Chapter of The Arc as set forth in these Bylaws and as further described in written Standard Terms and Conditions for Affiliation established in the manner described in Section 8.4 of these Bylaws. A Member of the Corporation is

hereinafter referred to as “Chapter of The Arc” or “Chapter.”

Section 2.2 Qualifications to be a Chapter. A nonprofit organization (hereinafter “organization”) must meet the following qualifications and requirements in order to be a Chapter of The Arc.

2.2.1 The organization’s purpose is, at least in substantial part, to address the needs, issues and concerns of people with I/DD and their families.

2.2.2 The organization has exempt status under Section 501 of the Internal Revenue Code of 1986, as amended, or successor provisions, or has applied for such status;

2.2.3 The organization pledges to advance and uphold, and strives to conduct its operations in a manner consistent with, the Mission, Core Values and Guiding Principles, Position Statements and Public Policy Agenda of the Corporation as they exist and may, in accordance with the process described in these Bylaws, be revised from time to time.

2.2.4 The organization meaningfully involves parents and family members of people with I/DD, and individuals with I/DD, in leading and guiding the Chapter.

2.2.5 The organization has applied for and been accepted into membership under procedures established by the Board of Directors of the Corporation, including:

2.2.5.1 in the case of a local Chapter of The Arc, the organization has the consent of the applicable state Chapter, if any; and

2.2.5.2 in the case of a state Chapter of The Arc, the organization has obtained the consent of a majority of the local Chapters of The Arc in the applicable state. However, nothing in this section 2.2.5.2 is intended to limit the rights or ability of the Corporation to establish a state office or otherwise engage in performing state-level functions in a state that does not have a state Chapter of The Arc.

2.2.6 The organization pays Chapter affiliation dues in accordance with the dues schedule established by the Board of Directors of the Corporation in the manner described in these Bylaws. In the case of a local Chapter of The Arc, the organization also pays state chapter affiliation dues, if any.

2.2.7 The organization prominently identifies itself to the public as a Chapter of The Arc.

2.2.8 The organization provides members of the public with the opportunity to become an Individual Member of The Arc as defined in section 2.3, herein,

Section 2.3. Individual Members of The Arc. Individuals who wish to support and advance the purposes of the Corporation may join The Arc as supporting members (hereinafter “Member of The Arc”) by enrolling at the national, state or local level, with national, state or local membership categories or classes as determined respectively. A Member of The Arc, however denominated, is not a Member of the Corporation as defined in section 2.1 and does not possess voting or other legal rights in the conduct of the affairs of the Corporation. A state or local Chapter may grant voting or other rights to a Member of The Arc with respect to the corporate affairs of the state or local Chapter, respectively, but is not required to do so.

Section 2.4 Chapter Rights. A Chapter of The Arc is entitled to participate in the governance of the Corporation, including voting in the election of the Officers and members of the Board of Directors of the Corporation, on the adoption of Core Values and Guiding Principles, Position Statements and Resolutions of the Corporation, and on other business that may arise from time to time as described in these Bylaws.

Section 2.5 Chapter Responsibilities. A Chapter of The Arc shall have the duties and responsibilities described in these Bylaws and in the written Standard Terms and Conditions for Affiliation described in Section 2.1, above.

2.5.1 Local Chapter Duties. A Local Chapter of The Arc, consistent with available staff, volunteer, financial and in-kind resources, should at a minimum:

2.5.1.1 Engage in advocacy on behalf of people with I/DD and their families;

2.5.1.2 Assist people with I/DD, parents, family members, media representatives, public officials, and members of the public to access information about the needs, issues and concerns of people with I/DD and their families and about available education and community-based services and supports; and

2.5.1.3 support, and mobilize constituents in support of public policy initiatives at the state and national level.

2.5.2 State Chapter Duties. A State Chapter of The Arc, consistent with available staff, volunteer, financial and in-kind resources, should at a minimum:

2.5.2.1 Engage in state public policy advocacy;

2.5.2.2 Support, and mobilize constituents and stakeholders in support of public policy initiatives at the state and national level;

2.5.2.3 Foster public awareness about the needs, issues and concerns of people with I/DD and their families; and

2.5.2.4 Encourage, assist and support local Chapters of The Arc.

Section 2.6 Termination of Membership. The Board of Directors of the Corporation shall have the right to deny, or terminate, the membership of any organization, or to deny access to or participation in the programs or services of the Corporation, if it fails to meet the qualifications for membership, or engages in activities that negatively reflect upon, or are otherwise contrary to the best interests of, the Corporation and its Chapters.

2.6.1 Chapters whose dues for the membership year are not paid by December 31st of the year to which the dues relate may be terminated automatically without any further process, provided that Chapter has been provided thirty (30) days written notice and an opportunity to cure the default by paying the outstanding amount or making appropriate payment arrangements.

