

# The Arc of Greensboro, Inc.

## Bylaws

### **ARTICLE I. NAME**

The name of this organization shall be The Arc of Greensboro, Inc.

### **ARTICLE II. PURPOSE**

Section 1. The Arc of Greensboro is committed to identifying and securing lifelong opportunities for children and adults with intellectual and development delays. Through the provision of services, advocacy, and education, we support individuals and their families in choosing options that lead to productive and satisfying lives.

Section 2. The Arc is a nonprofit organization under the applicable laws of the state of North Carolina. No part of any net earnings shall inure to the benefit of any member or individual, and no Board member of The Arc shall receive any compensation for their services as an Officer or Director. The Board of Directors may provide for payment of proper, reasonable expenses incurred by Board members in connection with the performance of their duties.

### **ARTICLE III. MEMBERSHIP**

Section 1. Membership may be obtained upon application to the organization and payment of dues.

Section 2. Membership categories will be determined by the Board of Directors upon recommendation of the membership committee.

Section 3. Members whose dues have not been waived and who are in arrears for more than one year shall be dropped from the membership roll.

Section 4. A member in good standing is one whose dues are not delinquent or have been waived.

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

Section 6. 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. An action of the Board of Directors may be altered or rescinded by a two-thirds vote of members attending the meeting.

## **ARTICLE IV. ORGANIZATION MEETINGS**

Section 1. Meetings shall be held from time to time based on the needs of the organization and at the discretion of the Board with no fewer than 2 meetings per year. Members shall be notified of all meetings.

Section 2. An annual meeting shall be held at least 3 weeks prior to the end of the fiscal year and shall be designated as the annual meeting.

Section 3. Special meetings may be called by the President or on written application 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 4. A quorum shall consist of a majority of the members present.

Section 5. For votes other than those in Article III, Section 6. a simple majority shall suffice.

## **ARTICLE V. BOARD OF DIRECTORS**

Section 1. The business and property of The Arc shall be managed and controlled by a Board of Directors, who shall be elected by the members of the organization. The Board of Directors shall consist of the elected Officers, 12 elected Directors, and the immediate past President.

Section 2. Chairpersons of all standing committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also a member of the Board.

Section 3. The Board of Directors shall meet a minimum of 9 times per year.

Section 4. Special meetings of the Board may be called by the President. A meeting may also be called by the secretary upon written request of three Board members, at any time on not less than twenty-four hours notice.

Section 5. 30% of the voting members of the Board of Directors shall constitute a quorum.

Section 6. The Board of Directors shall be responsible for the conduct of the business of the organization. The Board of Directors shall exercise all powers inherent in the organization except those expressly reserved to the membership.

Section 7. In order to remain a member of the Board of Directors, board members shall miss no more than 4 consecutive regular meetings unless previously excused by the President. By a vote of a majority of the remaining board members, a member who fails to attend meetings as set forth herein may remain a Director.

Section 8. The Board may remove any Officer or Director from office by two-thirds (2/3) vote of the Board for conduct deemed detrimental to the organization. However, the member shall first be given an opportunity to meet with the Board and notice thereof shall be sent to him/her at least ten (10) days prior to such hearing.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of the elected officers and the immediate Past-President . The current President shall be Chair.

Section 2. The Executive Committee shall assume the function of the Board of Directors between meetings of that body, and all of its actions shall be subject to review by the Board.

Section 3. The Executive Committee shall meet as needed or a minimum of 2 times per year or upon call of the President. Upon written request of three (3) officers for a meeting, a meeting will be held within 7 days of the request.

## **ARTICLE VII. TERMS OF OFFICE**

Section 1. The Officers of the organization shall serve for a term of two years following their election or until the installation of their successors.

Section 2. Directors shall serve for a term of two years following their election or until the election and installation of their successors. One half of the incoming Directors shall serve for a term of one year following any expansion of the Board. In order to implement staggered terms of Directors, one half of the Directors are to be elected annually. No person shall serve in the capacity as a Director for more than six consecutive years.

Section 3. All vacancies in Board or Officer positions except that of President shall be filled for the unexpired terms by the Board of Directors upon recommendations from the Nominating Committee.

## **ARTICLE VIII. DUTIES OF OFFICERS**

Section 1. The President shall preside at all meetings of the organization, the Board of Directors, and the Executive Committee. The President shall appoint the Chairperson of each standing committee, with the approval of the Board, and supervise directly or indirectly the work of the standing committees. The President may appoint such special or ad hoc committees as the need arises. The President shall act as the executive officer of the organization and, in general, perform the duties usually associated with the office of President. The President shall ensure that an annual report is presented to the membership following the close of the organization's fiscal year and shall be responsible for ensuring copies are forwarded, together with the audited financial report of the organization, to the State and National Associations as and when required thereby.

Section 2. There shall be a President Elect who will assume the office of President when the current President's term expires. The President Elect shall succeed to the presidency in case of a vacancy in the office of President, and shall perform the duties of the President in the absence or disability of the President.

