

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1. The corporation is organized under the laws of the Commonwealth of Virginia as The Arc of Virginia, hereinafter, “The Arc.” The Arc is an independent corporation and is associated with The Arc of the United States.

Section 2. The principal office of The Arc shall be at such place as the Board of Directors determines.

Section 3. The Association shall be a not-for-profit, non-secular and non-discriminatory organization.

Section 4. The Association shall be nonpartisan and shall take no position in matters of governmental policies other than those regarding developmental disabilities.

Section 5: The Arc promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.

Section 6: The Core Values of The Arc are:

* 1. ***People First***. The Arc believes that all people with developmental disabilities are defined by their own strengths, abilities, and inherent value, not by their disability.
  2. ***Equity***. The Arc believes that people with developmental disabilities are entitled to the respect, dignity, equality, safety, and security accorded to other members of society, and are equal before the law.
  3. ***Community***. The Arc believes that people with developmental disabilities belong in the community and have fundamental moral, civil and constitutional rights to be fully included and actively participate in all aspects of society.
  4. ***Self-determination***. The Arc believes in self-determination and self-advocacy. People with developmental disabilities, with appropriate resources and supports, can make decisions about their own lives and must be heard on issues that affect their well-being.
  5. ***Diversity***. The Arc believes that society in general and The Arc in particular benefit from the contributions of people with diverse personal characteristics (including but not limited to race, ethnicity, religion, age, geographic location, sexual orientation, gender and type of disability).

Section 7: The Guiding Principles of The Arc are:

1. ***Participatory Democracy***. The Arc acts to ensure that people with developmental disabilities, their parents, siblings, family members and other concerned members of the public have meaningful opportunities to inform and guide the direction of the organization’s advocacy, including determining policy and positions on important issues. The Arc strives for diversity in its leadership, as well as in all facets of the work of the organization.
2. ***Visionary Leadership***. The Arc leads by articulating a positive vision for the future of people with developmental disabilities and catalyzes public and private support in realization of that vision through carefully planned and well-executed goals, strategies and actions.
3. ***Public Interest***. The Arc represents the public interest, supporting and acting with and on behalf of all people with developmental disabilities and their families regardless of the type of disability or membership in The Arc.
4. ***Collaboration***. The Arc works with individuals, organizations and coalitions in a collaborative fashion. The Arc values and promotes effective partnerships between volunteer and staff leadership at all levels of the organization.
5. ***Transparency, Integrity, and Excellence***. The Arc conducts its business with integrity, accountability, and open, honest and timely communication. The Arc is committed to quality and excellence in all it does.

Section 8. ROBERTS RULES OF ORDER REVISED shall govern the Association in all cases in which they are applicable and not inconsistent with these bylaws.

ARTICLE II – TYPES OF MEMBERSHIP

Section 1. Individual membership in the The Arc shall be full membership or employee membership.

1. Full membership shall be granted to all members of those local chapters which affiliate with the Association and for whom dues are transmitted by their local chapter enrolling the individual as a member of the Association and The Arc of the United States. Full members shall be entitled to all rights and privileges of membership in the Association.
2. Full membership shall also be granted to any person who resides in an area of the state of Virginia in which there is no affiliated local chapter or to individuals residing in areas in which there presently exists an affiliated chapter, provided membership is specifically requested by the applicant. Dues shall be established by The Arc Board of Directors.

c. Employee membership shall be granted to any employee of The Arc or of a local chapter paying annual dues. Employee members shall be entitled to the same rights and privileges as are accorded full members except those of holding office.

Section 2. Organizational membership in The Arc shall be granted to any organization who support the values of The Arc as prescribed in Section 6.of The Arc .

1. Organizational members shall not have voting privileges at Annual Meetings.
2. Organizational members shall pay annual dues in an amount to be determined by the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The governing body of the Association shall be the Board of Directors. It shall have and exercise all lawful powers necessary for the conduct of the business of the Association and to carry out its purposes. Among the specific responsibilities of the Board shall be to establish and continually monitor the strategic directions of the organization and oversee progress in the pursuit of these mission-driven goals.