2.6.2 Termination of the membership of a Chapter, for reasons other than non-payment of dues, shall be in accordance with procedures established by the Board of Directors of the Corporation, which procedures shall provide Chapter with advance notice of the grounds for termination and an opportunity to be heard.

2.6.3 A Chapter may surrender its affiliation at any time by delivering to The Arc written notice of its intention to do so no less than ninety (90) days prior to the effective date of such surrender.

ARTICLE 3 – Meetings of the Corporation

Section 3.1 Chapter Votes. A Chapter of The Arc shall have a minimum of one (1) and a maximum of twenty-three (23) votes based on the following formulas:

3.1.1 A Local Chapter shall automatically receive one (1) vote. In addition:

3.1.1.1 A Local Chapter may receive one additional vote for each \$1,000 of Chapter affiliation dues that the Chapter is responsible for in the current membership year, and that the Chapter has paid as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

3.1.1.2 A Local Chapter may receive one additional vote for every 100 individuals it has enrolled as a Member of The Arc, as defined in section 2.3 herein, and has reported the Members' names and contact information to the Corporation as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier..

3.1.2 A State Chapter shall automatically receive ten (10) votes. In addition, a State Chapter may receive one additional vote for each \$1,000 of Chapter affiliation dues that the Chapter is responsible for in the current membership year, and that the Chapter has paid as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

Section 3.2 Chapter Representative for Voting. A Chapter may designate a representative for purposes of voting. In the absence of any such designation, the President or a Vice-President of the Chapter shall be the representative. The designated representative may be changed at any time by written notice to the Secretary of the Corporation or his/her designee.

Section 3.3 Annual Meeting. The annual meeting of Chapters of The Arc shall be held on a date fixed by the Board of Directors and upon not less than sixty (60) days, nor more than one hundred twenty (120) days, written notice of the call of the meeting of the Corporation, but the incidental and unintended failure of notice to any Chapter shall not invalidate the meeting or any action taken thereat.

Section 3.4 Special Meetings. Special meetings of the Members of the Corporation may be held upon call by the Board of Directors or upon the request of ten-percent (10%) of the Chapters in good-standing, including at least three (3) State Chapters. A special meeting shall be called upon not less than twenty-one (21) days,

nor more than forty-five (45) days, written notice of the call of the meeting of the Corporation, but the incidental and unintended failure of notice to any Chapter shall not invalidate the meeting or any action taken thereat. At special meetings, only that business identified in the notice shall be conducted.

Section 3.5 Quorum. A quorum for the transaction of business at the annual meeting of the Members and at any special meeting of Members shall consist of those Chapters present in person, or by proxy, holding not less than one-half (1/2) of the total number of votes held by all of the Chapters.

Section 3.6 Manner of Voting A Chapter may cast its votes in person by its designated representative or by written proxy. Votes cast in person may be cast only by the designated representative of the Chapter. The votes held by Chapters represented at a meeting of Chapters of The Arc by written proxies shall be counted in determining the presence of a quorum.

ARTICLE 4. Officers and Directors.

Section 4.1 Number and Qualifications of Directors. The governance of the Corporation shall be vested in a Board of Directors which shall be composed of up to twenty-four (24) persons, including the five (5) Officers of the Corporation, elected in the manner described in these Bylaws.

4.1.1 Because one goal of the Corporation is to provide broad participation from among individuals with I/DD and their family members, the majority of members of the Board of Directors shall be parents or family members of people with I/DD, or people with I/DD themselves.

4.1.2 Because one goal of the Corporation is to build a strong movement of advocates and volunteers on behalf of people with I/DD and their families, all of the members of the Board of Directors must be individual Members of The Arc, as defined in section 2.3 herein, at the national, state or local level.

4.1.3 Because one goal of the Corporation is to build and sustain an effective partnership between people with I/DD and their families and the professional leaders of

the organizations that serve them, up to three (3) members of the Board of Directors may be chief executive officers, executive directors or second tier management staff of a Chapter of The Arc. No other member of the Board of Directors may be a person who is employed by a Chapter of The Arc.

Section 4.2 Elected Officers of the Corporation. The elected officers of the Corporation are the President, Vice-President, Secretary, Treasurer and, *ex officio*, the Immediate Past President.

4.2.1 President. The President shall serve as the Chair of the Board of Directors, shall preside at all meetings of the Chapters of The Arc, of the Board of Directors, and of the Executive Committee, and shall be an *ex officio* member without vote of all other committees with the exception of the Board Development Committee. The President shall perform all of the duties which are ordinarily incident to the office, or which are assigned by the Directors. The President of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.2 Vice President. The Vice President shall perform the duties of the President in the absence of the President, or in the event of the President's inability to perform the duties of office. The Vice President shall perform such other duties as may, from time to time, be assigned by the President of the Board of Directors. The Vice President of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.3 Secretary. The Secretary shall oversee the issuance of notices of all stated and special meetings of the Chapters of The Arc and of the Board of Directors. The Secretary shall oversee preparation of the minutes of meetings of the Chapters of The Arc and of the Board of Directors. The Secretary of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.4 Treasurer. The Treasurer shall serve as chairman of the Budget, Finance and Audit Committee and, in that capacity, shall oversee compliance with policies regarding the financial operations of the Corporation, the investment of funds of the Corporation, the maintenance of full and accurate accounts of receipts and

disbursements, and the preparation of the annual audited financial statements and federal and state tax reports. The Treasurer of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.5 Immediate Past-President. The Immediate Past-President shall serve as chair of the Board Development Committee.

