

The Arc Community Advocates

Kalamazoo, Michigan

CONSTITUTION

Article I. NAME

The name of this corporation shall be: The Arc Community Advocates

Article II. PURPOSE

Section 1. The purposes of the organization are:

- a. To promote the general welfare of persons of all ages with developmental disabilities in Kalamazoo County and elsewhere.
- b. To foster the development of programs for persons with developmental disabilities.
- c. To encourage research related to developmental disabilities.
- d. To advise and support families of persons with developmental disabilities.
- e. To help the public develop a better understanding of developmental disabilities.
- f. To promote and facilitate coordination among agencies serving persons with developmental disabilities and their families.
- g. To cooperate with and enlist the support of all public, private, and religious agencies and professional groups in the furtherance of these ends.
- h. To cooperate with and assist The Arc Michigan and The Arc (references to The Arc without qualification refer to The Arc national body).
- i. To obtain funds for the accomplishment of the above purposes.

Section 2. This organization is a non-profit, non-partisan, non-sectarian organization. No part of any net earnings shall inure to the benefit of any member or individual, and no officer or director of the organization shall receive any compensation for his/her services as an officer or director.

Article III. MEMBERSHIP

Membership shall be open to all persons with developmental disabilities, their parents, foster parents, and guardians, and to other persons who support the purposes of the organization.

Article IV. OFFICERS

The officers shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. There shall be seven or more directors. No employee of the organization may serve as an officer, director, or delegate.

Article V. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of all officers of the organization. The Immediate Past Chairperson shall have the right to serve on the Executive Committee in an ex officio role and shall have full voting rights.

Section 2. The meetings of the Executive Committee shall be held at the request of the Chairperson.

Section 3. The Executive Committee shall exercise all powers of the Board of Directors during the intervals between meetings of the Board. All such proceedings of the Executive Committee shall be reported to the Board at its next meeting.

Section 4. A quorum of the Executive Committee shall consist of the majority of the committee members, and the affirmative vote of a majority of all members present shall be required for the approval of any action.

Article VI. AREA OF ACTIVITY

The area which the organization serves is Kalamazoo County and Southwest Michigan.

Article VII. DISSOLUTION

In the event The Arc Community Advocates is dissolved as a corporation within the Constitution of the State of Michigan and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State according to the statutes of the state for the dissolving of no-profit corporations and all property and assets shall revert to an agency serving persons with developmental disabilities which has been granted exemption from the Federal Income Tax under provisions of Section 501(c)3 of the Internal Revenue Code of 1954 or the State or Federal Government for exclusively public purposes.

Under no circumstances shall any property or assets of this organization, during the existence and/or upon the dissolution thereof, go and be distributed to any officer, member or subsidiary of this organization.

Article VIII. AMENDMENTS

Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing to the entire membership at least three weeks prior to the meeting at which it is to be voted upon. A two-thirds (2/3) vote of members present is required for ratification.

This is the current constitution, approved and adopted by the membership on September 15, 2020.

(Signed) _____ (Signed) _____
Chairperson Secretary

BY-LAWS

Article I. MEMBERSHIP

Section 1. Membership may be obtained by payment of dues.

Section 2. Membership may be on either an individual or a family basis. A family membership shall entitle both the head of the family and the spouse to hold office and to vote.

Section 3. A member in good standing is one whose dues have been paid or have been waived.

Section 4. Members whose dues have not been paid or waived shall be dropped from the membership roll.

Section 5. Members in good standing shall be eligible to hold office and to vote (but only in person) on all questions at general membership meetings.

Section 6. An action of the Board of Directors may be altered or rescinded by a two-thirds vote of the membership present at any meeting at which there is a quorum present provided no rights of third parties are affected.

