

## Table of Contents

1. NAME, PURPOSES & GENERAL PROVISIONS.....	3
a. Operation as a Tax-Exempt Organization .....	3
b. Political Action .....	3
2. PRINCIPAL OFFICE OF THE CORPORATION .....	3
3. MEMBERS.....	3
a. Community members .....	3
b. Corporate members.....	3
4. BOARD OF DIRECTORS .....	4
a. Role/Number .....	4
b. Composition.....	4
c. Election/Vacancies.....	4
d. Term.....	4
e. Removal .....	4
f. Resignation.....	4
g. Employment by the Corporation .....	4
5. OFFICERS OF THE BOARD.....	5
a. Election/Vacancies.....	5
b. Term.....	5
c. Removal .....	5
d. Resignation.....	5
e. Authority and Duties.....	5
6. BOARD MEETINGS.....	6
a. Annual Meeting.....	6
b. Regular Board Meetings.....	6
c. Special Meetings .....	6
d. Notice of Meetings.....	6
e. Executive Session .....	6

**BYLAWS OF**



f. Quorum ..... 6

g. Voting ..... 7

h. Telephone and Electronic Participation ..... 7

7. COMMITTEES ..... 7

    a. Executive Committee ..... 7

    b. Standing Committees ..... 8

    c. Special Committees ..... 8

8. APPOINTED OFFICERS AND STAFF ..... 9

9. CONFLICT OF INTEREST ..... 9

10. INDEMNIFICATION ..... 9

11. EXONERATION ..... 9

12. INSURANCE ..... 9

13. COMPENSATION ..... 9

14. CORPORATE RECORDS ..... 10

15. SIGNATURE AUTHORITY ..... 10

16. FISCAL YEAR ..... 10

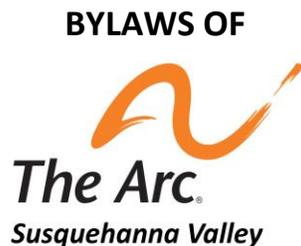
17. ACTION WITHOUT MEETING ..... 10

18. AMENDMENTS ..... 10

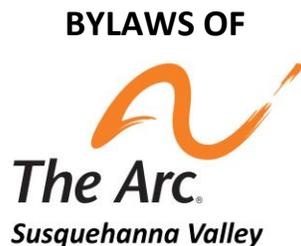
19. NON-DISCRIMINATION ..... 10

20. DISSOLUTION ..... 10

SIGNATURES ..... 11

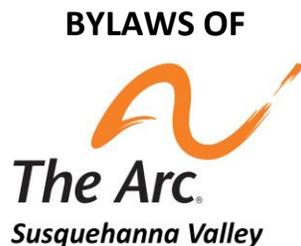


1. **NAME, PURPOSES & GENERAL PROVISIONS:** The name of the association or local chapter of The Arc of Pennsylvania and United States is The Arc Susquehanna Valley. The Arc Susquehanna Valley promotes support, training and opportunities to persons with intellectual and developmental disabilities, their families and caregivers. It also promotes the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes. The Arc of Susquehanna Valley as an Arc Chapter, will abide by the Affiliation agreement between it and the Arc of Pennsylvania and the Arc of the United States. Such agreements supersede any conflicting provisions of these bylaws.
  - a. Operation as a Tax-Exempt Organization:
    - i. The Arc of Susquehanna Valley will operate as an organization within the (applicable laws of the Commonwealth of Pennsylvania) meaning of Section 501(c)(3) of the Internal Revenue Code and/or any Internal Revenue Code that expands or replaces 501(c)(3).
    - ii. The Arc of Susquehanna Valley will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 50(c)(3) or of the applicable code.
  - b. Political Action: The Arc is a non-political, non-sectarian organization and 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 purpose.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be a street address designated by the Board of Directors.
3. **MEMBERS:** There will be two classes of membership: 1) Community, and 2) Corporate.
  - a. Community members: are those as defined by The Arc of the United States in its affiliation agreement. Member names and contact information is reported to the Arc of the United States. This membership comes with the benefit of notification of programs and events as well as some meetings, including the annual meeting, and may have certain other rights and privileges as determined by the Board of Directors.
    - i. *Dues* Dues and types of community membership are set by the Board of Directors and are annual, but also follow The Arc of the United States Affiliation Agreement. Dues include membership in the Arc of the United States.
  - b. Corporate members: must also be community members in good standing (current with their dues) and are the voting membership of the organization. Corporate members are the duly-elected members of the Board of Directors.



**4. BOARD OF DIRECTORS:**

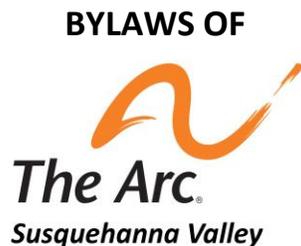
- a. Role/Number: The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the "Board") which shall be composed of no more than 30 persons and no fewer than six (6) persons.
- b. Composition: The Board shall be composed of persons representing the diversity of 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.

**5. OFFICERS OF THE BOARD:**

- a. Election/Vacancies: The officers shall consist of President, Vice-President, Secretary, and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Board, from among the Directors, at the Board meeting immediately preceding the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor. If possible, officers should have served two or more years as a board member before being elected to office. Service for one-year as a Board member is required. Self-advocates and their family members should be considered first to serve as officers of the organization, but in the absence of interested candidates, other community members may serve. Staff and key volunteers of service organizations may not serve as officers.
- b. Term: Officers shall serve a term of one (1) year, until their successors are elected. No officer shall serve more than three (3) consecutive terms in the same office.
- c. Removal: An officer may be removed from office, with or without cause, as determined by a majority vote of the Board present at any meeting at which there is a quorum.
- d. Resignation: An officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.
- e. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:
  - i. *The President* shall preside at and conduct all meetings of the Board and of the Executive Committee, and shall set or approve the agenda. The President or Executive Director may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board. In the absence of an Executive Director, the President shall operate in that role, or as delegated by the President to another staff member or members.
  - ii. *The Vice-President* shall perform the duties of the President if the President is unable to do so or is absent from a regularly-scheduled meeting; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.
  - iii. *The Secretary* shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings



to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.