Section 4.3 Term for Directors. The term of office for members of the Board of Directors shall be four (4) years. Persons serving an initial term of less than three (3) years may serve for two (2) additional full four year terms.

Section 4.4 Term for Officers. The term of office for Elected Officers of the Corporation shall be two (2) years, or until their successors are elected. No elected officer of the Corporation shall serve more than one (1) consecutive full term in the same office.

Section 4.5 Term Limits. Except as otherwise described in this section, no person shall serve more than two (2) consecutive full terms on the Board of Directors.

4.5.1 A person serving as an Officer of the Corporation who would be subject to the term limits set forth in this section 4.5 may continue to serve while in the position of Officer, but may not exceed twelve (12) years of total service except under exceptional circumstances. The limitation in this section shall not apply to the Immediate Past President during service in that position.

4.5.2 A person may be nominated to serve beyond the twelve (12) year limit set forth in section 4.5.1 only upon both the unanimous concurrence of the members of the Board Development Committee and concurrence of two-thirds of the members of the Board of Directors.

Section 4.6 Compensation. The members of the Board of Directors and the elected Officers of the Corporation shall serve without compensation from the Corporation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

Section 4.7 Appointed Officers and Staff. The Board of Directors shall appoint a chief executive officer, with a title appropriate to the functions of the office. Other staff shall be appointed by the chief executive officer.

4.7.1 The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

4.7.2 The chief executive officer shall be subject to hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the chief executive officer.

4.7.3 The chief executive officer shall attend and participate in meetings of the Members and the Board of Directors and of committees as staff to the Board and the committees but shall not be entitled to a vote.

ARTICLE 5: Meetings of the Board

Section 5.1 Quorum. At meetings of the Board of Directors, a quorum shall consist of a majority of Directors then serving, present in person.

Section 5.2 Voting. Except as hereinafter provided, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than eight (8) votes. Members of the Board of Directors may vote only in person. No proxy voting shall be allowed.

Section 5.3 Regular Meetings. The Board of Directors shall meet at least four (4) times per year. The Secretary shall give thirty (30) days written notice of the call of the meeting to all of the members of the Board of Directors, but the incidental and unintended failure of notice to any member shall not invalidate the meeting or any action taken thereat.

Section 5.4 Special Meetings. Special Meetings of the Board of Directors may be called at any time by the President of the Board. It also shall be the duty of the President or Secretary to call a Special Meeting of the Board of Directors whenever

requested in writing to do so by not less than one-third (1/3) of members of the Board of Directors then serving. Notice of a Special Meeting shall be given to each member in person, by telephone, electronically, or by mailing a notice thereof to each member of the Board of Directors at his or her last post office address appearing on the records of the Corporation at least seven (7) days before such meeting, but the incidental and unintended failure of notice to any member shall not invalidate the meeting or any action taken thereat.. Special meetings shall consider only such business as is stated in the notice of the meeting.

Section 5.5 Method of Conducting Business. The Board of Directors and Committees of the Corporation may conduct business by any means authorized by law.

ARTICLE 6. Committees of the Corporation.

Section 6.1 Standing Committees. The Standing Committees of the Board of Directors shall be the Executive Committee, Board Development Committee, Budget v & Audit Committee and Policy and Positions Committee. The Board of Directors may establish such additional standing committees as it determines are appropriate for the conduct of the business of the Corporation. Members of standing committees shall be chaired by a member of the Board of Directors and composed of no fewer than six persons.

Section 6.2 Committee Appointments. Except where otherwise stated in this Article, The President shall be responsible for appointing members to Standing Committees, as needed, in consultation with the Chair of each committee. Prior to making such appointments, the President shall invite Chapters of The Arc to submit recommendations of persons who should be considered to serve on such committees. Each committee shall include at least one member who is a board member, and at least one member who is a chief executive officer or other senior-level staff, of a state or local Chapter of The Arc.

Section 6.3 Executive Committee.

6.3.1 Composition. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past-President, and the Chair of the Policy and Positions Committee, the Chair of the National Conference of Executives and, at the request of the President, one or more of the Directors who are serving as Chairs of Standing Committees of the Corporation.

