

The Arc of Alabama - Bylaws

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The Arc of Alabama – Bylaws

Article I. OFFICE AND REGISTERED AGENT

Section 1.01 Corporate Name

- (a) The name of this Corporation shall be The Arc of Alabama, Inc. hereafter referred to as The Arc of Alabama.

Section 1.02 Principal Office.

- (a) The official address of The Arc of Alabama shall be that designated from time to time by the Board of Directors.

Section 1.03 Legal Status and Characterization

- (a) The Arc of Alabama is organized exclusively for charitable, scientific and educational purposes as defined and limited by Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding of any future United States Internal Revenue Law). No part of the net earnings, contributions or other property shall accrue to the benefit of any member.

Section 1.04 Fiscal Year

- (a) The fiscal year shall be 1 October to 30 September.

Article II. MISSION, PURPOSES AND CORE VALUES

Section 2.01 Mission

- (a) The Arc of Alabama shall promote choice and advocate for the rights of people with intellectual and developmental disabilities (I/DD) to enjoy full participation in their communities throughout their lifetime.

Section 2.02 Principal purposes

The Arc of Alabama exists for the following principal purposes:

- (a) To advocate for the rights of people with intellectual and/or developmental disabilities and their families.
- (b) To improve the quality of life of people with intellectual and/or developmental disabilities and their families.
- (c) To achieve a large, active and diverse membership.
- (d) To achieve a public understanding of the strengths, contributions and needs of people with intellectual and/or developmental disabilities and their families.
- (e) To support the advancement and the improvement of preventive study, research, education and interventions related to people with intellectual and/or developmental disabilities and their families.
- (f) To promote best practices in the field of services and supports for people with intellectual and/or developmental disabilities and their families.
- (g) To cooperate with and assist The Arc of the United States by supporting its mission, position statements and core values.
- (h) To solicit and receive funds for the accomplishment of the above purposes.

- (i) To promote and support those who serve people with intellectual and/or developmental disabilities and their families and who promote and support the core values of The Arc of Alabama.

Section 2.03 Core Values

- (a) Core values of The Arc of Alabama are the Core Values of The Arc of the United States that are subscribed to and pursued by volunteer and staff leaders at both the state and local level of The Arc of Alabama. The Board of Directors shall from time to time develop core values for adoption by the delegates, by a two-thirds vote of the votes cast at an annual meeting.

Article III. MEMBERSHIP

Section 3.01 Classes and Qualifications

- (a) Individual Membership - in The Arc of Alabama is obtained automatically by those individuals who are members in good standing of a local chapter of The Arc of the United States in accordance with the membership standards of The Arc of Alabama.
- (b) Honorary Membership or Life Membership - may be granted by the Board of Directors to any person who has made an outstanding contribution to the well-being of The Arc of Alabama's membership. Such membership shall be awarded at the Annual Meeting. Such members shall not be required to pay dues.
- (c) Members-at-large - The Arc of Alabama desires a strong membership for local chapters throughout the state and although it will be recommended that state residents support The Arc of Alabama by joining a local chapter, those desiring to may join The Arc of Alabama as members-at-large by making application to The Arc of Alabama without being members of a local chapter. Members-at-large shall be entitled to all rights and privileges of membership in The Arc of Alabama and The Arc of the United States. Members-at-large shall pay dues in the amount to be determined by the Board of Directors of The Arc of Alabama.
- (d) **Member in good standing** is the status assigned to a Member of The Arc of Alabama when he or she has remained current on dues or met membership requirements as defined by local and the state chapter. Being a Member in good standing affirms the Member's commitment to the vision of The Arc of Alabama and The Arc of the United States as reflected in its mission, core values and position statements. It is expected that members in good standing will work collaboratively to strengthen The Arc in its advocacy for people with intellectual and developmental disabilities and their families.
- (e) The Membership records of The Arc of Alabama shall not be published or made available outside The Arc of Alabama except where, in the opinion of the Board of Directors, the furnishing of such records in confidential status to the legitimate, responsible, public or private agency will be in the best interest of the members and will serve constructively the purposes of The Arc of Alabama.
- (f) No member shall make representation to any public official or body, or speak or act publicly in The Arc of Alabama's name without prior approval from the President, Executive Committee or Board of Directors. All representations shall be consistent with core values and position statements of The Arc of the United States.

- (g) The Arc of Alabama shall be responsible for receiving and processing membership records in The Arc of the United States from local chapters in accordance with the current policies of The Arc of the United States and sending such records to The Arc of the United States. Individual chapters may elect or be asked to forward their membership records directly to The Arc of the United States.

Section 3.02 Meetings of The Arc of Alabama

- (a) The Annual Meeting of The Arc of Alabama shall be held each year as determined by the Board of Directors, unless a two-thirds (2/3) vote in the affirmative at the Annual Meeting temporarily changes the date of the succeeding meeting.