Section 3. There shall be 2 Vice-Presidents with specific areas of responsibility as designated by the President.

Section 4. The Secretary shall attend and keep minutes of all meetings of the Board of Directors, Executive Committee and the Membership. He or she shall cause to be issued notices of all meetings of

the membership and of the Board and shall, in general, perform all the duties incident of the office of the Secretary, subject to the control of the Board.

Section 5. The Treasurer shall provide for the keeping of the financial records of the Organization and the preparation of the Organization's financial statements as required in the agency's financial policies and by the Board.

## **ARTICLE IX. ELECTIONS**

Section 1. 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 membership shall be notified of nominations at least two weeks prior to the Annual Meeting.

Section 2. Officers and Directors shall be elected at the Annual Meeting and shall take office July 1.

Section 3. 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 nominations.

## **ARTICLE X. STANDING COMMITTEES**

Section 1. The Standing committees shall be the Advocacy & Governmental Affairs; Finance; Membership; Nominating; Resource Development; Human Resources; and Self-Advocates.

Section 2. Special committees or ad hoc groups may be appointed by the President as the need arises.

Section 3. Terms of all standing committee members shall begin on July 1 and expire on June 30.

Section 4. All committees shall be responsible to the Board of Directors for approval of their activities.

## **ARTICLE XI. DUTIES OF STANDING COMMITTEES**

Section 1. Advocacy & Governmental Affairs. This committee shall keep the Board informed of all local, state and national advocacy issues and legislation that may affect persons with intellectual and related developmental delays.

Section 2. Finance Committee. This committee shall oversee the preparation of the annual budget and serve in an advisory capacity to the organization regarding significant financial decisions. It shall also be responsible for recommending financial policies to the Board of Directors. It is responsible for ensuring that an annual audit occurs and for making recommendations, if any, to the Board based on the audit. The Treasurer shall serve as Chair.

Section 3. Membership Committee. This committee shall be responsible for informing new and potential members about the Organization and soliciting applications for membership.

Section 4. Nominating Committee. This committee shall be responsible for preparing a slate of candidates for election as Officers and Directors and shall secure the consent of its nominees to serve if elected. The Past President shall serve as Chair.

Section 5. Resource Development Committee. This committee shall work with the professional staff to develop and implement a calendar of non-programmatic fundraising activities that directly benefit The Arc of Greensboro.

Section 6. Human Resources. This committee shall provide input to the Board regarding human resource policies and provide guidance to the Executive Director regarding implementation of Board approved human resources policies. It shall study human resource issues and make appropriate recommendations to the Board.

Section 7. Self Advocates. This committee shall provide input to the Board regarding issues of importance to the members of the Greensboro Self Advocates Group. The President of the GSAG shall serve in an advisory capacity to the Board.

Section 8. Expenditures. Any expenditures of corporation funds by a committee shall require prior approval of the Board of Directors.

Section 9. Limitations of Delegation. In accordance with Section 55A-8-25(e) of the North Carolina Nonprofit Corporation Act, the Board of Directors may not delegate to any committee the following powers:

- a. To authorize distributions;
- b. To approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- c. To elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any committees of the Board of Directors; and
- d. To adopt, amend or repeal the articles of incorporation or bylaws of the corporation.

## **ARTICLE XII. ADMINISTRATION**

The Board of Directors shall employ an Executive Director who serves as the administrative head under the direction of and subject to the will of the Board. The Executive Director is responsible for carrying on all organization policies, programs and activities developed, formulated, and approved by the Board of Directors. The Executive Director shall have the responsibility and authority for personnel administration.

## **ARTICLE XIII. DUES**

Members shall pay yearly dues in the amount to be determined by the Board of Directors.

## **ARTICLE XIV. AREA OF ACTIVITY**

The area which the Organization intends to serve is the City of Greensboro, North Carolina, and also Guilford County, North Carolina, with the exception of the area served by the Organization located in High Point, North Carolina.

## **ARTICLE XV. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall govern the conduct of business in all cases in which it is applicable and not in conflict with these Bylaws.

## **ARTICLE XVI. INDEMNIFICATION**

The Arc of Greensboro shall offer indemnification to the extent and under those conditions permitted by the Organization's Regulations.

## **ARTICLE XVII. DISSOLUTION**

Section 1. Voluntary Dissolution. After written notice to and subject to approval by the Board of Directors, the Organization may be voluntarily dissolved. Voluntary dissolution shall be by vote of the membership at a meeting called expressly for such purpose. Should the Organization be unable to convene a meeting of the membership, it may be voluntarily dissolved by a vote of the Board.

Section 2. Dissolution by Revocation. The Organization shall also be deemed dissolved when its Organization is revoked by the Board of Directors in accordance with the procedures specified in Organization's Regulations.

Section 3. Disposition of Funds and Property upon Dissolution of the Organization. Upon dissolution of the Organization, all funds and property in its custody or control, its books and records, and its Charter shall be transferred and delivered promptly into the custody of such custodian as shall be designated by the Organization to receive such property on its behalf.