6.3.2 Roles and Responsibilities. The Executive Committee is responsible for developing and implementing the annual work plan of the Board, monitoring the work of all board committees, leading the board's planning efforts, and supervising the chief executive officer. The Committee is further responsible for oversight of the governance structure and process of the organization and for assuring adherence to the highest standards of ethics and accountability. As needed, the Committee develops recommendations for improvements in governance, including necessary changes to the articles of incorporation, bylaws, corporate resolutions or policies of the organization. The Committee also provides guidance and oversight for the policies and practice involved in the affiliation between The Arc and individual state and local chapters, including efforts to protect the organization's name and trademarks. The Committee reviews and guides action in response to proposed resolutions, bylaws amendments or other corporate actions proposed or to be considered by Chapters of The Arc.

6.3.3 Minutes of Decisions The Executive Committee shall prepare and maintain minutes reflecting its decisions which it shall provide to the Board of Directors at its next meeting.

6.3.4 Expeditious Action In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

Section 6.4 Board Development Committee.

6.4.1 Composition. The Board Development Committee shall be chaired by the Immediate Past President and shall be composed of no fewer than six persons. The additional members shall be appointed in the manner described in section 6.2 with the

approval by the Board of Directors. At least two-thirds (2/3) of the members of the Board Development Committee shall be persons who are not currently serving and have not previously served on the Board of Directors. The Immediate Past-Chair of the National Conference of Executives shall be a member, *ex officio*, of the Board Development Committee. No person shall serve on the Board Development Committee for more than four (4) years.

6.4.2 Roles and Responsibilities. The Board Development Committee is responsible for assuring that the composition of the Board of Directors meets the current and future leadership needs of the Corporation. The Committee is responsible for recommending persons to serve as Officers and Directors of the Corporation and for administering the nominating and election process as described in Article 7, herein. The Board Development Committee is further responsible for ongoing evaluation, training and leadership development.

Section 6.5 Budget, Finance and Audit Committee.

6.5.1 Composition. The Budget, Finance and Audit Committee shall be chaired by the Treasurer and shall be composed by no fewer than six persons. The additional members shall be appointed in the manner described in section 6.2.

6.5.2 Roles and Responsibilities. The Budget, Finance and Audit Committee is responsible for oversight of The Arc's financial health. The Committee reviews and recommends approval of the annual budget, monitors financial performance and legal and regulatory compliance, retains the independent auditor and oversees the annual audit of the organization's financial statements and develops and provides oversight regarding other financial policies and practices. The Committee is responsible to assure that the annual audited financial statements are presented to the Board of Directors. The Committee also annually reviews the performance of The Arc's investments and recommends any changes to The Arc's Investment Policy.

Section 6.6 Policy and Positions Committee.

6.6.1 Composition. The Policy and Positions Committee shall be chaired by a member of the Board of Directors and shall be composed by no fewer than six persons. The additional members shall be appointed in the manner described in section 6.2

6.6.2 Roles and Responsibilities. The Policy and Positions Committee is responsible for recommending to the Board of Directors the positions of The Arc on issues of concern to people with intellectual and developmental disabilities and their families consistent with the Core Values of the Corporation.

6.6.2.1 The Committee is responsible to develop The Arc's Position Statements, with broad input from Chapter leaders as well as experts in the field, including both identifying and developing new statements and revising and updating existing statements. The Committee facilitates the full Board's involvement in development of the Position Statements and, once completed, recommends the Position Statements for approval by the Board and Chapters pursuant to the process described in these Bylaws.

6.6.2.2 A Legislative Agenda Subcommittee is responsible for developing, on a biennial basis corresponding to the term of Congress, a Legislative Agenda that is consistent with the Core Values, Position Statements and Federal Public Policy Agenda described in section 8.1, 8.2 and 8.3, respectively. The Legislative Agenda Subcommittee also recommends positions on new issues that are otherwise not covered by the Legislative Agenda.

6.6.2.3 A Legal Advocacy Subcommittee is responsible for determining whether The Arc should become involved in litigation and the positions to be taken consistent with the Core Values and Position Statements.

Section 6.7 National Conference of Executives

6.7.1 Composition. The National Conference of Executives (NCE) shall be composed of the executive directors/chief executive officers of Chapters of The Arc without requirement of any additional payment of dues. NCE shall have a Steering Committee, including a chairperson, the members of which are elected by NCE members. Additional categories of personnel of Chapters of The Arc as are determined by the Steering Committee may also be members of NCE upon payment of dues.

6.7.2 Roles and Responsibilities. The National Conference of Executives shall provide leadership, guidance and oversight of The Arc's efforts to cultivate, support and sustain strong, effective and sustainable chapters at the state and local level. NCE's focus shall include, but not necessarily be limited to: professional development,

leadership development, fostering strong relationships, knowledge sharing and mutual support.