Section 2. The Board of Directors shall consist of consist no less than 11 and no more than 15 members which shall include up to (a) five members of affiliated local chapters of The Arc, including at least one local chapter executive, (b) three to five at-large members; (c) two self-advocates and (d) one to three community leaders

Section 3. The term of each director shall be three (3) years ~~one (1) year~~. All directors of the Board shall be members of the Association. The Board members shall serve staggered terms and may serve no more than two consecutive three year terms, unless the Board by majority vote decides to waive this requirement on an individual basis due to extenuating circumstances and in which case the individual shall be permitted to serve one additional term not to exceed a total consecutive term of nine years. One third of the Board shall be elected each year at the Annual Meeting of the Corporation, plus any vacant Board memberships.

Section 4. ] The President, with the approval of the Board, may appoint Board Members to fill vacant positions.

a. All ~~at-large~~ directors shall pay annual dues in an amount to be determined by the Board of Directors, payable upon appointment or reappointment.

b. At-large directors shall vacate their appointment upon three consecutive unexcused absences from regularly scheduled Board meetings.

Section 5. Meetings of the Board shall be held at least quarterly.

Section 6. A majority of the active Board shall constitute a quorum (8 members if the Board membership consists of 15 members, otherwise a majority of the active membership.

Section 7. No director shall exercise more than one vote on any motion before the Board.

Section ~~9~~8. The Board shall have the authority to hire and prescribe duties of an Executive Director. The Executive Director shall be responsible to the Board through the President.

Section ~~10~~ 9. Any proposal may be voted upon by the Board of Directors by mail, email, or telephone. An affirmative vote by a majority of all members of the Board shall be required to approve any action submitted to a vote by mail, email, or telephone.

Section ~~11~~10. Any action of the Board of Directors may be reviewed at the succeeding meeting of the Association on written request to the President by any three local chapters. Such action may be revised, altered, or rescinded by majority vote of the voting chapters provided that no irrevocable rights of third parties shall be affected.

Section ~~12 11~~. Special meetings of the Board may be called by the President or upon request of five (5) members of the Board.

Section ~~13 12~~. The Board shall establish procedures for a review of the fiscal and personnel policies and review the Bylaws of The Arc.

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Section 13: Board of Directors (including officers) are not personally liable for the obligations of the corporation, and shall not be liable for damages to the corporation for injury which may result from the fulfillment of the director’s duties, when they discharge their duties in good faith and with that degree of diligence, care and skills which ordinarily prudent persons would exercise under similar circumstances.

ARTICLE IV - OFFICERS AND THEIR DUTIES

Section 1. The officers of the Association are: President, Vice President, Secretary and Treasurer.

Section 2. The President shall preside at all membership meetings of the Association, Board of Directors and Executive Committee. The President shall be an ex-officio member of all committees except the Nominating Committee. He/she shall exercise general supervision over the work of the Association. The President shall prepare a written annual report to the Association.

a. In the event any question shall arise as to the meaning of any portion of the Bylaws, the President after consultation with the Executive Committee shall rule on the issue. Such ruling may be reversed or revised by a simple majority of the Board of Directors at the next meeting provided no irrevocable rights of third parties are affected. Any such ruling shall be referred to the appropriate committee for consideration in the next revision of these Bylaws.

Section 3. The President shall appoint the standing committees and such other committees as he/she deems necessary and representatives to work in liaison with other organizations and agencies.

Section 4. The President-Elect shall perform the duties of the President in his/her absence and shall perform such other duties as shall be assigned by the President. In the event a vacancy should occur in the office of the President, the President-Elect shall assume that office.

Section 5. The Vice President shall perform ~~the duties of the President-Elect in his/her absence and shall perform~~ such other duties as shall be assigned by the President.

Section 6. The Secretary shall be responsible for the keeping of accurate records of all proceedings and business transactions of the Association. He/she shall be responsible for all books, papers, and reports of the Association, subject to call by the President or Board of Directors.

Section 7. The Treasurer shall be responsible for the collection of all funds of the Association, for the deposit of such funds in a bank approved by the Board of Directors, and for the disbursement of funds only by the authorization of the Board in a manner prescribed by the Board. The Treasurer shall render a written report at each regular meeting at the Board of Directors and at the Annual Meeting of the Association as to the financial status of the Association.

Section 8. Any officer absent from three consecutive meetings of the Board will be automatically removed from the office unless the Board determines otherwise.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall transact the business of the Association during the intervals between the meetings of the Board of Directors. All proceedings of the Executive Committee shall be reported to the Board at its regular meetings and be subject to revision or alteration by the Board by a majority vote, provided no irrevocable rights of third parties shall be affected.