Section 3.03 Voting

- (a) Each local chapter in good standing may assign any number of delegates to the Annual Meeting or to a special meeting of The Arc of Alabama. However, for the purpose of voting, each local chapter, in good standing in accordance with Article IV. Section 4.02, shall be entitled to one (1) vote, plus an additional vote for each 25 members or fraction thereof. Votes in excess of five will be calculated at a rate of one for each fifty (50) additional members for any local chapter not to exceed ten (10) for any local chapter. For clarification, the following table depicts the allocation for voting delegates.

10-25.....	1	126-175.....	6
26-50.....	2	176-225.....	7
51-75.....	3	226-275.....	8
76-100.....	4	276-324.....	9
101-125.....	5	325 and up.....	10

- (b) Voting strength shall be computed on the strength of the Secretary’s records of members whose memberships were reported to The Arc of Alabama and/or membership rosters furnished by The Arc of the United States for the last full month at least ninety (90) days in advance of the Annual Meeting, with the exception of local chapters who became affiliated with The Arc of Alabama during the year in which the Annual Meeting or Special Meeting is being held.
- (c) Any local chapter in good standing admitted to The Arc of Alabama during the year in which the Annual Meeting or Special Meeting is being held shall have the same rights as other local chapters at that meeting and subsequent meetings of The Arc of Alabama. Voting strength until the next Annual Meeting or Special Meeting shall be based on the Secretary’s record of members whose memberships were reported at the time the local chapter was accepted.
- (d) The officers and the Board of Directors of The Arc of Alabama shall have one (1) vote at meetings of The Arc of Alabama. Said vote is not transferable to any other delegate or alternate and is not to be considered in computing chapter voting strength.
- (e) Any voting delegate shall be accredited by the Secretary of The Arc of Alabama on a form provided for this purpose and signed by the President or Secretary of the local chapter. The form with the name of the voting delegates and their alternates shall be returned to the Secretary of The Arc of Alabama by mail, by facsimile and/or by email no later than three (3) days prior to the Annual Meeting. Accredited delegates shall be identified by special badges at the meeting and shall be provided with appropriate materials for voting.
- (f) 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 chapter or to any officer of The Arc of Alabama by entering their names on the certification form and returning the signed form in accordance with Section 3.03 (e) of this Article.

- (g) Each voting delegate and alternate shall be a member in good standing of a local chapter in good standing.
- (h) The accrediting of voting delegates by the Secretary shall cease one hour before the scheduled opening of the business session of the Annual meeting.

Section 3.04 Quorum

- (a) A quorum shall consist of voting delegates representing in person or by proxy not less than a majority (fifty-one percent) of the total distributed votes as certified by the Secretary.

Section 3.05 Special Meetings

- (a) Special meetings of The Arc of Alabama may be called by an affirmative vote of two-thirds (2/3) of the Board of Directors and must be called by the President upon the written request of three (3) local chapters in good standing. The call for the meeting shall state the business to be transacted. No other business may be transacted at the meeting.

Section 3.06 Notice

- (a) Written notice of Annual meetings of The Arc of Alabama must be given to the local chapters by mail at least six weeks in advance. Supporting documents may be sent by other means at least 24 hours prior to the meeting.
- (b) Method of notice for 'special' meeting shall be determined by the Executive Committee.

Article IV. LOCAL CHAPTERS

Section 4.01 Privileges of Local Chapter Affiliation

Affiliated local chapters have the following privileges while they remain affiliated:

- (a) All chapters have the option to have representation on the Board of Directors of The Arc of Alabama and thereby to participate in exercising the powers, duties and responsibilities of the Board of Directors set forth in Article V.
- (b) The use of The Arc's name and logo in accordance with established guidelines, customized to each local chapter's preferences.
- (c) To receive information and resources from The Arc of Alabama and The Arc of the United States.
- (d) To participate in or receive the benefit of legislative advocacy on issues as determined by the Governmental Affairs Committee and to the benefit of people with intellectual/developmental disabilities and/or their families.
- (e) To participate as a member of the Alabama Conference of Executives of The Arc (ACE/Arc). ACE/Arc is the leadership and networking group for Executive Directors of local chapters and also sponsors of professional development opportunities for key organizational staff.
- (f) To receive any and all chapter benefits for which they are eligible.
- (g) To receive member rates at select events sponsored by The Arc of Alabama.

- (h) Local chapters in good standing with The Arc of Alabama have the right to be represented by a delegate(s) at the Annual Meeting or special meeting(s) of The Arc of Alabama.