6.7.2.1 The Steering Committee is responsible to develop, and support and assist staff in implementing, a high quality program of professional development, including training, technical assistance and other supports and services, for executives, management staff and volunteer leaders of The Arc. **The Steering Committee is further responsible to provide to the Board Development Committee the names of members of NCE whom the Committee believes meet the nominating priorities and are recommended for election to The Arc's Board of Directors in the manner described in Article 7 of the Bylaws.**

6.7.2.2 A Chapter Excellence Subcommittee is responsible for promoting best practices in the governance and management of chapters, including board governance, financial management, human resources management and fundraising, utilizing the Standards for Excellence® program platform.

6.7.2.3 A Program Excellence Subcommittee is responsible to identify and promote the replication and proliferation of innovative and best practices in services and supports for people with intellectual disabilities.

6.7.2.4 Additional subcommittees may be established as the Steering Committee determines are necessary and appropriate to achieve the objectives of NCE.

Section 6.8 Special Committees. The President of the Corporation or the Board of Directors may establish such special committees, work groups or task forces as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees shall be appointed by the President or by the Board of Directors.

Section 6.9 Advisory Councils. In order to build a strong movement of parents, siblings, other family members of people with I/DD, of individuals with I/DD themselves, and of the professionals leading the organizations that serve and support them, the Corporation shall establish and maintain, and members of the Board of Directors shall

chair, a national self advocates council, a national siblings council and such other advisory councils as may be established from time to time (hereinafter “the Councils”). The Councils shall provide advice and counsel to inform the advocacy, programs, services and supports of The Arc at the national, state and local level.

ARTICLE 7: Election of Officers and Directors

Section 7.1 Election of Officers and Directors

7.1.1 **Officers**. The President, Vice-President, Secretary and Treasurer of the Corporation shall be subject to election by Chapters of The Arc. The Immediate Past-President serves in that capacity without standing for election.

7.1.2 **Chapter Elected Directors**. A minimum of eight and up to twelve additional members of the Board of Directors shall be subject to election by Chapters of The Arc.

7.1.3 **Board Elected Directors**. Up to five additional members of the Board of Directors shall be subject to nomination by the President and election by the Board of Directors. The terms of the Board Elected Directors shall be staggered so that no more than three may be subject to nomination during the term of a single President.

7.1.4 **Ex Officio Directors**. **The Chair of the Steering Committee of NCE, and one additional chief executive officer or second tier management staff of a state or local Chapter of The Arc designated by the Steering Committee of NCE, shall be members of the Board of Directors, *ex officio*, for the applicable term.**

7.1.5 The election and appointments described in this section 7.1 shall be conducted in the manner described in this Article 7

Section 7.2 Timing of Election. Election of those Officers and Directors that are subject to election by the Chapters of The Arc shall take place at the Annual Meeting of the Corporation. The term of office for such Officers or Directors shall begin at the close of the Annual Meeting. Election of those Directors that are subject to election by the Board of Directors shall take place at the first meeting of the Board of Directors after

the Annual Meeting. The term of office for such Directors shall begin immediately upon their election.

Section 7.3 Election Procedures. The election of Officers and Directors shall take place under the authority and supervision of the Board Development Committee, utilizing a process that includes but is not limited to the following:

7.3.1 For each nominating cycle, the Committee shall prepare a written statement of nominating priorities describing the knowledge, skills, and other personal or professional characteristics or attributes that are needed to meet the leadership needs of the Corporation.

7.3.2 The Committee shall conduct outreach, including disseminating the statement of nominating priorities to all Chapters of The Arc, to identify potential candidates for board service that meet one or more of the nominating priorities.

7.3.3 An open application process shall be provided to allow any person who is interested in being considered for service on the Board of Directors to have the opportunity for such consideration.

7.3.4 All persons who apply or are nominated shall be vetted by the Committee to determine whether they meet the qualifications to serve and their fit in relation to the nominating priorities.

7.3.5 The Committee shall prepare a slate of candidates that are recommended for election to a position as an Officer or Chapter Elected Director of the Corporation (hereinafter "the Slate of Nominees" or "Slate"). The Slate shall recommend one candidate for each position that is open to be filled. The Committee shall also prepare a list of candidates who are recommended for nomination and election to a position as a Board Elected Director of the Corporation (hereinafter "the Candidates List"). The list of recommended candidates may include as many candidates as the Committee deems appropriate.

7.3.6 A person who has applied to be considered for board service who has not been included on the Slate shall be informed of that fact, and of whether their name has been included on the Candidates List to be submitted to the President. Such persons shall be advised that they may be included on the Candidates List for consideration by the President, if not already included. They shall further be advised that they may run

in opposition to the individuals included on the Slate of Nominees upon obtaining support for their candidacy by the applicable state and local Chapter as evidenced by a letter of endorsement

7.3.6.1 The Committee shall establish a timeline, including deadlines, as necessary to assure that the election ballot and supporting materials are ready for distribution to Chapters at least thirty (30) days in advance of the Annual Meeting. The election materials shall include descriptive information about the qualifications of all candidates and shall clearly identify those candidates who are on the recommended Slate of Candidates.