- iv. *The Treasurer* shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the board engages a qualified auditor for an annual examination of the financial statements.
- v. *Other officers* appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

**6. BOARD MEETINGS:**

- a. Annual Meeting: The Annual Meeting of the Corporation shall be held in April or May of each year, and shall present any Board and/or officer changes to the community membership.
- b. Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.
- c. Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- d. Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.
- e. Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.
- f. Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person.

## BYLAWS OF



- g. Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent (50%) plus one (1)) of those present assuming a quorum. Directors may vote only in person. There shall be no proxy voting.
  - h. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.
7. **COMMITTEES**: The Board may create such committees with such powers as it deems wise to have. However, the Board may not delegate to committees the following powers: the power to amend the bylaws; the power to hire or fire Executive Directors; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the corporation; and the power to take any action that requires approval of the Board by law. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record. The President may appoint persons to chair and serve on those committees, and may appoint persons who are not Directors of the Corporation to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting. There shall be the following committees:
- a. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board for action. The Executive Committee shall have oversight of the financial operations of the Corporation. While serving on the Executive Committee, a member of the Committee shall not: accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The committee may call in other Directors or experts as may be needed to answer questions and conduct business at various meetings. If the person is an active Board member, the person may vote on any topics of the Executive Committee. The Executive Committee shall be responsible for the following actions:
    - i. Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;
    - ii. Review, discuss and present the financial statements to the Board of the Corporation for approval, at least quarterly;
    - iii. Oversee the agency audit if required, including appointing the auditor and receiving the auditor's report directly. The Committee shall recommend and review policy and procedures for: (a) the receipt, retention, and treatment of



complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters. A separate committee or a subcommittee of the Executive Committee may be appointed to oversee the audit.

- iv. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and
  - v. Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.
  - vi. Approve or disapprove any spending requests outside of the approved budget (the Executive Director shall over-see expenses within the approved budget). These may include expenses in excess of a balanced budget when income and expense are more than 10% from estimated amounts.
  - vii. Approve any capital or other single expenditures in excess of \$2,500. The full board of directors must approve such expenditures in excess of \$5,000. The Executive Director can approve such expenditures less than \$2,500.
  - viii. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board.
  - ix. Function in the capacity of other traditional committees of the Board, such as a Personnel Committee, should such a committee not currently exist.
- b. Standing Committees. The President may establish such standing committees as the President determines are appropriate for the conduct of the business of the corporation. Each committee shall include at least two (2) Directors and may include persons who are not Directors. Members of the Standing Committees shall be appointed by that committee's Chair.
- c. Special Committees. The President of the Corporation or the Board may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees established by the Board shall be named by the Board. The members of special committees established by the President shall be named by the President.



**8. APPOINTED OFFICERS AND STAFF:**

- a. The Board may appoint an Executive Director. Other staff shall be appointed by the Executive Director.
- b. The Board may delegate duties and customary authority to the Executive Director and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.
- c. The Executive Director shall be subject to hire and termination by the Board. Other appointed staff shall be subject to hire and termination by the Executive Director.
- d. Except when the Board is meeting in executive session, the Executive Director shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

**9. CONFLICT OF INTEREST:**

- a. Board Directors, Officers, and employees of The Arc of Susquehanna Valley must disclose in writing on an annual basis any possible conflict of interest. A conflict of interest is defined as public or private interests that may be seen as competing with the interests of The Arc.
- b. When such conflict of interest exists, it shall be brought to the attention of the Board who will discuss and vote on the disposition of the matter without the involved party present.

**10. INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by law including the payment of related legal expenses.

**11. EXONERATION:** To the fullest extent permitted by Pennsylvania or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this vision with respect to any act or omission which occurred prior to such amendment or repeal.

**12. INSURANCE:** The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers' liability insurance.

**13. COMPENSATION:** The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.



14. **CORPORATE RECORDS:** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its articles of incorporation, current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Director within three (3) business days of written request.
15. **SIGNATURE AUTHORITY:** All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.
16. **FISCAL YEAR:** The fiscal year of the Corporation shall be from July 1st to June 30th.
17. **ACTION WITHOUT MEETING:** Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
18. **AMENDMENTS:** These bylaws may be amended by a simple majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
19. **NON-DISCRIMINATION:** The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices. This shall apply to any person served, membership, members of the Board, and employees.
20. **DISSOLUTION:** The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution the balance of the money and property received by The Arc Susquehanna Valley, after payment of all the debts and obligations, must be distributed or transferred exclusively to an organization(s) (or agency serving persons with intellectual/developmental disabilities that is granted tax

**BYLAWS OF**



exemption under Section 501(c)(3) of the code) with a substantially similar purpose(s) to those for which The Arc Susquehanna Valley is organized. The Board of Directors will choose the specific organization(s) to which such a distribution will be made. No director, officer, or employee, or agent of The Arc of Susquehanna Valley, nor private individual, will be entitled to any distribution or division of the remaining property or assets of the local chapter.

**SIGNATURES**

Adopted by the Board the 20th day of September 2017

President \_\_\_\_\_

Dated \_\_\_\_\_

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

Secretary \_\_\_\_\_

Dated \_\_\_\_\_