Section 4.02 *Maintaining Affiliation: Local Chapter requirements and responsibilities*

To maintain status as a chapter in good standing with The Arc of Alabama a chapter must:

- (a) Use The Arc's name and logo in accordance with established guidelines, customized to each local chapter's needs. All new Chapters must identify itself at all times as an affiliated chapter of The Arc of the United States, including use of The Arc's official logo, in accordance with established guidelines. Existing chapters are encouraged to use The Arc's official logo.
- (b) Maintain a minimum of TEN members and provide The Arc of Alabama and/or The Arc of the United States with the names and addresses of all of the chapter's members in accordance with state and national membership submission requirements.
- (c) Pay chapter affiliation and any other fees to The Arc of Alabama when due.
- (d) Submit the following to The Arc of Alabama with 30-days after occurrence: changes in leadership (Board and Administration), changes in Articles of Incorporation and Constitution, changes in Local Chapter Bylaws.
- (e) Submit required financial and other information on a timely basis.
- (f) Comply with requirements of the affiliation agreement between the chapter and The Arc of the United States, and, the chapter and The Arc of Alabama. Meet legal compliance and ethical standards for non-profit organizations per Federal and State requirements. (For reference only, see Standards for Excellence Program Organizational Self-Assessment Checklist).
- (g) Maintain local chapter as a member in good standing with The Arc of the United States.
- (h) Subscribe to and help implement the mission, core values, position statements, substantive resolutions and legislative goals of The Arc of Alabama and The Arc of the United States.
- (i) Refrain from taking a public position as an affiliated chapter of The Arc of Alabama that is contrary to or in conflict with The Arc of Alabama's mission, core values, position statements, substantive resolutions and legislative goals.
- (j) Participate in and name delegates to the Annual Meeting or special meetings of The Arc of Alabama (See Section 3.03).
- (k) Respond to all requests for chapter information within 30 days of request.
- (l) Provide services, at a minimum of Advocacy and Information & Referral, in the chapter's designated geographic area.
- (m) In the event a local chapter shall not support The Arc of Alabama and The Arc of the United States according to the support plan adopted in accordance with this Article, it shall forfeit its rights as a local chapter, provided the local chapter has had the opportunity to present its case to the Board of Directors of The Arc of Alabama and the Board of Directors has ruled accordingly.

Section 4.03 *Disaffiliation of Chapters*

- (a) A Chapter who is disaffiliated by The Arc of the US shall automatically be disaffiliated as a chapter of The Arc of Alabama.
- (b) The Board of Directors of The Arc of Alabama shall have the right to disaffiliate any chapter if it fails to meet the chapter requirements and responsibilities identified herein or if it engages in activities that negatively reflect upon, or are otherwise contrary to the best interests of The Arc of Alabama and its chapters. Disaffiliation of a chapter shall be in accordance with procedures established by The Board of directors of The Arc of Alabama. These procedures shall provide the chapter with advance notice of the grounds for disaffiliation and an opportunity to be heard.
- (c) A chapter may disaffiliate with The Arc of Alabama by providing written notification of their intent at least thirty (30) days prior to the effective date of disaffiliation.

Section 4.04 *Geographical Service Areas*

- (a) For local chapters, the geographical service area shall be defined upon application and as approved by the Board of Directors of The Arc of Alabama. The Board of Directors of The Arc of Alabama has the authority to approve/disapprove the application for local chapter status in any geographical area.
- (b) Not more than one (1) local chapter shall be permitted to serve the same geographic area without a Memorandum of Understanding (MOU) between affected chapters.
- (c) All local chapters, or their agents, shall carefully consider activities they wish to conduct in geographical areas designated to another chapter. Understanding that some chapter activities cannot be conducted without venturing into another's designated service area, it is expected that chapters arrive at a mutual agreement before pursuing activities in another's service area. A Memorandum of Understanding between chapters that specifically describes boundaries, considerations, limitations, and scope of the programs and activities is encouraged when those activities may appear to infringe on the business, services, or fundraising, or any other activities of another local chapter. If chapters that may be effected by activities of another cannot arrive at a mutual agreement on their own, they shall agree to a binding mediation with a mutually agreed upon third party of their choosing. If no third party mediator can be agreed upon, The Arc of Alabama will become that mediator.
- (d) Any established chapter desiring to annex additional counties to expand its service area must submit a written plan to The Arc of Alabama.

Section 4.05 *Responsibilities of The Arc of Alabama to Local Chapters*

- (a) The Arc of Alabama shall endeavor to organize local groups of parents and friends of persons with intellectual and developmental disabilities throughout the state in accordance with its chapter limitation plan submitted to The Arc of the United States and shall assist such groups in becoming local chapters.
- (b) The Arc of Alabama shall endeavor to encourage, assist and guide the local chapters in developing and carrying out programs for the benefit of all persons with intellectual and developmental disabilities in the area served by each local chapter and to be the means of support of The Arc of Alabama and The Arc of the United States.
- (c) The Arc of Alabama shall not interfere with the internal operations of the local chapters unless this should become necessary due to failure of the local chapter to maintain the standards of The Arc of Alabama and/or The Arc of the United States.
- (d) The financial and legal matters of local chapters shall be entirely separate from those of The Arc of Alabama unless they arise from a contractual or other legal arrangement with The Arc of Alabama.