7.3.6.2 No person may run for election as an Officer or Director other than pursuant to the process described in this section 7.3.

Section 7.4 Election in Absence of Quorum. In the event there is not a quorum present at the annual meeting of Chapters of The Arc, then the Officers and Directors then serving shall have their terms automatically extended until the election can be held. In such circumstances, the election may be held by mail ballot or other means authorized by law, with participation by those Chapters of The Arc that were eligible and entitled to vote at the annual meeting.

Section 7.5 Vacancies.

7.5.1 President. In the event that the office of President becomes vacant, the Vice President automatically shall be President. If the Vice President is not available to serve, then the Secretary automatically shall be interim-President and shall forthwith call for a Special Meeting of the Board of Directors to elect a President to fill the remainder of the vacant term.

7.5.2 Immediate Past President. In the event that the office of Immediate Past President becomes vacant, then the prior Immediate Past President may resume office.

7.5.3 Other Vacancies. Any other vacancies occurring among the elected Officers or Directors of the Corporation shall be filled for a term that expires at the next annual meeting by election by the members of the Board of Directors then serving.

Section 7.6 Removal. Any Officer or Director of the Corporation may be

removed for a substantial cause by a vote of two-thirds (2/3) of the members of the Board of Directors then serving. Substantial cause shall include, but is not limited to, failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors.

ARTICLE 8: Governing Documents

Section 8.1 Core Values and Guiding Principles. The Corporation shall establish Core Values and Guiding Principles, however denominated, to guide the organization (hereinafter “Core Values”).

8.1.1 Adoption. The Core Values shall be developed by the Board of Directors utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Core Values shall be proposed for adoption by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose. Once adopted, the Core Values shall continue to be in existence and in effect until such time as they are revised or withdrawn.

8.1.2 Review. The Core Values shall be reviewed by the Board of Directors for possible revision no less frequently than every five (5) years. Upon this review, the Board will notify Chapters whether it intends to pursue a substantive revision of the Core Values. Chapters may at any time petition the Board, by Resolution as described in section 8.5, to require the Board to institute a Full Review and Revision of the Core Values.

8.1.3 Full Substantive Review and Revision. The Board of Directors may institute a substantive review and revision of the Core Values at any time, and shall institute such a review if required by Resolution adopted by Chapters of The Arc in the manner described herein. A full substantive review shall utilize a process that provides substantial opportunity for input and participation by Chapters of The Arc. Any proposed substantive revision of the Core Values resulting from such review shall be proposed for adoption by Chapters of The Arc, without further amendment, at the

annual meeting or any special meeting called for that purpose.

8.1.4 Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of the Core Values. The adoption, or any revision, of the Core Values by the Chapters shall require a vote of two-thirds (2/3rds) of all the votes entitled to be cast by Chapters of The Arc that are present in person or by proxy.

Section 8.2 Position Statements. The Corporation shall establish Position Statements to guide the organization (hereinafter "Position Statements").

8.2.1 Adoption. The Position Statements shall be developed by the Board of Directors, through the Policy and Positions Committee, utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Position Statements shall be presented by the Policy and Positions Committee to the Board of Directors for its approval. The Position Statements as proposed by the Board of Directors, shall be presented to Chapters of The Arc at the annual meeting or any special meeting called for that purpose. Once adopted, the Position Statements shall continue to be in existence and of effect until such time as they are revised or withdrawn.

8.2.2 Review. Each of the Position Statements shall be reviewed by the Board of Directors for possible revision no less frequently than every six (6) years. Upon this review, the Board will notify Chapters whether it intends to initiate a full substantive review and revision of the Position Statement. Chapters may at any time petition the Board, by Resolution as described in section 8.5. herein, to require the Board to institute a Full Substantive Review and Revision of any of the Position Statements.

8.2.3 Full Substantive Review and Revision. The Board of Directors may institute a substantive review and revision of any of the Position Statements at any time, and shall institute such a review if required by Resolution adopted by Chapters of The Arc in the manner described herein. A full substantive review shall utilize a process that provides substantial opportunity for input and participation by Chapters of The Arc. Any proposed substantive revision of a Position Statement resulting from such review shall be proposed for adoption by Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

8.2.4 Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of a Position Statement. The adoption, or any revision, of any Position Statement by the Chapters shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

Section 8.3 Federal Public Policy Agenda. The Corporation shall establish a Federal Public Policy Agenda to guide the organization (hereinafter “Public Policy Agenda”).

8.3.1 Adoption. The Public Policy Agenda shall be developed by the Board of Directors, through the Policy and Positions Committee, utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Public Policy Agenda shall be presented by the Policy and Positions Committee to the Board of Directors for its approval. The Board of Directors may approve the Public Policy Agenda provided that it finds that the Public Policy Agenda is consistent with the Core Values and Position Statements of The Arc. Once adopted, the Public Policy Agenda shall continue to be in existence and of effect until such time as they are revised or withdrawn.

