

CONSTITUTION

The Arc of Prince George's County, Inc.

ARTICLE I – NAME

The name of this corporation The Arc of Prince George's County, Inc. hereinafter and in its By-laws referred to as The Arc.

The term "persons with mental retardation" used herein includes all persons with mental retardation and/or with other developmental disabilities.

ARTICLE II – PURPOSE AND SCOPE

- Section 1. The purpose of The Arc is to promote throughout Prince George's County, Maryland directly and through cooperation with individuals, philanthropic, educational and social agencies, public and private, and by Federal and State Legislative Acts, facilities for the prevention of mental retardation and for the care, treatment and education of persons with mental retardation, without distinction as to race, color, national origin, religion, sex, age, or handicapping condition; to support research leading to the understanding of the problems of individuals with mental retardation, to the end that every person may be afforded proper medical and surgical treatment, adequate opportunity for general and vocational education and guidance, and such other facilities and services as will afford them the opportunity to lead as normal and full a life as possible; to advise and aid their problems to associate with and support financially The Arc of Maryland and The Arc of the United States to promote their common interests; to serve as a clearing house to gather and distribute information concerning mental retardation; and to solicit and receive funds for the accomplishment of the above purposes.
- Section 2. The principal office of The Arc shall be at such place in Prince George's County as the Board of Directors shall determine.
- Section 3. The Arc is a non-profit organization.
- Section 4. The Arc shall be non-political and shall take no position in matters of governmental policies other than those concerning persons with mental retardation.

ARTICLE III – MEMBERSHIP

Membership shall be open to all parents, relatives and guardians including foster parents of persons with mental retardation, and to other persons supportive of the purposes of The Arc.

ARTICLE IV – OFFICERS AND DIRECTORS

The officers of The Arc shall be a president, a vice president, a treasurer and a secretary. There shall be a Board of Directors. No employee of The Arc may serve as an officer, director, committee member or delegate. Officers and directors shall report any potential conflict of interest as directed by the Ethics Policy of the Association.

ARTICLE V – DISSOLUTION


In the event of dissolution of The Arc, all its property and assets shall be distributed to an organization or agency serving persons with mental retardation which has been granted exemption from Federal income taxes under Sec. 501 (C) (3) of the Internal Revenue Code of 1954.

Under no circumstance shall any of the property or assets of The Arc during its existence or upon its dissolution be distributed to any officer, director or member of The Arc.


ARTICLE VI – AMENDMENTS

Any proposed amendments to the Constitution or By-laws of The Arc shall be presented in writing, along with the date it is to be voted on, to every member then in good standing at least three weeks prior to the meeting at which it is to be voted upon. Two-thirds of the voting members present at such meeting must vote in favor of an amendment for its ratification.

This is the current constitution as amended and adopted by the general membership on May 27, 2004.



President



Secretary

10-26-66
Amended 10-29-75
Amended 4-8-81
June 26, 1997
May 27, 2004

The Arc of Prince George's County (The Arc)

BY-LAWS

ARTICLE I - MEMBERSHIP

- Section 1. Membership in The Arc shall be on an individual, family, or organizational basis. Family membership includes all parents, including surrogate parents, and their children who reside in the household. In the case of family membership, each adult member of a household shall be entitled to hold office and vote. One representative of each organizational member shall be entitled to hold office and vote.
- Section 2. Members whose dues have not been waived and who are in arrears for more than six months may be dropped from the membership roll.
- Section 3. A member in good standing is one whose dues are not delinquent.
- Section 4. Members in good standing shall be eligible to hold office and to vote (but only in person) on all questions at membership meetings.
- Section 5. All members of The Arc of Prince George's County shall automatically become members of The Arc of Maryland and The Arc of the United States.

ARTICLE II - DUES

- Section 1. Annual dues shall be required for each individual, family, and organizational member.
- Section 2. Membership dues are for a twelve-month period beginning with payment of dues and ending on that date one year later.
- Section 3. Dues may be waived in specific cases by the Board of Directors.
- Section 4. The dues amount for each type of membership shall be set by The Board of Directors.

ARTICLE III - MEETINGS

- Section 1. There shall be a minimum of one membership meeting of The Arc each year in May or June. The primary purpose of the meeting shall be to elect officers and directors. Other membership meetings may be called by the President or by a majority of the Board of Directors. The time and place of each meeting of The Arc shall be established by the President and announcements shall be sent to each member at least one week prior to the meeting.