- (e) The Arc of Alabama shall serve as the statewide spokesperson for local chapters before state and federal agencies. Local chapters may speak for their organization provided that such representations are consistent with stated core values and positions of The Arc of the United States. Local chapters that are in variance with stated positions and core values should strive to resolve these differences internally.

Article V. BOARD OF DIRECTORS

Section 5.01 Powers

- (a) The Board of Directors shall have the power of The Arc of Alabama between the annual meetings of The Arc of Alabama unless otherwise specified in the Constitution and Bylaws. The Board of Directors shall have and exercise all lawful powers necessary for the conduct of The Arc of Alabama's business and to carry out its purposes, including the right to employ an executive director with pay. Any action of the Board of Directors may be reviewed at the succeeding Annual Meeting of The Arc of Alabama or at a special meeting called for the purpose upon written request, lodged with the Secretary at least six weeks prior to the meeting by three local chapters in good standing. Such action may be altered or rescinded by a two-thirds affirmative vote, provided no irrevocable rights of third parties shall be affected by such revisions or alterations. The Board of Directors shall present, through the President, at the Annual Meeting of The Arc of Alabama a report of its transactions.

Section 5.02 Number and Qualifications

- (a) The Board of Directors and its officers shall be comprised of the President or their designated representative who are chosen to serve on the board by their local chapter within 45 days of the Annual Meeting (See 5.02 (b)). Those designated will be the named directors during the year following the Annual Meeting. All Directors must be in good standing as defined in Article III, Section 3.01, d of these bylaws. Other members of The Arc of Alabama who are proposed and elected at-large during a Board of Directors Meeting may also serve as a Director. A representative of self-advocates nominated and elected by the Board of Directors shall also serve as a Director. The Alabama Conference of Executives of The Arc (ACE/Arc) may appoint a representative to serve as a director; in their absence, they may select an alternate.
- (b) A local chapter choosing to designate a representative to serve on the Board of Directors should do so by submitting their designee's name within 45 days of the annual meeting. Understanding the diversity in the way chapters elect or appoint their representative to The Arc of Alabama Board, as well as 'when' those representatives are selected, a chapter may change their designated board representative by notifying The Arc of Alabama as soon as the change is made. Should the local chapter's designee not be available to participate in a board meeting, an alternate may be provided upon appropriate notice prior to the meeting.
- (c) New chapters may choose to have representation upon affiliation.
- (d) No member of the Board of Directors or their family may be an employee of The Arc of Alabama. No member of the Board of Directors or their family may be an employee or Board member of an agency or organization that contracts from or to The Arc of Alabama or one of its chapters or be in any other way connected through certification, review or financial consideration to The Arc of Alabama or one of its local chapters.
- (e) At-large members of the Board of Directors may be elected as ex-officio members to provide specific professional expertise as determined by the Board of Directors, such as legal, financial, and others. At-large members must be nominated from individual members in good standing of a local chapter in good standing and may not vote as the representative of any local chapter. At-large members must be elected annually at a Board of Directors Meeting for a two-year term and may be elected for a maximum of two (2) consecutive two-year terms.
- (f) Local chapters having current board members serving as an Officer on The Arc of Alabama Board of Directors may also appoint a representative to represent their local chapter. Although Officers on The Board

of Directors for The Arc of Alabama have voting responsibilities in their own right, it is understood that as an elected officer their primary responsibility is in fulfilling duties related to The Arc of Alabama.

Section 5.03 Elections and Term of Office

- (a) There shall be a Board Development Committee which shall be responsible for recruitment and nomination of officers and Board Members-at-Large. The Board Development Committee shall consist of four (4) board members, preferably from each region of the state (N, S, E, W), chosen or elected by the board and the immediate past president who shall serve as chairperson and shall be ex-officio.
- (b) Each local chapter shall select its local chapter representative to The Arc of Alabama Board of Directors and shall notify the Secretary of the same by mail, by facsimile and/or by email no later than ninety (90) days prior to the Annual Meeting. The Board Development Committee shall convene and from these local chapter representatives, select a slate of one or more eligible persons for each elective office. Paid staff members of The Arc of Alabama, the local chapters or of an agency or organization that contracts from or to The Arc of Alabama or one of its chapters or be in any other way connected through certification, review or financial consideration to The Arc of Alabama or one of its local chapters are not eligible for any elective office or for the Board Development Committee.
- (c) The Board Development Committee shall secure from each nominee a written statement to the effect that he/she is a member in good standing of a local chapter in good standing and will serve if elected. It shall submit its list of nominees to the Secretary by mail, by facsimile and/or by email at least six (6) weeks prior to the Annual Meeting. The Secretary shall publish this slate in his/her notice of the Annual Meeting.
- (d) The election of officers shall be held at the Annual Meeting. The report of the Board Development Committee shall be read by its Chairperson or in his/her absence by the Secretary. Each person nominated from the floor must signify his/her willingness to serve if elected and that he/she is a member in good standing of a local chapter in good standing. If the person nominated from the floor is not present he/she must have indicated in writing his/her willingness to serve if elected and that he/she is a member in good standing of a local chapter in good standing.
- (e) Voting shall be by secret ballot for any position for which there is more than one candidate.
- (f) The Chairperson of the Board Development Committee shall serve as head teller at the Annual Meeting and the President shall appoint two other tellers to serve with him/her. The tellers shall count the votes and give the count to the President, who shall announce the count as soon as it is received. To be elected, a candidate must receive the majority of votes cast for that position. In case a candidate for a position does not receive a majority of the votes cast, a vote shall then be taken on the two candidates receiving the highest number of votes.