8.3.2 Review and Revision. The Public Policy Agenda shall be reviewed and revised at least every four (4) years with the review so that the revised agenda is completed in advance of the start of the next Presidential Administration. Chapters may at any time petition the Board, by Resolution as described in section 8.5, to request that a specific policy proposal be included in the Policy Agenda when next revised.

8.3.3 Vote. A majority vote of the members of the Board of Directors then serving shall be required to adopt the Public Policy Agenda.

Section 8.4 Standard Terms and Conditions for Affiliation, Chapter Dues Methodology and Chapter Dues Increases. The Corporation shall develop, and may revise from time to time, written Standard Terms and Conditions for Affiliation that further explain and define the qualifications and requirements for affiliation as a state or

local chapter of The Arc as described in Article 2 of these Bylaws. The Standard Terms and Conditions for Affiliation may not be inconsistent with the provisions set forth in Article 2. The Corporation shall also develop, and may revise from time to time, a Chapter Dues Methodology, such as whether dues are based on population, total revenue or some other determining factor, and the structure of the tiers in the dues schedule.

8.4.1 Adoption and Revision. The Standard Terms and Conditions for Affiliation and Chapter Dues Methodology shall be developed, and may be revised, by the Board of Directors utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc.

8.4.1.1 The Standard Terms and Conditions for Affiliation as adopted by the Board of Directors, or as revised, shall be presented for approval by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose.

8.4.1.2 Any change in the Chapter Dues Methodology on or after the date of adoption of these Bylaws, as adopted by the Board of Directors, shall be presented for approval by Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

8.4.1.3 The amount of the Chapter Dues may be revised from time to time by the Board of Directors in a manner that affects all Chapters in equal proportion (an “across the board increase”) taking into account the needs of the Corporation, changes in the costs of doing business as measured by the Producer Price Index for Total Traditional Service Industries published by the United States Department of Commerce, Bureau of Labor Statistics, or similar authoritative source (hereinafter “the Index percent” or “I%”), and the financial climate in which Chapters of The Arc are operating. An across the board increase may be applied to state Chapters, local Chapters, or both.

8.4.1.4 Chapters of The Arc shall be provided with at least ninety (90) days notice, and an opportunity to provide input, in advance of the Board of Directors voting on an across the board increase. In addition, Chapters shall be provided with at least ninety (90) days notice of any increase in the Chapter Dues that has been

approved by the Board of Directors in advance of the membership year to which the increased dues amount will relate.

8.4.1.5 An across the board increase in excess of the Index percent (I%) plus three percent (3%) per year, compounded, proposed by the Board of Directors shall only be effective upon approval of Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

8.4.2. Vote A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of the Standard Terms and Conditions for Affiliation or the Chapter Dues Methodology. The adoption, or any revision, of the Standard Terms and Conditions for Affiliation or Chapter Dues Methodology by the Chapters shall be presented without further amendment and shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy. Adoption of an across the board dues increase by a percentage exceeding the limits set forth in section 8.4.1.5 shall require a vote of a majority of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

Section 8.5 Resolutions. A Resolution may be proposed to direct the Corporation to consider or take actions that are in furtherance of the purpose of the Corporation and not inconsistent with the Core Values and Guiding Principles, Position Statements and Federal Public Policy Agenda.

8.5.1 Purpose of Resolution. A Resolution may be proposed for any of the following purposes:

8.5.1.1 to request that the Board of Directors initiate a full substantive review and revision of the Core Values and Guiding Principles, as described in section 8.1.3 herein;

8.5.1.2 to request that the Board of Directors initiate a full substantive review and revision of a Position Statement, as described in section 8.2.3 herein, or to request that the Board of Directors consider the adoption of a new Position Statement;

8.5.1.3 to request that a specific policy proposal be considered for

inclusion, or that another change be made, in the Federal Public Policy Agenda, as described in section 8.3.3 herein;

8.5.1.4 to request that the Board of Directors consider a change in the Standard Terms and Conditions for Affiliation or in the Chapter dues structure;

8.5.1.5 to communicate to the Board of Directors the opinions, beliefs or desires of Chapters of The Arc on issues and concerns of people with I/DD and their families or on matters relating to the governance, management and operations of the Corporation;

8.5.1.6 to provide the Board of Directors and the Corporation with guidance, advice and counsel regarding any other matter that is germane to the purpose of the Corporation.

8.5.2 Limitation on Use. A Resolution may not be used to circumvent any of the other procedures described in these Bylaws.

8.5.3 Process for Proposal of Resolutions. A Resolution may be proposed upon the request of three- percent (3%) of the Chapters in good-standing, including at least three (3) State Chapters.

8.5.3.1 The proposed Resolution shall be delivered to the Secretary of the Corporation, or the Secretary's designee, no later than one-hundred twenty (120) days in advance of the annual meeting of the Corporation.