Section 2. The proceedings of The Arc, except as provided in the Constitution and By-laws, shall be governed by Robert's Rules of Order.

ARTICLE IV - FISCAL YEAR

The fiscal year shall be for the period beginning July 1 and ending on June 30 of the following year.

ARTICLE V - DIRECTORS

Section 1. DIRECTORS: There shall be a Board of Directors, hereinafter referred to as the Board. The Board shall consist of not less than fifteen (15) nor more than twenty-four (24) directors, including officers. The Board shall be elected by the members of The Arc. Approximately, one-third (1/3) of the directors shall be elected at each annual meeting for a full term of two (2) years. The Board, by a majority vote, may appoint up to five additional directors in the course of any fiscal year. In addition, the Board, by majority vote, shall appoint additional directors to assure the required minimum fifteen (15) directors. The term of any director appointed by the Board will terminate at the annual membership meeting next succeeding their appointment. No Director shall serve more than three consecutive full terms.

The outgoing President shall automatically be a member of the Board for two (2) years following his/her term of office, regardless of the number of consecutive terms already served.

Section 2. NOMINATION AND ELIGIBILITY. Refer to Article IX, Section 2.

Section 3. MEETING OF THE BOARD - REGULAR. The Board shall meet at least six times per year as scheduled by the President

Section 4. MEETING OF THE BOARD - SPECIAL. Special meetings of the Board may be called by the President on his/her own initiative, or on a signed request of five members of the Board stating the reason and purpose thereof. Notice of such special meetings shall be mailed to each Director at least three days before the date of such special meeting. Only the business described in the notice may be transacted at such special meeting.

Section 5. QUORUM. A majority of the Board shall constitute a quorum.

Section 6. CHAIRMAN. In the absence of the President, the Vice President, Treasurer, and Secretary, in that order, shall be Chairman of the Board.

Section 7. DUTIES OF THE BOARD. The Board shall be responsible for the conduct of the affairs of

The Arc. Each officer and director shall act in an ethical and impartial manner and in the best interest of The Arc. Any potential conflict of interest shall be governed by the Conflict of Interest Policy approved by the Board. Each officer and director will agree to abide by this policy by signing a copy of the document.

ARTICLE VI - TERMS OF OFFICE

- Section 1. The officers of The Arc shall serve for a term of one year or until the qualification of their successors.
- Section 2. No person may be elected to the same office for more than two consecutive terms.
- Section 3. All officers simultaneously serve as an elected director.

ARTICLE VII - VACANCY

- Section 1. VACANCY - GENERAL. In the event of death or resignation of any director or officer, the Board shall by majority vote select a successor to serve for the remainder of the unexpired term.
- Section 2. VACANCY BY ABSENCE. Any officer or director, who is absent without notice from two consecutive or any three regular meetings of the Board during a given fiscal year, may be removed from the Board by majority vote of the Board.
- Section 3. VACANCY FOR CAUSE. The Board by two thirds (2/3) vote may remove any officer or director for cause. This action can only be taken after the Board has notified the individual in writing of its concerns and only after the individual has been provided an opportunity to be heard. This notification must be delivered by certified mail and must be served at least five (5) days in advance of the hearing.

ARTICLE VIII - DUTIES OF OFFICERS AND DIRECTORS

- Section 1. PRESIDENT. The President shall preside at all meetings of the membership and of the Board. The President shall be the executive officer of The Arc, shall appoint all committees except the Nominating Committee, and shall be ex officio, a member of all other committees. The President shall perform such other duties as may properly be required of the President by the Board or by the membership. The President shall ensure that an annual report is presented to the membership following the close of the fiscal year and sent to The Arc of Maryland and The Arc of the United States, along with the audited financial report.
- Section 2. VICE PRESIDENT. The First Vice President shall preside at meeting in the absence of the President and shall perform such duties as the President may specify.