Section 5.04 Resignation

- (a) Any director may resign at any time by giving written notice to the President of The Arc of Alabama. Such resignation shall take effect at the time specified therein, or, if no time is specified at the time of acceptance thereof as determined by the President of the Corporation.

Section 5.05 Removal

- (a) Any Director may be removed from such office, with or without cause, by a two thirds vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Section 5.06 Vacancy

- (a) The Board of Directors may declare vacant the office of any board member or officer who has vacated his position as a Director. In the event a board member vacates his/her board membership, the local chapter represented by said board member shall appoint his/her successor. In cases where said board member holds an office, the Board of Directors shall appoint his/her successor, from those already on the board, except for the offices of President, or First Vice President, which shall be filled by the next Vice President in succession.

Section 5.07 Regular Meetings and Notice

- (a) The Board of Directors shall meet at least four times annually, in person, by telephone conference call, and/or by videoconference, at times and places as the Board of Directors may find convenient unless they shall vote to omit a specific meeting. Written notice of regular meetings shall be sent to the members of the Board of Directors and to the local chapters by mail at six weeks in advance. Supporting documents may be sent by other means at least 24 hours prior to the meeting.

Section 5.08 *Special Meetings*

- (a) A special meeting of the Board of Directors may be called by the President, by any three officers, or by any three local chapters upon written request to the Secretary. The request shall state the reason for calling the meeting and the specific business to be transacted. Both shall be stated in the call for the meeting and no business other than that specified in the call may be transacted at the meeting.
- (b) When a decision by the Board of Directors is needed and it is not practical to call a meeting of the Board, the President may direct a poll of the Board Members be taken by mail, by facsimile, by email, or by telephone and immediately confirmed by mail, by facsimile, and/or by email. Replies must be received from three-fourths of the Board Members and three-fourths of those replying must vote in the affirmative for the proposal to carry.

Section 5.09 *Voting*

Each director shall have only one vote and none by proxy. In the event a chapter president and the chapter's voting representative are attending the same Board of Directors meeting, only the chapter's voting representative shall vote for that chapter.

Section 5.10 *Quorum*

For meetings of the Board of Directors, a quorum shall be a minimum of 30% of the directors as established in **Section 5.02(a)** of this article. Vacancies will not be counted in determining a quorum.

Article VI. OFFICERS

Section 6.01 *Description of Officers*

- (a) The officers of The Arc of Alabama shall be a President, Past President, First Vice-President, Second Vice President, a Secretary and a Treasurer, to be elected in a manner hereinafter provided for in these Bylaws for a period of one (1) year beginning with their election at the Annual Meeting or until a successor is elected and installed. At the time of election each officer shall be a member in good standing of a local chapter in good standing. The term of office for all officers shall be October 1 through September 30. No person shall serve as an officer in the same office for more than two (2) consecutive one-year terms. Nominees for officers must come from persons who are or will be members of the Board of Directors as outlined in Article V, Section 5.02. No more than one officer may come from an individual chapter. The representative from the Alabama Conference of Executives of The Arc (ACE-Arc), while a member of the Board of Directors and Executive Committee, may not be elected as officers. Each officer shall have one (1) vote at each meeting of The Arc of Alabama.

Section 6.02 *President*

- (a) The President shall preside at all meetings of The Arc of Alabama, the Board of Directors and the Executive Committee. The President shall be the Chairperson of the Board of Directors and shall have general supervision and direction of the affairs of The Arc of Alabama under the direction of the Board of Directors and the Executive Committee.

- (b) The President shall, with the approval of the Executive Committee, appoint all standing and special committees. The President shall be ex-officio member of all committees except the Board Development Committee and the Finance and Audit Committee and shall exercise general supervision over their work and that of other officers in order to assure that the objectives of The Arc of Alabama are executed in the best possible manner.
- (c) The President shall authenticate by his/her signature, when necessary, all acts, orders and proceedings of The Arc of Alabama.
- (d) The President shall have such powers and perform such other duties as prescribed by these Bylaws and shall have in general the powers and duties usually associated with the office of president/chairperson.
- (e) The President shall submit a written progress report to the Annual Meeting of The Arc of Alabama and shall be responsible for sending a copy of this report, together with the audited financial report to The Arc of the United States and to each local chapter within ninety days of the close of the fiscal year.