## **ARTICLE XVIII. RELATIONSHIP WITH STATE AND NATIONAL ASSOCIATIONS**

This Organization agrees to maintain membership in good standing in The Arc of North Carolina and The Arc of the USA

## **ARTICLE XIX. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

Section 1. Definitions. For purposes of this Article XVIII, the following definitions shall apply:

- a. "Act" means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.
- b. "Corporation" means the corporation as such term is defined in Section 55A-8-50(b)(1) of the Act.
- c. "Director" means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Director is considered to be serving an employee benefit plan at the corporation's request if such Director's duties to the corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- d. "Expenses" means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.
- e. "Indemnified Officer" shall mean each officer of the corporation who is also a Director of the corporation and each other officer of the corporation who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise. "Indemnified Officer" includes, unless the context requires otherwise, the estate or personal representative of an Indemnified Officer.
- f. "Liabilities" means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorneys' fees of opposing parties incurred with respect to a Proceeding.
- g. "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

Section 2. Statement of Intent. The corporation shall indemnify the Directors and the Indemnified Officers to the maximum extent permitted by the Act.

Section 3. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the corporation shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the corporation itself) arising out of their status as Directors or officers, or their service at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the corporation shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the corporation. The corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Article VIII, Section 4 of these bylaws that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Article VIII, Section 3 as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Article VIII, Section 3, provided and to the extent such resolution does not violate any provision of the Act or the Articles of Incorporation. This Article VIII, Section 3 shall be construed in a manner to fully effect the purpose and intent of the resolution of the Board of Directors approving and adopting this provision.

Section 4. Determination. Any indemnification under Article IX, Section 3 shall be paid by the corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Article VIII, Section 3 of these bylaws. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- (b) if a quorum cannot be obtained under Article VIII, Section 3, by a majority vote of a committee duly designated by the Board of Directors (in which designation members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to the Proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Article VIII, Section 4(a) or 4(b); or (ii) if a quorum of the Board of Directors cannot be obtained under Article VIII, Section 4(a) and a committee cannot be designated under Article VIII Section 4(b), selected by a majority vote of the full Board of Directors (in which selection members thereof who are parties in the Proceeding may participate); or
- (d) by the members of the corporation, but Directors who are at the time parties to the Proceeding shall not vote on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the corporation to pay the indemnification required by this Article VIII.

Section 5. Advances for Expenses. The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation against such Expenses. Subject to receipt of such undertaking, the corporation shall make reasonable periodic advances for Expenses pursuant to this Article VIII, Section 5, unless the Board of Directors shall determine, in the manner provided in Article VIII, Section 4 of these bylaws and based on the facts then known, that indemnification under this Article VIII is or will be precluded.

Section 6. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article VIII serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VIII. No amendment, modification or repeal of this Article VIII shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 7. Insurance. The corporation shall purchase and maintain insurance on behalf of its Directors, officers, employees and agents and those persons who were or are serving at the request of the corporation in any capacity with another corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any Director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article VIII shall relieve the corporation of its liability for indemnification provided for in this Article VIII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

Section 8. Savings Clause. If this Article VIII or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article VIII that is not invalidated and also to the fullest extent permitted or required by the applicable law.

## **ARTICLE XX. General Provisions**

Section 1. Management of Corporate Funds. No funds received by donation, bequest or any other means shall be diverted from the use to which they may be assigned by the donor, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the corporation, and no funds shall be used for any purpose other than to effect the purposes of the corporation.

Section 2. Records. The corporation shall keep a copy of the following records at the principal office of the corporation:

- a. Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect;

- b. Its bylaws or restated bylaws and all amendments to them currently in effect;
- c. Resolutions adopted by the Board of Directors relating to the number or classification of directors;
- d. A list of the names and business or home addresses of its current directors and officers.

Section 3. Exempt Activities. Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 4. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be July 1 to June 30.

Section 5. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the Members. Any proposed amendment shall be presented in writing to the entire membership prior to the meeting at which it is to be voted on. These are current Bylaws approved and adopted by the membership on September 28, 1961 and as amended 4-11-05.

I, \_\_\_\_\_, the duly elected, qualified and acting Secretary of The Arc of Greensboro, Inc., do hereby certify that the foregoing are the Bylaws of The ARC of Greensboro, Inc., adopted by the Board of Directors by action duly taken as of \_\_\_\_\_, 2005.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

(CORPORATE SEAL)

\_\_\_\_\_  
Secretary

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(Secretary)

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(President)

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(date)

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(date)

Amended: 3-25-75

Amended: 1-23-79

Amended: 3-22-79

Amended: 3-22-83

Amended: 3-27-84

Amended: 11-26-91

Amended: 2-25-92

Amended: 11-24-92

Amended: 11-10-94

Amended: 11-7-96

Amended: 11-13-97

Amended: 5-28-02

Amended: 4-11-05