Section 7. Any member whose actions are prejudicial to the interests of The Arc Community Advocates may be expelled as follows:

A member may bring a complaint against another member in writing submitted to the Chairperson. The complaint shall present evidence to substantiate the accusation. The Chairperson shall notify the accused and set a date for a hearing within 30 days before the Board of Directors at which time the accused shall be given an opportunity to be heard. Upon a three-fourths vote of the Board of Directors at a meeting at which a quorum is present the accused may be expelled. The accused shall have the right to appeal the decision to the general membership. On receipt of the appeal the Chairperson shall call a special meeting within 30 days at which the membership may overrule the decision of the Board of Directors by a three-fourth vote, a quorum being present.

Article II. DUES

Section 1. Members shall pay yearly dues, the amount to be determined by the Board of Directors.

Section 2. Dues are payable annually on the anniversary of the member's joining date.

Section 3. Dues may be waived in specific cases by the Board of Directors when the payment of dues would constitute a hardship. Clients shall receive a waiver of fees for family or individual membership, as applicable in Article I, Section 3, for a period of three years from the date of last services received from The Arc Community Advocates.

Article III. MEETINGS

Section 1. An Annual Meeting of the organization for the election of officers and directors shall be held in September. It may not be omitted. In the event that meeting in person is not possible, remote meeting options are permitted.

Other meetings of the membership shall be held as needed. Members shall be notified in advance of all meetings.

Section 2. Special membership meetings may be called by the Chairperson or by written application of five members. In either case the Secretary shall be notified and shall ensure that notices stating the purpose of the meeting are mailed to all members not less than one week prior to the meeting. No other business may be transacted at a special meeting.

Section 3. A Quorum shall consist of at least 15 members in good standing who are present in person.

Article IV. FISCAL YEAR

The fiscal year shall begin January 1 and end December 31.

Article V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers and the directors.

Section 2. The chairperson of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also members of the Board.

Section 3. The Board of Directors shall hold a regular meeting at least 6 times per year.

Section 4. Special meetings of the Board may be called by the Chairperson or by written request of three Board members. Written notice of all Board meetings must be given to all Board members.

Section 5. A quorum of the Board of Directors exists when greater than 50 percent of the total board is present.

Section 6. An affirmative vote of the majority of the Directors constituting a quorum shall be required for approval of action.

Section 7. The Board of Directors shall be responsible for the conduct of the business of the organization. It shall be empowered to employ an Executive Director to administer the affairs of the organization, and it shall be empowered to prescribe his/her duties and terms of employment. The Board of Directors shall exercise all powers inherent in the Constitution and By-Laws except those expressly reserved to the membership.

Section 8. The Board of Directors shall include at least one individual with a disability and at least one family member of an individual with a disability. A family member shall be verified as a parent, sibling, or familial guardian of an individual with a disability.

Section 9. In the event that the number of Directors falls below seven (7), vacant positions may be filled on an interim basis by the remaining Directors. Interim Directors must stand for election at the following Annual Membership Meeting, except as specified in Article VI, Section 3.

Section 10. A member of the Board of Directors may be removed from their position with a two-thirds (2/3) vote of the remaining members of the Board of Directors.

Section 11. Business requiring Board action that arises between regularly scheduled meetings of the Board of Directors may be addressed with written electronic discussion and voting.

Article VI. TERMS OF OFFICE

Section 1. The elective officers of the organization will be approved annually and will commit to the following terms:

Chairperson	2 years
Vice-Chairperson	1 year
Secretary	1 year
Treasurer	1 year

Section 2. Directors shall serve for a term of three years. The number of consecutive full terms a Director may serve shall be limited to two. Upon completion of two full terms, a Director must resign from the board for a period of at least one year before standing for election as a Director again. In the event that an outgoing chairperson has also completed two three-year terms, their term shall be extended for an additional year.

Section 3. Time spent as an Interim Director shall not be applied against the limitations of a Director's term of office, unless that individual has previously completed two full terms as a Director within the prior 12 months. Interim Directors who are within the 12 month waiting period are ineligible to stand for election in the following Annual Membership Meeting.