Section 2. The Executive Committee shall consist of the elected officers, the Immediate Past President, and one other director appointed by the Board of Directors.

Section 3. The Executive Committee shall meet upon the call of the President or upon the written request of four (4) Executive Committee members.

Section 4. No person shall exercise more than one vote on any motion before the Executive Committee.

Section 5. A quorum shall consist of four (4) Executive Committee members.

Section 6. Meetings of the Executive Committee, except during an Executive Session, are open to all interested parties.

Section 7: An Executive Session shall be held at the discretion of the Board , or any committee thereof, to transact any business with only voting members and their invited guests in attendance for sensitive matters including, but not limited to, confidential personnel matters, such as executive performance and/or compensation review, succession planning and other personnel issues, peer-to-peer board discussions and self-management, alleged illegal or improper activities, litigation, crisis management and contracts and other major business transactions.

ARTICLE VI - OTHER COMMITTEES

Section 1. The President, with the consent of the Executive Committee, shall appoint the following standing committee(s) within ninety (90) days following his/her installation in office: Governmental Affairs, Finance Committee

Section 2. Duties and Responsibilities of Standing Committee(s):

1. The Governmental Affairs Committee g ~~Affairs Committee~~ shall be responsible for development of The Arc’s annual Public Policy Priorities and Advocacy Plan. The Committee shall analyze proposed legislation, regulations and other public policy issues pertaining to  developmental disabilities or affecting persons with developmental disabilities and recommend appropriate action to the Board of Directors.

Section 3. The Finance Committee shall be directly responsible for the annual financial audit of the Corporation and make recommendations for appropriate action by the Board of audit concerns. The Committee shall be responsible for the review of financial statements, development of annual budget, and establish and review Financial Policies and Procedures.

Section 4: The Governance Committee shall be responsible for board recruitment, board development, nominations and regular review of The Arc’s Bylaws.

Section 5: The Board of Directors shall establish such other committees as it determines necessary to carry out the business of the Association. The President, with the consent of the Executive Committee, shall appoint the chairpersons and members of these committees.

ARTICLE VII -ELECTION OF BOARD MEMBERS

Section 1. The Governance Committee shall prepare a slate of nominees for the Board and present it to affiliated chapters at least forty-five (45) days prior to the Annual Meeting. Each nominee must be a member of The Arc and in good standing. r.

Section 2. Nominations to the Board from the floor at the Annual Meeting of the Corporation shall be permitted, provided previous consent of the nominees has been obtained..

Section 3. The election of board members shall take place at the Annual Meeting of the Corporation.

Section 4: The term of office of all board members officers shall begin at the adjournment of the Annual Meeting at which they are elected and end upon adjournment of the next Annual Meeting.

ARTICLE VIII: ELECTION OF OFFICERS

Section 1: The Governance Committee shall present a slate of officers at the first Board meeting after the Annual Meeting of the Corporation. Nominations will be permitted from the floor, provided previous consent of the nominees has been obtain. The election of the President, Vice President, Secretary, and Treasurer shall take place at the first Board meeting the Annual Meeting of the Corporation. of each fiscal year

Section 2. The term of office of all officers shall begin at the adjournment of the Board meeting at which they are elected and end upon adjournment of the Board meeting following the next year’s annual meeting.. The term shall be one year. o officer shall serve more than three (3) consecutive terms in the same office.

Section 3:. Vacancies occurring in any elected office other than that of President prior to the normal expiration of the term shall be filled by appointment by the President subject to the approval of the Board of Directors. Persons appointed to fill such vacancies shall serve in an acting capacity until the Board of Directors has acted upon the President’s appointment. Vacancies shall fill the unexpired term.

ARTICLE IX- LOCAL CHAPTER ADVISORY COUNCIL

Section 1: The membership of the Local Chapter Advisory Council shall be comprised of one designated representative of each local chapter of The Arc.

Section 2: The Council shall meet a minimum of twice per year.

Section 3: The duties and the responsibilities of the Local Chapter Advisory Council include (but are not limited to):

* 1. Promoting effective implementation of the affiliation agreement;

b. advising The Arc of Virginia's on issues of concern to local Arc chapters, including both public policy and issues related to inter-organizational collaboration within the state-local Arc network

d. to facilitate peer-to-peer support and information sharing among and between local chapters of The Arc on issues of mutual concern, including areas such as building effective grassroots advocacy networks, instating innovative service and support programs, improving information and referral services, launching fundraising initiatives and membership drives and developing training programs;

d. advising the Board on establishing the service boundaries of affiliated local chapters;

e. such other functions or tasks as may be assigned by the Board.

