

The Arc of Lancaster County  
By-Laws

Article I  
General

Section 1. Name

The name of this organization shall be The Arc of Lancaster County.

Section 2. Purposes

The purposes of The Arc of Lancaster County are:

- a. To promote the general welfare of persons with Intellectual Disabilities.
- b. To encourage the development of programs on behalf of citizens in Lancaster County with Intellectual Disabilities.
- c. To encourage research related to disabilities.
- d. To advise and support people with Intellectual and Developmental Disabilities of all ages and their families in reaching their fullest potential.
- e. To provide educational programs which focus on the abilities of people with disabilities.
- f. To collaborate with all public, private and faith based organizations and professional groups in the furtherance of the rights of individuals with Intellectual Disabilities.
- g. To be a member in good standing with The Arc of the United States and The Arc of Pennsylvania.
- h. To serve as a local resource providing information and referral services to the community at large.
- i. To assume an advocacy role in Lancaster County
- j. To collect information and monitor services to improve the quality of life of people served and supported through the mental retardation system at the federal, state, and local levels.
- k. To solicit and receive funds for the accomplishment of the above purposes.

Section 3. Political Action

The Arc of Lancaster County shall not support any political party or candidate for public office and shall take no position on matters of governmental policy other than those relevant to its purposes.

Section 4. Conflicts of Interest

Members of the Board of Directors of The Arc of Lancaster County shall not receive a salary for their services. Employees of the organization may not serve as officers, directors, or delegates.

#### Section 5. Address

The area, which the organization intends to serve, lies within the boundaries, indicated on the map filed with the original signed and adopted constitution. These boundaries within the State of Pennsylvania include all of Lancaster County.

#### Section 6. State and National Membership

The organization shall be a member of The Arc of Pennsylvania and The Arc of the United States and shall conform to the By-Laws of those organizations and to the rules promulgated by those organizations for its local units.

#### Section 7. Non Profit Status and Dissolution

The organization is a non-profit, non-political, non-sectarian organization. Terms of existence of this corporation are perpetual. It is organized and exists as a non-profit organization under Section 501-C-3 of the Internal Revenue Code of 1954, as amended. Upon dissolution of the organization all monies remaining after payment of all outstanding debts shall be turned over to The Arc of Pennsylvania to be held until such a time as a new organization is established in Lancaster County

### Article II Membership

#### Section 1. Members

Membership in the organization shall be obtained upon application and submission of dues. Membership shall be open to any individual or organization interested in the purpose of the organization. Membership may be on an individual, family, student, or organization basis. A family membership shall entitle either the head of the family or the spouse to hold office or vote. An organization membership shall entitle only one designated person to vote.

The rates for dues shall be established annually by The Board of Directors and may vary among the different types of memberships. The Board of Directors may waive dues in specific cases.

#### Section 2. Privileges of Membership

Members who are in good standing with their dues are eligible to hold office and to vote on all questions except as may be otherwise prohibited through these bylaws. Members of The Arc of Lancaster County are automatically members of The Arc of Pennsylvania and The Arc of the United States.

### Section 3. Annual Meeting

The organization shall hold an annual meeting during the month of March for electing Directors and Officers of the organization. The officers will begin their term of office beginning July 1. Any business of the organization may be transacted at the annual meeting. The annual meeting shall be announced by written notice to each member at least six weeks prior to the meeting.

### Section 4. Special Meeting

Special meetings may be called by the President or on written applications of five members made to the Secretary who shall mail notices to all members, not less than one week prior to the meeting, stating the purpose of the meeting. No other business may be transacted at a special meeting.

### Section 5. Regular Meetings

Regular meetings of the membership shall be held periodically, at the discretion of the Board. Members shall be notified four weeks in advance of all meetings.

### Section 6. Voting

Members in good standing shall be eligible to vote (but in person) on all questions at general membership meetings. A quorum shall consist of a minimum of ten members, two of whom are Officers.

### Section 7. Control

Control of the organization shall rest with the membership. Any action of The Board of Directors shall be subject to review by the membership on request of any member at a regular meeting or at a special meeting called for the purpose. Any action of the Board of Directors may be altered or rescinded by two-third (2/3) of eligible voters present.

## ARTICLE III Directors

### Section 1. Authority

The Board of Directors shall exercise all powers inherent in the organization except those expressly reserved to the membership.

