

The Arc of Prince George's County

BY-LAWS

ARTICLE I - MEMBERSHIP

- Section 1. Membership may be on an individual or family basis. Family membership includes both parents (including foster parents), and all guardians of a person with mental retardation. In the case of family membership, each parent and each guardian shall be entitled to hold office and to 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. Control of The Arc shall rest with the members. Any action of the Board of Directors shall be subject to review by the membership on request of any member in good standing at a regular meeting or special meeting called for the purpose. Any action of the Board of Directors may be altered or rescinded by a two-thirds vote of the members present, provided not rights of third parties are affected.

ARTICLE II - DUES

- Section 1. Annual dues shall be required for each individual or family membership, which shall include dues to The Arc of Maryland and The Arc of the United States.
- 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.

ARTICLE III - MEETINGS

- Section 1. **REGULAR AND SPECIAL:** Except as provided herein and as the membership may otherwise provide, there shall be a minimum of one regular meeting of The Arc each fiscal year in May or June. Other regular 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 one week preceding the meeting.

Upon not less than five days notice, special meetings may be called by direction of the Board, or upon written request of twenty-five (25) members of The Arc. Such notice will be sent to each member in good standing which will state the purpose of the meeting at which no other business will be transacted.

Section 2. The annual business meeting will coincide with the May or June membership meeting.

Section 3. The proceedings of The Arc except as provided in this Constitution and By-laws, shall be governed by Robert's Rules of Order.

ARTICLE IV - FISCAL YEAR

The fiscal year shall be the period beginning July 1 of any year 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 directors, including officers, 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 three (3) years. The Board may, by a majority, vote to appoint not more than one additional member for each elected Director in the course of any twelve month period. The term of any Directors appointed by the Board will terminate at the annual business 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 three 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 once during each month except that meetings may be dispensed with by a vote of the Board.

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 First or Second Vice President, in that order, shall be Chairman of the Board.
- Section 7. DUTIES OF THE BOARD. The Board, subject to direction of the membership at regular or special meetings, shall be responsible for the conduct of the affairs of The Arc. The Board, through its officers and the committees of The Arc, shall report to The Arc at regular or special meetings of the members.

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.

ARTICLE VII - VACANCY

- Section 1. VACANCY - GENERAL. In the event of death, resignation in writing or disability 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. Any officer or director may be removed from office for cause by the Board by a two thirds vote (2/3) after it has afforded the accused officer or director an opportunity to be heard on the charges, which shall be in writing and signed by at least four elected members of the Board. A copy of the charges shall be served on the accused officer or director by certified mail, at least five days before the date set for the hearing by the Board.

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. **FIRST AND SECOND 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. The Second Vice President shall preside at meetings in the absence of both the President and First Vice President, and shall perform such duties at 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 and at the annual business meeting of The Arc. The method of maintaining the books of accounts shall be approved by the Board. The Treasurer shall ensure that an account is kept of the dues and other amounts contributed by members and others, and shall ensure that written notice is sent to those whose membership is about to lapse because of failure to contribute the stated annual dues. The Treasurer shall ensure that a current membership card is provided to all members and that an official receipt of The Arc is provided for all monies received. The Treasurer shall be aware and shall ensure the security of all important financial documents of The Arc. Documents shall be defined as both hardcopy and electronic.

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.

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 regular business 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 shall submit nominations to the Board at any Board meeting. The Nominating Committee slate for consideration for the full membership is to be presented thirty (30) days prior to the regular 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 upon the date they would take office if elected 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 on July 1.

ARTICLE X - COMMITTEES

Section 1. There shall be an Executive Committee which will include: the President, the First Vice President, the Second 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. Fund Development 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 in accordance with the By-laws.

Section 3. Additional standing or special committees may be provided by the Board or the President.

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

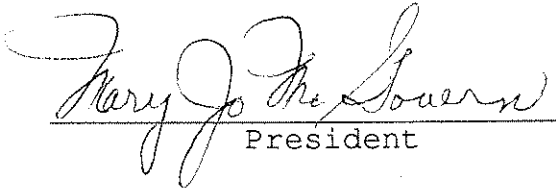
ARTICLE XI - RELATIONSHIP WITH THE ARC OF MARYLAND
AND THE ARC OF THE UNITED STATES

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 and play 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 June 26, 1997.



President



Secretary

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