

BYLAWS OF THE ARC OF THE UNITED STATES FOUNDATION

ARTICLE I – NAME AND PURPOSE

Section 1: The name of the organization shall be The Arc of the United States Foundation (the Foundation).

Section 2: The Foundation is organized exclusively for charitable, scientific and educational purposes to promote, support, and further the interests and mission of The Arc of the United States (The Arc).

ARTICLE II - MEMBERSHIP

Section 1: The sole member of the Foundation is The Arc.

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation. The Board of Directors shall manage the business and affairs of The Foundation, and is responsible for overall policy and direction of the Foundation. The Board may choose to delegate responsibility for certain operations to selected board members, committees, retained staff and/or other resources. The Board shall have up to 15 and not fewer than 5 voting members. The actual number of Directors will be determined by the Board. One board member shall be a member of the Board of Directors of The Arc and named to serve by The Arc as the representative of the member organization and shall serve as Secretary of The Foundation. The Chief Executive Officer of The Arc, the Chief Financial Officer of The Arc and the Chief Development Officer of The Arc shall be ex-officio members of the Board; of these, only the Chief Executive Officer shall have voting privileges. The Board receives no compensation, but can be reimbursed for reasonable expenses incurred as a part of board activities.

Section 2: Meetings. The Board should meet at least 4 times per year, but in no case less than 2 times. Two meetings per year shall be face-to-face meetings. All others may be conducted by teleconference.

2.1 Annual Meeting. Each year one of the meetings shall be designated an Annual Meeting.

2.2 Special Meetings. The Chair, the Executive Committee, or one third of the Directors may call special meetings.

2.3 Proxies, participation, and technology. Meetings may be conducted by telephone or videoconference or by any other technological means permitted by law. However, a Director may not participate in a meeting by proxy.

Section 3: Board Elections. Election of new Directors or reelection of current Directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by The Arc.

Section 4: Terms. All board members shall serve three-year terms, but are eligible for reelection for one additional three-year term. Directors shall be divided into 3 classes, so that approximately 1/3 of the terms will expire in a given year. Directors who have completed two terms may serve on the Board again if at least one year has passed since the completion of the second consecutive term.

Section 5: Quorum. A quorum of at least 50% percent of the Board members is required before business can be transacted or motions made or passed. No quorum is required to adjourn a meeting.

Section 6: Notice. An official board meeting requires that each board member have written notice two weeks prior to a meeting. A meeting can be held on shorter notice if all of the Board members agree in writing to the shorter notice period. Notice may be given by email, facsimile, or other electronic means which generates a written record of notice.

Section 7: Officers and Duties. There shall be five officers of the Board consisting of a President, Vice president, Secretary, Treasurer and the Chief Executive Officer (CEO) of the Foundation. The CEO shall be the Executive Director of The Arc or a designee. The Secretary shall be the board member appointed by The Arc. The President, Vice President and Treasurer must be elected Board Members and shall be elected to one-year terms by the newly elected Board at the annual meeting. A vacancy caused by the departure of an officer mid-term shall be filled by appointment by the President. If the President becomes vacant, the Vice President shall assume the role of President. Officer duties are as follows:

7.1 The President shall convene and preside at meetings of the Board of Directors. He shall perform such other duties as may be assigned by the Board of Directors.

7.2 The Vice President shall preside at meetings of the Board in the absence of the President. The Vice President shall be the Chair of the Development Committee, and shall perform such other duties as shall be assigned by the Board of Directors.

- 7.3 The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. In the absence of the President and Vice President, the Secretary shall preside at Board meetings. The Secretary shall perform such other duties as may be assigned by the Board. The Secretary shall be the board member appointed by The Arc. The Treasurer shall make a report at each board meeting.
- 7.4 The Treasurer shall be the Chair of the Finance Committee, assist in the preparation of the budget, and make financial information available to board members and the public. The Treasurer shall be responsible for the financial records of The Foundation and shall be responsible for the funds and financial assets of The Foundation. In the absence of the President, Vice President, and Secretary of The Foundation, the Treasurer shall preside over meetings of the Board of Directors. The Treasurer shall perform such other duties as may be assigned by the Board.
- 7.5 The CEO of the Foundation shall be the chief staff executive, responsible for day-to-day operations of the Foundation.

Section 8: Vacancies. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. A vacancy caused by the departure of a Director mid-term will be filled only to the end of the particular board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A board member shall be dropped for excess absences from the Board if he or she has three consecutive unexcused absences from board meetings. A board member may be removed with cause by a three-fourths vote of the remaining Directors. The Arc may remove a Director with or without cause.

ARTICLE IV - COMMITTEES

Section 1: The Board will have five standing committees: Executive Committee, Development Committee, Finance Committee, Governance Committee, and Audit Committee. The Board may create other ad hoc committees as needed. The Board President shall appoint Directors to be members of each committee, and shall appoint the chair of the Governance Committee and all ad hoc committees. The Board President or Committee Chair can invite individuals not on the Board to join committees as a non-voting member. The Chief Development Officer of The Arc shall be an ex officio, non-voting member of all committees.

Section 3. The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VII.

ARTICLE VIII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary as follows. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. The Board may by a vote of two thirds of the members of the Board recommend adoption of the bylaws. If recommended by the Board, the bylaws shall be submitted to The Arc for adoption.

These Bylaws were approved at a meeting of the Board of Directors of The Arc of The
on 12/19, 200~~6~~ United States
Foundation

Attest: Nancy Webster, Director
Cindy Johnson, director