



## By-Laws

### Contents

<b>Article I General</b> .....	3
Section 1. Name .....	3
Section 2. Purposes.....	3
Section 3. Political Action.....	3
Section 4. Conflicts of Interest.....	3
Section 5. Address.....	3
Section 6. State and National Membership .....	3
Section 7. Non Profit Status and Dissolution .....	3
<b>Article II Membership</b> .....	4
Section 1. Members .....	4
Section 2. Privileges of Membership .....	4
Section 3. Annual Membership Meeting .....	4
<b>ARTICLE III Directors</b> .....	4
Section 1. Authority .....	4
Section 2. Members of the Board .....	5
Section 3. Selection of Board of Directors and Terms of Office .....	5
Section 4. Meetings.....	5
Section 5. Quorum for Board of Directors Meetings .....	5
Section 6. Voting .....	5
<b>Article IV Executive Director</b> .....	5
Section 1. Appointment .....	5
Section 2. Responsibilities.....	6
<b>Article V Officers</b> .....	6
Section 1. Designation .....	6

Section 2. Duties .....	6
<b>Article VI Financial Matters.....</b>	<b>6</b>
Section 1. Fiscal Year .....	6
Section 2. Budget .....	6
Section 3. Bonding .....	<u>76</u>
Section 4. Audit .....	7
Section 5. Disbursement of Funds .....	7
Section 6. Financial Policy .....	7
<b>Article VII Committees .....</b>	<b>7</b>
Section 1. Committees .....	7
<b>Article VIII Miscellaneous.....</b>	<b>7</b>
Section 1. Conduct of Meetings .....	7
Section 2. Amendments .....	7
<b>Amendments .....</b>	<b><u>87</u></b>

## Article I General

### Section 1. Name

The name of this Corporation shall be The Arc of Lancaster & Lebanon Counties hereafter referred to as “The Arc” or “the Corporation”.

### Section 2. Purposes

~~The purposes of The Arc of Lancaster County are:~~

- a. To promote the general welfare of persons with Intellectual and Developmental Disabilities (I/DD)
- b. To assume an advocacy role in Lancaster and Lebanon Counties
- c. To advise and support people with Intellectual and Developmental Disabilities of all ages and their families in reaching their fullest potential
- d. To provide community education and support which focuses on the abilities of people with Intellectual & Developmental Disabilities
- e. To serve as a local resource providing information and referral services to the community at large
- f. To collaborate with all public, private and faith based organizations and professional groups in the furtherance of the rights of individuals with Intellectual & Developmental Disabilities

### Section 3. Political Action

The ~~Arc of Lancaster County Corporation~~ 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~~the Corporation shall not receive a payment for their services as a Board Member or Officer. An employee of the Corporation may not serve as an Officer or Director of the Corporation.

### Section 5. Address

The area, which the Corporation 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 and Lebanon Counties.

### Section 6. State and National Membership

The Corporation shall be affiliated with The Arc of Pennsylvania and The Arc of the United States.

### Section 7. Non Profit Status and Dissolution

The Corporation is a non-profit, non-political, non-sectarian corporation. Terms of existence of this corporation are perpetual. It is organized and exists as a non-profit Corporation under Section 501-C-3 of the Internal Revenue Code of 1954, as amended. Upon dissolution of the corporation (unless otherwise agreed to by the Board of

Directors in terms of a merger) 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 chapter of The Arc is established in Lancaster and/or Lebanon County.

## Article II Membership

### Section 1. Members

Membership in the Corporation shall be obtained upon ~~application and~~ submission of dues. Membership shall be open to any individual or organization interested in the purpose of the Corporation. Each member is entitled to one vote. Organizational and family membership is entitled to one vote.

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

The Board of Directors or the Executive Director shall have the right to deny or terminate a membership if it negatively reflects upon or is otherwise contrary to the best interest of the Corporation.

### 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~~the Corporation are automatically members of The Arc of Pennsylvania and The Arc of the United States.

### Section 3. Annual Membership Meeting

The Corporation shall hold an annual membership meeting for electing Directors of the Board and Officers of the Corporation. Officers of the Corporation will begin their term effective July 1 of the same year. Board of Directors terms shall begin upon vote of approval at that meeting.

A quorum shall consist of a minimum of ten members, two of whom must be Officers of the Board. Members in good standing are eligible to vote in person.

Any business of the Corporation 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.

## ARTICLE III Directors

### Section 1. Authority

The Board of Directors shall exercise all powers inherent in the Corporation 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 people with disabilities or their families, professionals, and community representatives.