Section 6.03 *First Vice-President*

- (a) The First Vice-President shall succeed to the office of President should the President be unable to perform his/her duties due to succession, health, resignation or other cause, and shall perform the duties of the President in his/her absence or disability. The First Vice-President shall aid the President in the performance of such duties as may be assigned by the President. The First Vice-President shall serve as the chairperson of the Membership Development Committee; and, shall be responsible for the development of new local chapters of The Arc of Alabama, work with existing chapters in building membership and shall aid the President in the performance of his/her duties as directed and shall carry out such other duties as may be assigned by the President.

Section 6.04 *Second Vice-President*

- (a) The Second Vice-President shall succeed to the office of First Vice President should the First Vice President be unable to perform his/her duties due to succession, health, resignation or other cause. The Second Vice-President shall serve as the chairperson of the Finance and Audit Committee; and, shall be responsible for finance, serving as a resource to local chapters, and monitor the fiscal health of The Arc of Alabama. The Second Vice-President shall ensure an annual audit is completed in a timely manner by an auditing firm selected by the Board of Directors and shall aid the President in the performance of his/her duties as directed and shall carry out such other duties as may be assigned by the President.

Section 6.05 *Secretary*

- (a) The Secretary shall ensure that accurate records of the proceedings and business transacted at all meetings of The Arc of Alabama, the Board of Directors, and the Executive Committee are kept. The Secretary shall ensure that the minutes of each meeting of The Arc of Alabama, the Board of Directors and the Executive Committee are sent to members prior to the date of said meeting. The Secretary shall be responsible for the safekeeping of the records of The Arc of Alabama, other than the financial records, except those that may be necessary to the President in the conduct of that office. The Secretary shall ensure that an accurate record is kept of the membership of The Arc of Alabama and of the names and addresses of the officers of each local chapter and shall see that The Arc of the United States is informed of new local chapters admitted into membership and of local chapters that are dropped from membership. The Secretary shall ensure that timely notices of all meetings of The Arc of Alabama, the Board of Directors, and the Executive Committee are sent and shall ensure that all correspondence by the President is completed.

Section 6.06 *Treasurer*

- (a) The Treasurer shall be responsible for ensuring proper financial controls are in place regarding receipt of all revenues of The Arc of Alabama, including the issuance of receipts for revenues and for the keeping of an accurate and complete account of all funds received and disbursed. All funds shall be deposited in the name of The Arc of Alabama in a bank approved by the Board of Directors. The Treasurer shall render a financial statement at each regular meeting of The Arc of Alabama, the Board of Directors, and the Executive Committee. The Arc of Alabama Board of Directors or Executive Committee may authorize an audit of the Treasurer's records at any time. The Treasurer shall deliver to his or her successor all funds, records, papers,

and financial documents in his/her possession. The Treasurer shall be bonded in an amount to be determined by the Board of Directors.

Article VII. EXECUTIVE COMMITTEE

Section 7.01 *Composition*

- (a) The Executive Committee shall be comprised of the President (who shall vote only to break a tie), Past President, First Vice President, Second Vice President, Secretary, Treasurer and a representative from the Alabama Conference of Executives of The Arc (ACE-Arc), and a representative of self-advocates nominated and elected by the Board of Directors.

Section 7.02 *Powers*

- (a) The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board of Directors at its regular meeting and shall be subject to revision or alteration by the Board of Directors by a two-thirds affirmative vote, providing no irrevocable rights of third parties shall be affected by such a revision or alteration.

Section 7.03 *Meetings*

- (a) The Executive Committee shall meet between meetings of the Board of Directors and such other times as the committee may find necessary to properly transact the business of The Arc of Alabama. A meeting of the Executive Committee may be called by the President or by three officers. Committee members shall be notified at least one (1) week in advance if notified by mail or at least two (2) days in advance if notified by telephone, by facsimile, and/or by email.

Section 7.04 *Quorum*

- (a) For meetings of the Executive Committee, a quorum shall be at least 51% of those members as established in Section 1 of this article.

