

THE ARC SUSQUEHANNA BOARD OF DIRECTORS (Excerpted from bylaws)

- a. **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the "Board") which shall be composed of no more than 30 persons and no fewer than six (6) persons.
- b. **Composition:** The Board shall be composed of persons representing the diversity of the community being served (gender, race, socio-economic), with equal representation from the counties being served as paramount. The number of Board members should increase by the number of counties being served to reach a maximum of 30. Of those representatives, every effort shall be made to make representation $\frac{1}{4}$ self-advocates, $\frac{1}{4}$ family members of self-advocates, $\frac{1}{4}$ service organization representatives and $\frac{1}{4}$ other community members. The expertise of service organization and community Board members should be sought to fulfill Board needs such as advocacy, education, legal, fundraising, and PR.
- c. **Election/Vacancies:** At the Board meeting scheduled immediately before the annual meeting (January for an April meeting), Directors to serve for the ensuing year shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors. All such elections for Board Members or Officers shall be by confidential paper ballot with no identifying marks of voter identity.
- d. **Term:** Each Director shall hold office for a term of two years. The initial start-up Board of Directors shall be divided into two (2) approximately equal groups, one-half (1/2) of them to serve for an initial term of one (1) year and one-half (1/2) to serve for an initial term of two (2) years. Individuals may then be elected to additional two-year terms, but the Arc Susquehanna Valley encourages participation by as great a variety of individuals as possible. Therefore, every effort will be made to elect people who have not previously served.
- e. **Removal:** Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure needs to be followed.
- f. **Resignation:** A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure to attend three (3) consecutive Board meetings without excuse shall constitute a resignation from the Board. The Board member will be contacted by the President or their designee after their second absence and reminded of this provision of the bylaws.
- g. **Employment by the Corporation.** Employees and family members of employees of the Corporation shall not be eligible to serve on the Board of Directors. Former employees may not serve as a Board member unless 10 or more years has transpired between the end of employment and board membership. Directors serving at the time these bylaws were adopted are excepted.