Section 3. All vacancies in the elective officer positions listed in Article VI, Section 1 occurring between elections, except that of the Chairperson, may be filled for the unexpired term by persons elected by the Board of Directors.

Section 4. In special circumstances, the Board of Directors may, with a two-thirds ($\frac{2}{3}$) vote of the remaining members, permit a Director to serve a third term.

Article VII. DUTIES OF OFFICERS

Section 1. The Chairperson shall preside at all meetings of the organization and of the Board of Directors. They shall appoint the chairperson of all committees and may appoint special committees as required. They shall present an annual report to the membership. They shall act as the executive officer of the organization and, in general, perform all other duties customary to the office of Chairperson.

Section 2. The Vice Chairperson shall become the Chairperson in case of a vacancy in that office and shall perform the duties of the Chairperson upon their absence or disability. They shall chair the Board Recruitment Committee, and, in general, perform all other duties customary to the office of Vice Chairperson.

Section 3. The Secretary shall be responsible for maintaining a record of the proceedings of all meetings of the membership and the Board of Directors. They shall sign, in the name of the Corporation, all legal documents when authorized or required to do so, and shall perform all other duties customary to the position of secretary, subject to the control of the Board of Directors.

Section 4. The Treasurer shall be responsible for maintaining a complete and accurate count of all funds received and disbursed. They shall perform all other duties customary to the position of Treasurer, subject to the control of the Board of Directors.

Article VII. ELECTIONS

Section 1. A call for nominations, including self-nominations, for Directors shall be distributed in writing to all members at least six (6) weeks prior to the Annual Membership Meeting.

Section 2. The Vice Chairperson shall chair a Board Recruitment Committee, which will consult with all nominees for the position of Director, and confirm that nominees are willing to serve on the Board of Directors if elected.

Section 3. The Board Recruitment Committee shall collect biographical and other relevant information about each nominee and present this information to the board on an informational basis at the meeting preceding the Annual membership meeting, and shall provide this and any additional information to the organization's membership at least one (1) week prior to the Annual Membership Meeting.

Section 4. The officers and directors shall be elected at the Annual Meeting and shall take office following their election. In the event that an in-person meeting is not possible, remote voting options are permitted.

Section 5. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall be members in good standing who have given consent to the nomination. In the event that a nominee is not a member in good standing, they will be required to become a member upon election, before installation onto the Board of Directors.

Article IX. STANDING COMMITTEES

Section 1. The Board of Directors may designate standing committees, as they are needed to carry out the purposes of the organization. The Board shall define the responsibilities for each committee. Special committees may also be appointed by the Chairperson or by the Board of Directors.

Section 2. Staff and volunteer members may serve on both standing and special committees. All staff will be compensated for time spent in committee service.

Article X. EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall select an Executive Director, establish their duties and fix their salary. They shall serve under the direction of the Board of Directors. The Executive Director shall act in accordance with the policies established by the organization and the Board of Directors.

Section 2. The Executive Director shall be the administrative head of the organization. They shall insure that the policies and programs of the organization are carried out.

Section 3. The Executive Director shall hire, terminate, fix the duties and salaries of other employees of the organization in a manner commensurate with current personnel policies.

Article IX. RELATIONSHIP WITH THE ARC MICHIGAN AND THE ARC

This organization agrees to maintain membership in The Arc Michigan and The Arc. It further agrees to send The Arc Michigan and The Arc a copy of its annual report and its audited financial report.

Article XII. PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution.

Article XIII. AMENDMENTS

These Bylaws may be altered or amended at any duly called meeting of the membership, at which a quorum is present, by a majority vote of those present, provided that written notice describing the substance of the proposed amendment has been sent to each member at least three weeks in advance of the date of meeting.

These are the current by-laws approved and adopted by the membership on September 15, 2020.

(Signed) _____ (Signed) _____
Chairperson Secretary

Amended September 15, 2020 to replace By-Laws amended and adopted September 2016.