### Section 2. Members of The Board

The Board of Directors shall consist of a minimum of 12 to a maximum of 15 members. The members shall be, where possible, representatives from self-advocates, families, professionals, community representatives and special appointments. Subject to the Board of Director's approval, the President shall have the authority to appoint up to three additional people to serve as Directors. Directors and Officers of the organization shall be members of the agency.

### Section 3. Selection of The Board and Terms of Office

Directors shall be elected for a term of three (3) years. A director may serve three consecutive terms. Any director who wants to serve on the board after 3 terms may be elected after a one-year absence from the Board. The term of office of any Director with absences from 50% board standing committee meetings within a 12-month period shall be terminated as a Director. The Executive Committee shall have the authority to review patterns of absences and make a determination of a case-by-case basis.

The President with the approval of the Board of Directors shall fill all vacancies on the Board of Directors occurring after the annual election for the remainder of the unexpired term.

The President will appoint three people to serve on the Nominating committee. The Nominating Committee shall prepare a slate of candidates for election as officers and Directors and shall secure the consent of its nominees to serve if elected. The nominees shall be elected by a majority vote of the membership at the annual meeting. Unless otherwise specified at the time of the election, new Officers shall take office at 12 a.m. July 1<sup>st</sup> of the year in which they are elected.

Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall agree to become members in good standing and will have given consent to the nomination.

### Section 4. Meetings

The Board of Directors shall meet a minimum of six (6) times per year. In addition standing committees are encouraged to meet no less than four (4) times a year.

Special meetings of the Board may be called by the President or on written applications of three (3) board members made to the Secretary, at any time but not with less than 24 hours notice.

### Section 5. Quorum

At all meetings of the Board of Directors, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication device is used which all persons participating in the meeting can hear each other at the same time.

### Section 6. Voting

At each meeting of the Board of Directors, each Director shall have one vote. All questions to be determined by the Board of Directors shall be decided by a majority of votes actually cast.

Article IV  
Executive Director

Section 1. Appointment

The Board of Directors upon the recommendation of the Executive Committee shall appoint the Executive Director of the organization. A special meeting of the Board of Directors shall be called, if necessary, to act promptly on the appointment. The Executive Committee may appoint an Ad Hoc Committee to assist in the selection of a candidate to recommend to the Board of Directors.

Section 2. Responsibilities

The Executive Director shall be the administrative head of the organization and shall operate under and through the direction of the President of the organization and the Executive Committee. He /She shall, in consultation with Officers and committee, develop the overall program of the organization based on short and long-term views and make recommendations for Executive Committee and Board of Directors action. He/ She shall work with the Board members, committee chairpersons, and other volunteer personnel in strengthening the Organization as a whole. Further responsibilities of the Executive Director relating to personnel and staff of the Organization are set forth in the "Personnel Policies of the organization".

Article VI  
Officers and Directors

Section 1. Designation

Officers shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Duties

The President shall preside at all meetings of the organization and the Board of Directors. He /She shall appoint the chair of all committees, with the approval of the Board, and supervise directly, or indirectly, their work. He/ She may appoint special committees as required. He /She shall present an annual report to the membership following the close of the fiscal year and be responsible for its being sent to The Arc of Pennsylvania and The Arc of the United States.

The Vice President shall succeed to the Presidency in case of a vacancy in that office, shall perform the duties of the President in their absence or disability, and shall have responsibility for overseeing all administrative and operational functions of the organization.

The Secretary shall maintain a record of the proceedings of all meetings of the membership and the Board of Directors. They shall be custodian of all records of the organization other than financial records. They shall file with The Arc of Pennsylvania and The Arc of the United States one copy of the bylaws when amended.

The Treasurer shall review the Bank Statements and investment reports on a monthly basis. He/She will review, date and initial the monthly reconciliation Summary and Detail Reports for validity. The Treasurer will prepare a written financial report at all board meetings.

### Section 3. Executive Committee

The Executive Committee shall be responsible for the management of the affairs of the organization between meetings of the board. The Executive Committee shall have the same responsibilities and authority as the Board of Directors. The Executive Committee shall take no action that is inconsistent with any action previously taken by the Board of Directors.

The Officers and the Immediate Past President (if they are still on the board) shall comprise the Executive Committee and shall meet at the discretion of the President.

At meetings of the Executive Committee, each member of the committee shall have one vote. A majority of votes cast shall determine any actions taken by the Executive Committee. A quorum shall be defined as a majority of Officers.