ARTICLE X: LOCAL CHAPTER AFFILIATION

Any group of ten (10) or more persons who are organized and have as their purpose the interest of persons with developmental disabilities may apply for participation in this Association as an affiliated local chapter provided they are located in the Commonwealth of Virginia, serve a specific geographic area therein, and are willing to comply with these bylaws. Application for affiliation as a local chapter shall be accompanied by a complete membership roster, a list of officers, and a copy of their Constitution and/or Bylaws. Upon review, if it is found that the applicant meets the requirements of these bylaws, approval of affiliation may be given by the Board of Directors.

1. When a group seeks to be chartered as a local chapter, geographical boundaries shall be defined so as not to overlap with other local chapters and will follow natural and political boundaries to the extent possible.
2. When a group desires to withdraw from an existing local chapter and/or desires to provide services already provided by the existing chapter, the Board of Directors of the Association shall approve the boundaries of the chapters involved.

Section 2. Local chapters must be in good standing in order to be re-affiliated each year. In addition to such other standards as the Board of Directors may set from time to time, local chapters shall be required to meet the following minimum requirements to be in good standing in the Association;

1. Maintain a minimum of ten (10) members who are currently enrolled as individual members of the local chapter, the Association, and The Arc of the United States.
2. Support the Association in accordance with these Bylaws.
3. Retain affiliation with The Arc of the United States. Affiliation shall include meeting such application and fee requirements and submittal timeliness as may be established from time to time by The Arc of the United States.
4. Local chapter status entitles the local chapter to use the name and logo of The Arc of the United States. When, if ever, a local chapter ceases to be affiliated, it thereby automatically forfeits the right to use such name and logo and immediately thereafter shall cease to use such name and logo until, if ever, it is restored to affiliated status. The use of the name and logo of The Arc of the United States includes any action that represents to any person or persons – natural, corporate, or other – that any group of individuals is at that time a local chapter of the Association.
5. Each local chapter shall send the Association office a copy of its amended Constitution and/or Bylaws within sixty (60) days after amendments are made. Such amendments must not be in conflict with or less than the minimum standards set by the Association or by The Arc of the United States.
6. All members of each local chapter must be members of the Association and of The Arc of the United States~~.~~

Section 3. Any chapter may be expelled by a two-thirds (2/3) vote of the Board of Directors of the Association upon presentation of written charges. Any expulsion may be appealed to the Association within ten (10) days. Any expelled chapter may apply for readmission one (1) year after the expulsion.

ARTICLE XI - THE ARC CORPORATION MEETINGS

Section 1. The ~~Association~~ Arc shall hold an Annual Meeting at a place and time determined by the Board of Directors. Local chapters shall be notified at least forty-five (45) days in advance of the meeting.

Section 2. Special meetings may be called by the Board of Directors upon a one-third (1/3) vote and must be called by the President upon the written request of one-third (1/3) of the affiliated chapters. The call for a special meeting shall state the business to be transacted.

Section 3. At the Annual Meeting or a special meeting of the ~~Association~~ Arc, each local chapter in good standing shall be entitled to one vote. The Treasurer shall certify whether the delegates present are from local chapters in good standing. Voting delegates shall be encouraged to sit together in order to avoid being confused with non-voting members and guests in the room.

Section ~~4~~. A quorum shall consist of delegates representing at least six (6) local chapters in good standing.

Section 5. Only the persons delineated in ARTICLE II – TYPES OF MEMBERSHIP, Section 1, and who are current in the payment of their membership dues may be certified to vote.

ARTICLE XII. - LOCAL CHAPTER FINANCIAL SUPPORT OF THE ASSOCIATION

Section 1. Each local chapter shall be responsible for the payment of a state affiliation payment to the ~~Association Arc~~ in an amount to be established by the Board of Directors.

Section 2. Each local chapter shall have the option of paying its state affiliation payment to The ~~Association~~ Arc on a monthly, bimonthly, quarterly, or annual basis.

Section 3. At the discretion of the Board of Directors, a local chapter may be permitted for just cause to remit an amount less than the amount of state affiliation payment set by the Board of Directors. An action to grant such relief shall be made only on an annual basis.