8.5.3.2 The Board of Directors will review the proposed Resolution and determine if it meets the requirements of section 8.5 thru 8.5.3 herein. If so, the Board of Directors will refer the Resolution for consideration by Chapters of The Arc, without further amendment, at the annual meeting. The Board of Directors will provide its recommendation in favor, or in opposition to, adoption of the proposed Resolution.

8.5.4 Vote. Adoption of the Resolution by the Chapters shall require a vote of a majority of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

ARTICLE 9 General Provisions

Section 9.1 Duality of Interest.

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 9.2 Indemnification and Exoneration.

9.2.1 Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

9.2.2 Exoneration. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its Members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the

extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Section 9.3 Insurance. The Corporation 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 Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any other entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 9.4 Employee Benefit Plans. For purposes of this section 9.4: the Corporation shall be deemed to have requested a director or officer to serve an employee benefit or welfare plan where the performance of the director's or officer's duties to the Corporation also imposes duties on, or otherwise involves services by, the officer or director to the plan or beneficiaries of the plan; excise taxes assessed on a director or officer with respect to an employee benefit or welfare plan pursuant to applicable law shall be deemed fines; and action taken or omitted by the director or officer with respect to an employee benefit or welfare plan in the performance of the director's or officer's duties for a purpose reasonably believed by the director or officer to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interest of the Corporation.

Section 9.5 Miscellaneous Provisions. Except to the extent prohibited by law, the indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of disinterested directors or otherwise, both

as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director or officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, administrators of such persons.

Section 9.6 Inspection of Corporate Records. These Bylaws, the roster of Chapters, the minutes or proceedings of any annual or special meeting of Chapters of The Arc, and of any meeting of the Board of Directors and of the Committees shall be open to inspection no later than (10) days after receipt of a written request, addressed to the President or the Secretary of the Corporation by any Chapter of The Arc for any purpose reasonably related to its interests as a Member. Such records also shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Chapter's expense. The Corporation may satisfy the requirements of this section by making such records generally available on its website or through other electronic means.

Section 9.7 Signature Authority. All checks, notes, acceptances, and orders for payment of money shall be signed by the Chief Executive Officer of the Corporation, by any two of the President, Vice President, Secretary, or Treasurer, or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the Chief Executive Officer of the Corporation, the President, the Vice President or any other agent of the Corporation designated by the Board of Directors.

Section 9.8 Seal. The Seal of the Corporation shall be circular in form with the words "THE ARC OF THE UNITED STATES, INC."

Section 9.9 Dissolution. All assets of the Corporation in the event of dissolution shall be distributed among the Chapters in proportion to the Chapter Dues paid by the Chapters in proceeding three (3) years, provided, however, that no distribution shall be

made to any organization which does not then currently enjoy tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions.

Section 9.10 Non-Discrimination. The organizations, officers, directors, employees and persons served by this Corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, disability, national origin, and political or religious opinion or affiliation.

Section 9.11 Governing Law. The provisions of Maryland General Corporate Law, MD Corps & Assoc. Code Ann., §§ 5-201 *et. seq.* and decisional law thereunder, apply to the governance and affairs of the Corporation, including the interpretation of these Bylaws.

Section 9.12 Parliamentary Rules. Sturgis' Standard Code of Parliamentary Procedure, in the latest edition, shall govern all deliberations of the Corporation when it is not in conflict with these Bylaws or Maryland General Corporate Law. The President of The Arc shall have the power to appoint a parliamentarian and shall interpret these Bylaws when a question arises as to the meaning of any part of it. The President may seek the advice of the parliamentarian in interpreting the provisions. The President's decision shall be final, unless overruled by a vote of two-thirds (2/3) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy

ARTICLE 10. Bylaws Amendments.

Section 10.1 By Whom Made. A proposal to amend the Bylaws of the Corporation may be made by vote of at least two-thirds of the members of the Board of Directors then serving or upon the request of no less than ten-percent (10%) of Chapters of The Arc, including three (3) state Chapters.

Section 10.2 Process for Consideration. A proposed amendment to the Bylaws that meets the requirements set forth in Section 10.1 herein shall be presented for

consideration by Chapters of The Arc at the annual meeting of the Corporation or at a special meeting called for that purpose. In order to be considered at the annual meeting, any proposed amendment must have been received by the Secretary of the Corporation at least one hundred twenty (120) days in advance of the annual meeting.

Section 10.3 Board Recommendation. A proposed amendment to the Bylaws that has been requested by Chapters, as described in Section 10.1 herein, shall be presented for consideration by Chapters of The Arc, at least sixty (60) days in advance of the annual meeting, accompanied by a recommendation of the Board of Directors either in support of, or in opposition to, the proposed amendment.

Section 10.4 Vote. Adoption by Chapters of The Arc of amendments to the Bylaws shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.