Article VIII. OTHER COMMITTEES

Section 8.01 Appointment

- (a) The President, with the approval of the Executive Committee, shall appoint the following standing committees within thirty (30) days following his/her election: Membership Development; Finance and Audit; and Governmental Affairs. Each committee shall serve until the next Annual Meeting, but the President may discharge any committee chairman or member, and the Board of Directors may, by three-fourths (3/4) affirmative vote, discharge any committee member who fails to carry out the responsibility of his/her office.
- (b) The President, with the approval of the Executive Committee, may appoint additional special committees as may facilitate the work of The Arc of Alabama. The President with the advice of the Board of Directors shall define the duties of each such committee and fix the duration of its activities. Normally this will include the Resolutions, Constitution and Bylaws committee for an annual review of The Arc of Alabama Bylaws.
- (c) The President shall be an ex-officio member of all committees except the Board Development Committee and the Finance and Audit Committee. The President shall decide any conflict of jurisdiction among committees.
- (d) All committee members shall be and remain members in good standing of a local chapter in good standing, or a member-at-large of The Arc of Alabama. However, the President may appoint other persons, such as education leaders and professional leaders to serve with the committee in any advisory or consulting capacity.
- (e) Each committee, as appropriate, shall maintain liaison with its counterpart in the local chapters and The Arc of the United States. Conflict of jurisdiction among committees shall be decided by the President and the Board of Directors.

Section 8.02 Membership Development Committee shall:

- (a) Work with local chapters and The Arc of the United States to ensure the membership growth of The Arc of Alabama and The Arc of the United States.
- (b) Provide local chapters with the resources and technical assistance needed to develop a plan for membership recruitment and retention.
- (c) Provide local chapters with the information necessary to comply with The Arc of Alabama and The Arc of the United States Membership recruitment.
- (d) Plan and conduct, or provide for, activities that promote The Arc of Alabama to the public and solicit new volunteers and/or other sources of support for The Arc of Alabama.

Section 8.03 Finance and Audit Committee shall:

- (a) With the Executive Director and the Treasurer, prepare a budget for approval by the Board of Directors for the forthcoming fiscal year and assist the Board of Directors in adjusting the budget from time to time to fit the program and financial status of The Arc of Alabama.
- (b) Propose for approval by the Board of Directors fiscal policies necessary or desirable in the operation of The Arc of Alabama and its local chapters.
- (c) Plan and conduct or provide for fundraising projects or other means of financial support that will furnish the income needed by The Arc of Alabama to carry out its purposes and activities.

- (d) Maintain liaison with each local chapter and The Arc of the United States with regard to fundraising activities.
- (e) Serve as an advisory group to the Treasurer in all his/her activities.
- (f) Review and present an annual audit to the Board. The audit will be completed by an outside agency unless the Board requires differently. It shall recommend to the Board of Directors, changes in the accounting and financial procedures as it deems desirable. It shall make such other audits as may be requested by the Board of Directors or the Executive Committee.

Section 8.04 *Governmental Affairs Committee shall:*

- (a) Analyze all proposed federal and state legislation and regulations affecting citizens with intellectual and developmental disabilities and recommend appropriate actions to the Board of Directors.
- (b) With the consent of the President or Board of Directors, the committee or its designated representative shall cooperate with the committees of the Alabama Legislature and the U.S. Congress, shall furnish information about the nature and extent of intellectual and developmental disabilities and point out needed services and facilities.
- (c) Maintain liaison with Governmental Affairs Office of The Arc of the United States.
- (d) Maintain liaison and cooperate with its local chapter counterparts in carrying out their duties and functions.

Section 8.05 *Resolutions, Constitution and Bylaws Committee*

Upon appointment as a special committee the Resolutions, Constitution and Bylaws Committee may have the following recommended duties at the discretion of the President with the approval of the executive committee:

- (a) In conjunction with the local chapters, annually review the Constitution and Bylaws of The Arc of Alabama and make recommendations for amendments as needed to the Board of Directors or the Annual Meeting of the membership.
- (b) Provide local chapters and potential local chapters with the information necessary to amend or develop Constitution and Bylaws in accordance with the purposes and guidelines of The Arc of Alabama and The Arc of the United States.
- (c) Review the Constitution and Bylaws of groups of parents and friends making application for local chapter status and recommend approval, disapproval or alteration of same to the Board of Directors of The Arc of Alabama.
- (d) Review proposed amendments to local chapters' Constitution and Bylaws and recommend approval, disapproval or alteration of same to the Board of Directors of The Arc of Alabama as outlined in Article XIII, Section 3 of these bylaws.
- (e) Prepare resolutions as directed by the Board of Directors of The Arc of Alabama and when requested assist or advise authorized individuals and organizations in the preparation of resolutions for presentation to the Board of Directors or the Annual Meeting of The Arc of Alabama.

Section 8.06 *Special Task Force/Advisory Board*

- (a) The President may, with the approval of the Executive Committee, appoint task force(s) or advisory board(s) consisting of prominent citizens, professional leaders, and others for an expressed purpose and time frame.

Neither the task force(s) nor the advisory board(s) shall have administrative authority but shall make recommendations to the President, the Executive Committee or the Board of Directors for their consideration. Any members of a task force or advisory board are encouraged to attend meetings of The Arc of Alabama and may speak, but shall not have the authority to make motions and vote unless also members of the Board of Directors. Motions for actions may be made through members of The Arc of Alabama.