Section 4. Any local chapter failing to pay the state affiliation payment required by these Bylaws shall be expelled within six (6) months of the due date of the assessments, notwithstanding ARTICLE VIII -- LOCAL CHAPTER AFFILIATION, Section 3, which provides for the appeal of such an expulsion.

ARTICLE XIII - ASSOCIATION AFFILIATION WITH THE ARC OF US

Section 1. The ~~Association~~ Arc shall affiliate with and remain affiliated with The Arc of the United States and shall comply with such affiliation requirements as established for state chapters by The Arc of the United States.

Section 2. The ~~Association~~ Arc may affiliate with any coalition and/or with other incorporated or unincorporated organization which has as its primary purpose the achievement of goals which are consistent with objectives of the Association as prescribed in ARTICLE I – NAME AND PURPOSE, Section 5, so long as the tax exempt status of the Association is unaffected by such action.

ARTICLE XIV. - CREDENTIALING FOR NATIONAL CONVENTIONS

Section 1. Credentialing of delegates/alternatives to The Arc of the United States convention shall be as follows:

1. The Board of Directors shall appoint delegate(s) and/or alternate(s) to the convention who shall cast votes allocated by The Arc of the United States to The Arc of Virginia in the name of the Association and in accordance with Board instructions. Where uninstructed, delegates shall vote their own judgment.
2. The remaining votes shall be distributed to local chapters in good standing by computing the simple average of the percentage of the number of individual memberships in the chapter to the total membership of the Association and the percentage of The Arc of the United States annual affiliation fees paid by the local chapter to total The Arc of the United States annual affiliation fees paid by the Association’s local chapters. Both percentages are to be computed as of the previous December 31. Newly affiliated chapters shall be granted votes based upon their membership as of the date their application was approved by the Association. No chapter shall receive fewer than one vote and all votes shall be distributed rounded to the nearest whole vote.
3. Votes which may be assigned to a local chapter not in good standing shall automatically revert to the Association to be cast with the state vote.
4. In the event that a chapter in good standing fails to complete its credentialing form and file it with the Association by the established deadline, the votes assigned to that chapter shall revert to the Association to be cast with the state vote.

ARTICLE XV - DISSOLUTION

Section 1. If for any reason the Association shall be dissolved, the assets thereof remaining after all liabilities and obligations of the Association have been paid, satisfied, and discharged, shall pass to the local chapters which are exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code in shares to be determined by a majority vote of the Board of Directors.

Section 2. If no local chapter shall exist at the time of dissolution of the Association or if the Board of Directors shall not reach a decision as to the distribution of the local chapters of the Association’s assets within one (1) year after the effective date of dissolution then the assets shall pass to The Arc of the United States, its assigns, or successors.

ARTICLE XVI. - AMENDMENTS TO THE BYLAWS

Section 1. Amendments to these Bylaws may be proposed by written request of any local chapter or member of the Board of Directors. Such proposed amendments shall be reviewed by the Board of Directors, submitted with Board recommendations to the local chapters in writing at least forty-five (45) days prior to the Annual Meeting of the Association or at a special meeting called for the purpose, and shall be adopted upon approval by a two-thirds (2/3) vote of those present.

Approved by Board of Directors on March 4, 1957

Revised by Board of Directors on April 26, 1957

Revised at the Semi-Annual Meeting on September19, 1959

Revised at the Annual Meeting on May 18, 1963

Revised at the Annual Meeting on June 4, 1971

Revised at the Annual Meeting on April 6, 1973

Revised at the Annual Meeting on June 14, 1974

Revised at the Annual Meeting on April 9, 1976

Revised at the Annual Meeting on April 6, 1979

Revised at the Annual Meeting on March 25, 1983

Revised at the Annual Meeting on March 30, 1984

Revised at the Annual Meeting on March 16, 1985

Revised at the Annual Meeting on March 8, 1986

Revised at the Annual Meeting on April 23, 1988

Revised at the Annual Meeting on April 21, 1990

Revised at the Annual Meeting on April 3, 1992

Revised at the Annual Meeting on April 24, 1993

Revised at the Annual Meeting on September, 20, 1997

Revised at the Annual Meeting on October 13, 2001

Revised at the Annual Meeting on March 22, 2003

Revised at the Annual Meeting on March 18, 2006

Revised at the Annual Meeting on March 17 2007

Revised at the Annual Meeting on April 12, 2008

Revised at the Annual Meeting on August 8, 2009

Revised at the Annual Meeting on August 14, 2010