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

Directors shall be elected at the Annual Meeting for a term of three (3) years. Directors will begin their terms effective upon vote of approval. A Director may serve two consecutive terms. Any director who wants to serve on the board after two terms may reapply to be elected if there is a seat open for nomination after a one-year absence from the Board.

The term of office of any Director with absences from 50% of board meetings within a 12-month period may be terminated as a Director. The Chair shall have the authority to review patterns of absences and make a determination on a case-by-case basis.

~~In the event of a vacancy on the Board due to a Director leaving prior to their term end,~~ the Chair, with the approval of the Board of Directors, may appoint someone to serve until the next Annual Membership Meeting when they may put their name forward to be elected in their own right and as a new term.

## Section 4. Meetings

The Board of Directors shall meet a minimum of six (6) times per year.

## Section 5. Quorum for Board of Directors Meetings

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. Proxies and resolution by unanimous consent of the Board of Directors are allowed.

## **Article IV Executive Director**

### Section 1. Appointment

The Board of Directors shall appoint the Executive Director of the Corporation. Appointment may be at will employment or by contract. The Board of Directors may appoint an Ad Hoc Committee to assist in the selection of a candidate to recommend.

## Section 2. Responsibilities

The Executive Director shall be the administrative head of the Corporation and shall operate under and through the direction of the Board of Directors of the organization. He /She shall implement the overall program of the Corporation based on short and long-term views agreed upon by the Board of Directors. He/ She shall work with the Board of Directors, committee chairpersons, and other volunteer personnel in strengthening the Corporation as a whole.

## Article V Officers

### Section 1. Designation

Officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer and others as deemed appropriate by the Board of Directors. Officers shall be elected for a two year term maximum.

### Section 2. Duties

The Chair shall preside at all meetings of the Board of Directors. He /She shall appoint the chair of all Board committees. 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.

The Vice Chair shall succeed to the Chair in case of a vacancy in that office, shall perform the duties of the Chair in their absence or inability to perform the duties of the office.

The Secretary shall oversee the preparation of a record of the proceedings of all meetings of the membership and the Board of Directors which shall be maintained in the office of the Corporation.

The Treasurer shall review all Bank and Financial Statements. He/She will review, date and initial the monthly reconciliation Summary and Detail Reports for validity. The Treasurer or his/her proxy will present a written financial report at all board meetings.

## Article VI 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 for approval prior to the beginning of the fiscal year.

### Section 3. Bonding

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

### Section 4. Audit

The financial records of the Corporation shall be audited or reviewed 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 Corporation in a bank or other accredited financial institution. Funds can be drawn from accounts by the any of the following: Board Chair, Treasurer or the Executive Director.

A voucher, invoice, or billing statement shall be attached to each check request. One of the following shall sign checks: Chair, Treasurer or Executive Director.

### Section 6. Financial Policy

Except as otherwise indicated herein, the financial policy of the Corporation including matters relating to dues structure and other forms of support, shall be determined by the Board of Directors in conjunction with input by the Executive Director.

The Executive Director is approved to encumber the Corporation if there is a Resolution approved by the Board of Directors on record within the minutes of the meeting.

## **Article VII Committees**

### Section 1. Committees

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

1. Finance Committee: annually present a budget to Board of Directors for approval prior to the start of the fiscal year.
2. Board Service: reviews functionality of board committees; vets and nominates a slate of candidates for election as Officers and Directors and shall secure the consent of nominees to serve if elected. All nominees must be members in good standing.

## **Article VIII Miscellaneous**

### Section 1. 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 2. Amendments

Any proposed amendment to the bylaws, along with the date it is to be voted upon, shall be presented to the entire general membership at least six weeks prior to the

meeting at which it is to be voted upon. A quorum shall consist of a minimum of ten members, two of whom must be Officers of the Board.

#### **Amendments**

Adopted and amended at the membership meeting on January 27, 1992.  
Revisions made and approved at the membership meeting January 22, 1996.  
Revisions made and approved at the membership meeting March 13, 1997.  
Revisions made and approved at the membership meeting March 11, 1999.  
Adopted March 2006: Exec. Committee modify language of committees.  
Revisions made and approved at the membership meeting March 23, 2009.  
Revisions made and approved at the membership meeting March 25, 2013.  
Revisions made and approved at the membership meeting March 18, 2015.  
Revisions made and approved at the annual meeting June 15, 2016.  
Revisions made at the annual meeting June 21, 2017.