Article IX. EXECUTIVE DIRECTOR

- (a) The Board of Directors shall employ an Executive Director, establish his/her duties and fix his/her salary. The Executive Director shall serve at the direction of the President of the Board of Directors by suitable agreement. The Executive Director shall function at all times within the policies established by The Arc of Alabama and the Board of Directors.
- (b) The Executive Director shall be the Chief Executive Officer of The Arc of Alabama, serving at all times under the direction of the President. The Executive Director shall be responsible for implementing and executing policies, programs, and activities approved by the Board of Directors of The Arc of Alabama; assist in developing goals and objectives and recommend policies, activities, and programs for the consideration of the Board of Directors. The Executive Director shall work with the officers, the Board of Directors, other Association committees, local chapters, and the members to make full use of the energies and proficiencies of the membership in strengthening The Arc of Alabama and carrying out its objectives. The Executive Director shall have the authority to employ, terminate, and fix the duties and salaries of the other employees of The Arc of Alabama, subject to standards, rules, regulations and limitations as adopted by the Board of Directors.
- (c) The Executive Director is authorized to speak for The Arc of Alabama, but not beyond such limits as may be established by the Board of Directors.
- (d) The Executive Director shall not enter contractual agreements without authorization of the Board of Directors or Executive Committee.
- (e) The Executive Director's job performance shall be evaluated at least annually by the Executive Committee, consisting of the officers of The Arc of Alabama, plus the President of the Alabama Conference of Executives of The Arc of Alabama and a representative of self-advocates nominated and elected by the Board of Directors. The Executive Committee shall make its recommendation to the Board of Directors, which shall determine continuance in the position and/or salary increases, dependent on a positive evaluation.

Article X. PARLIAMENTARY AUTHORITY

- (a) *Roberts Rules of Order, Newly Revised* shall govern the conduct of business at meetings of The Arc of Alabama, the Board of Directors and the Executive Committee in all cases in which they are applicable and not in conflict with the Constitution and Bylaws.

Article XI. AMENDMENTS

- (a) These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the accredited voting delegates at the Annual Meeting of The Arc of Alabama or 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 at which it is to be voted upon.
- (b) Amendments may be proposed in writing by the Board of Directors, by an officer, board member or by a local chapter in good standing. At its next regular meeting or at a special meeting called for the purpose, the Resolutions, Constitution and Bylaws Committee shall review the proposed amendment and shall recommend its adoption, rejection or alteration.

Article XII. RESOLUTIONS

- (a) Resolutions passed at the Annual Meeting of The Arc of the United States shall be presented for adoption as Position Statements of The Arc of Alabama. The approved resolution from The Arc of the United States shall be reviewed for recommendation to the delegate body by The Arc of Alabama Executive Committee and Board of Directors. The same shall then be placed on the agenda at the Annual Meeting of The Arc of Alabama following the Annual Meeting of The Arc of the United States at which it was approved. Approval of a resolution requires a 2/3 affirmative vote of the delegates of the accredited voting delegates at the Annual Meeting of The Arc of Alabama.
- (b) Resolutions for positions other than those passed by The Arc of the United States shall be proposed to the Resolutions, Constitution and Bylaws Committee of The Arc of Alabama at least ninety (90) days before the Annual meeting at which it is to be considered. The Resolutions, Constitution and Bylaws Committee will present the proposed resolution(s) to the Executive Committee and the Board of Directors of The Arc of Alabama for their review and recommendation regarding approval to the delegate body. Approval of a resolution requires a 2/3 affirmative vote of the delegates of the accredited voting delegates at the Annual Meeting of The Arc of Alabama.

Article XIII. INDEMNIFICATION

- (a) Unless otherwise prohibited by law, The Arc of Alabama may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being a director, officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to The Arc of Alabama for damages arising out of his or her own gross negligence in the performance of a duty to The Arc of Alabama.
- (b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Arc of Alabama may advance expenses or, where appropriate, may itself undertake the defense of any director, officer or employee. However, such director, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this article.
- (c) The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person that liability under law.

These are the current Bylaws approved by a two-thirds (2/3) affirmative vote of the delegates at a meeting of The Arc of Alabama held on September 3, 1963 and amended as indicated below and in accordance with this Article.

(Signed): _____
President

(Signed): _____
Secretary

As amended:	June 12, 1965	June 11, 1966
June 6, 1970	June 29, 1971	June 9, 1973
June 22, 1974	June 7, 1975	June 19, 1976
June 11, 1977	June 17, 1978	May 12, 1979
June 6, 1980	June 5, 1981	June 5, 1982
June 9, 1984	June 25, 1988	June 10, 1989
June 16, 1990	June 15, 1991	June 5, 1992
May 11, 1993	June 3, 1994	June 7, 1996
June 20, 1997	June 11, 1998	June 22, 2001
June 24, 2004	June 22, 2006	September 11, 2009
October 7, 2011	September 17, 2013	