## Article VII Financial Matters

### Section 1. Fiscal Year

The fiscal year shall run from July 1 through June 30.

### Section 2. Budget

An annual budget shall be submitted to the Board of Directors and approved by them prior to the beginning of the fiscal year.

### Section 3. Bonding

Each Officer, Director or Employee of the organization whose work involves the handling of money shall be bonded in such amounts as may, from time to time, be determined by the Board of Directors.

### Section 4. Audit

The financial records of the organization shall be audited annually by a Certified Public Accountant who is not a member of the organization.

### Section 5. Disbursement of Funds

All monies shall be deposited in the name of the organization in a bank or other accredited financial institution. A voucher, invoice, or billing statement shall be attached to each check request. One of the following shall sign checks: President, Treasurer or Executive Director. Checks written over \$5,000.00 require two signatures.

### Section 6. Financial Policy

Except as otherwise indicated herein, the financial policy of the organization including matters relating to dues structure and other forms of support, shall be determined by the Board of Directors.

Article VIII  
Miscellaneous

Section 1. Committees

The standing committees shall be committees as appointed by the President. The following are the standing committees.

1. Executive Committee with personnel responsibilities.
2. Development Committee
3. Finance Committee
4. Advocacy Committee
5. Membership/Publicity Committee.

The following committees may be appointed if deemed necessary by the Board of Directors.

1. Program
2. Planning
3. Recreation
4. Education

Committee members shall be reappointed on an annual basis. There must be at least one board member on each standing committee. It is preferable to have a board member as the chair.

Development Committee- This committee shall plan and conduct, or provide, for fundraising projects or other means of financial support that will furnish the income needed to finance the organization's activities. The committee shall coordinate its activities with those of the State and National organizations in accordance with their current policies, in order to present a united and consistent front to the public insofar as this is practical.

Finance Committee – This committee shall have responsibility for maintaining the financial records of the organization and shall report regularly to the board. The Finance Committee shall prepare a yearly budget for presentation prior to the beginning of the fiscal year.

Advocacy Committee-This committee will address systems issues that affect people with intellectual and developmental disabilities and their family. They will serve as a resource for staff who advocate for individuals and families at the local level. The committee will concentrate on improvements and changes to local and statewide government and nongovernmental programs, agencies and positions affecting the individuals that we support.

Membership/Publicity Committee – This committee shall be responsible for informing new and potential members about the organization and for receiving applications for membership. It shall keep an up to date membership list, including addresses and telephone numbers. The committee will develop literature and maintain visibility for the agency.

Section 2. Conduct of Meetings

Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with these bylaws.

### Section 3. Amendments

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

## Article IX

### Indemnification of Officers, Directors and Others

#### Section 1.

The organization shall indemnify any person who was or is a party or threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding") by reason on the fact that such a person at any time on or after January 27, 1987 is or was a director or officer of the organization serving at its request as an administrator, trustee or other fiduciary of one or more of the employee benefit plans, if any, of the organization or another entity which may be in effect from time to time (such person hereinafter an "Authorized Representative") against all expenses, liability and loss actually and reasonably incurred or suffered by such Authorized Representative in connection with such proceeding, whether or not the indemnified liability arises or arose from any proceeding by or in the right of the organization to the extent that such indemnification is not prohibited by law as it presently exists or may hereafter be amended.

#### Section 2. Advance of Expenses

Expenses incurred by an Authorized Representative in defending a Proceeding shall, after a written claim therefore has been received by the organization be paid by the organization in advance of the final disposition of such Proceeding upon receipt of undertaking by or on behalf of the Authorized Representative to repay such amount if it shall ultimately be determined that such Authorized Representative is not entitled to be indemnified by the organization.

#### Section 3. Procedure for Determining Permissibility

To determine whether any indemnification or advance of expenses under this Article XIV is permissible, the board of Directors by a majority vote of a quorum consisting of Directors not parties to the applicable Proceeding may, and on request of any authorized representative seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs. The reasonable expenses of any authorized representative in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses shall be borne by the organization.

Section 4. Indemnification not exclusive: Inuring of Benefit.

The indemnification and advancement of expenses provided by this Article XIV shall not be deemed exclusive of any other right to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members, directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefits of the heirs, executors and administrators of any such person.

By-laws revised 3/24/09 (voted and approved proposed changes at annual Membership Meeting 3/23/09).