- Section 3. SECRETARY. The Secretary shall record the minutes of the meetings of The Arc and of the Board, and shall maintain a register of the Board members present at meetings. The Secretary shall be a custodian for such minutes and of the records of The Arc other than financial records and shall read the minutes at meetings when requested. The Secretary shall maintain, or cause to be maintained, a complete roster of names and addresses of members of The Arc. The Secretary shall ensure that the Board and the membership are informed of regular and special meetings, shall ensure that communications between The Arc and others occur as may be required, and shall perform such other duties as may be designated by the Board and the President.
- Section 4. TREASURER. The Treasurer shall serve as Chairperson of the Finance Committee, which is responsible for the oversight of the financial operations of The Arc. In this capacity, the Treasurer shall ensure that all monies due The Arc shall be collected, received and deposited in a bank in the name of The Arc. The Treasurer shall ensure that an accurate account is made of all funds received and disbursed. The Treasurer shall make a financial report at each regular meeting of the Board.
- Section 5. EXECUTIVE DIRECTOR. The Board may authorize an Executive Director to function on its behalf or on behalf of the individual officers of the Board in matters of business related to The Arc and within the guidelines provided by the Constitution and By-laws of The Arc. The Executive Director shall serve as the Chief Executive Officer of The Arc and shall report directly to the President. The Executive Director is ineligible to serve as an officer or director of the Association.
- Section 6. DIRECTORS. Directors shall serve on one or more Committees of The Arc.

ARTICLE IX - NOMINATIONS AND ELECTIONS

- Section 1. NOMINATIONS AND ELECTION OF OFFICERS AND DIRECTORS. Election of officers and directors shall be held at the membership meeting in May or June of each year. A nominating committee consisting of the Past President and two other members approved by the Board shall be appointed at the first Board meeting of the fiscal year. The nominating committee shall not include any incumbent officers. The committee may submit nominations for Board appointed positions at any Board meeting. The Nominating Committee will develop a slate of officers and directors and present this slate in writing to the full membership at least 20(twenty) days prior to the May or June membership meeting. Other nominations may also be made from the floor.
- Section 2. All nominees, whether nominated by the Committee or from the floor, shall be members in good standing and shall have given consent to the nomination.
- Section 3. VOTING. A majority of votes cast shall be necessary to elect. In the event that no candidate received a majority vote, a second vote shall immediately be held, limited to the two candidates

who received the highest number of votes. In the event there is only one candidate for an office, a unanimous vote may be cast by the Secretary if there is no dissent by any member eligible to vote.

Section 4. New officers and directors shall formally begin their terms upon election.

ARTICLE X - COMMITTEES

Section 1. There shall be an Executive Committee that will include: the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President.

Section 2. The following are the standing committees of The Arc:

1. Finance Committee
2. Ethics Committee
3. Governmental Affairs Committee
4. Education Committee
5. Quality of Life Committee
6. Membership Committee
7. Nominating Committee
8. Human Rights Committee

The President shall appoint Committee Chairs. Committee Chairs shall be members. Committee membership shall be open to officers, directors, members, and other interested individuals.

Section 3. Other committees may be established by the Board or the President.

Section 4. Committee Chairpersons shall be responsible for reporting on progress to the President and the Board.

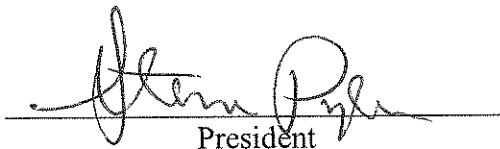
ARTICLE XI - RELATIONSHIP WITH THE ARC OF MARYLAND AND THE ARC
OF THE UNITED STATES

The Arc agrees to maintain membership in The Arc of Maryland and The Arc of the United States and to support those Arcs in their efforts to enhance the lives of individuals with mental retardation

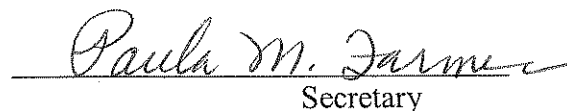
ARTICLE XII - MISSION

- Section 1. The mission of The Arc of Prince George's County is to assure that Prince George's County is a great place to live, learn, work play and worship for persons with mental retardation and their families.
- Section 2. The Arc of Prince George's County strives to accomplish this mission by providing community education, information, referral, advocacy and services including: employment, medical day care, residential, individual and family support, day habilitation, supported living, transportation, respite care, early childhood intervention, and other services supporting persons with mental retardation and their families.

These are the current By-laws approved and adopted by the membership on May 27, 2004.



President



Secretary

Amended March 29, 1973
 February 26, 1975
 October 29, 1976
 December 4, 1980
 May 14, 1986
 September 21, 1995
 June 1997
 May 27, 2004