



# Bylaws

The Arc Montgomery County

December, 2012

# The Arc Montgomery County

## Bylaws

### Table of Contents

#### ARTICLE I: Membership

- 1.1 Classes
- 1.2 Eligibility
- 1.3 Application
- 1.4 Dues
- 1.5 Good Standing
- 1.6 Control, Conduct, Termination
- 1.7 Meetings
- 1.8 Quorum
- 1.9 Conduct of Meetings

#### ARTICLE II: Fiscal Year and Board Year

#### ARTICLE III: Board of Directors

- 3.1 Purpose and Authority
- 3.2 Composition
  - 3.2.1 Approval of Appointments to the Board
- 3.3 Nominations, Elections, Installation
- 3.4 Orientation
  - 3.4.1 Committee Assignments
- 3.5 Meetings
  - 3.5.1 Quorum
  - 3.5.2 Voting
- 3.6 Officers
  - 3.6.1 Terms of Officers
  - 3.6.2 Duties of Officers
  - 3.6.3 Vacancies of Officers
    - 3.6.3.1 Vacancy – General
    - 3.6.3.2 Vacancy – By Absence
    - 3.6.3.3 Vacancy – For Cause
- 3.7 Directors
  - 3.7.1 Terms of Directors
  - 3.7.2 Duties of Directors
  - 3.7.3 Vacancies of Directors
    - 3.7.3.1 Vacancy – General
    - 3.7.3.2 Vacancy – By Absence
    - 3.7.3.3 Vacancy – For Cause

ARTICLE IV: Corporation Committees

- 4.1 Establishment
- 4.2 Composition
- 4.3 Assignment and Term
- 4.4 Meetings
- 4.5 Quorum & Voting
- 4.6 Executive Committee
- 4.7 Standing Committee
- 4.8 Ad Hoc Committees

ARTICLE V: Executive Director

- 5.1 Terms and Conditions
- 5.2 Functions
- 5.3 Authorization to represent
- 5.4 Executive Review
- 5.5 Vacancy – General
- 5.6 Vacancy – For Cause

ARTICLE VI: Relationship with State and National Associations

ARTICLE VII: General

- 7.1 Indemnification
- 7.2 Conflict of Interest
  - 7.2.1 Board
  - 7.2.2 Employees
  - 7.2.3 Board Compensation
- 7.3 Confidentiality

ARTICLE VIII: Amendments

CERTIFICATION

## ARTICLE I *Membership*

- 1.1 Class of membership.** The Corporation shall have three (3) classes of membership: individual, household, and corporate memberships.
- 1.2 Membership Eligibility.** Any individual, household or corporation who agrees to be bound by the Articles of Incorporation of this Corporation, by these Bylaws, and by such rules and regulations and dues requirements as the Board of Directors may from time to time adopt, is eligible for membership in this Corporation. In the case of household membership, each adult member of a household shall be entitled to (1) vote. One representative from each corporate membership shall be entitled to (1) vote.
- 1.3 Application for Membership.** Membership in the Corporation is available to any individual upon application to the principal office of the Corporation, subject to payment of the minimum dues established by the Board of Directors from time to time.
- 1.4 Dues.** Dues are payable on July 1 of each year and are valid for 1 year. Members whose dues have not been waived and who are in arrears for more than six months may be dropped from the membership roll and considered inactive. An inactive member shall not be eligible to be nominated for any officer or director position in the organization and if currently in office, may not be permitted to continue to serve until dues are paid. All members of the Board of Directors must be active members. At its discretion, the Board of Directors may grant complimentary or honorary memberships (not subject to the payment of dues) to designated individuals or groups of individuals. The granting of voting privileges to complimentary or honorary members shall be at the discretion of the Board of Directors. All members of The Arc Montgomery County shall automatically become members of The Arc Maryland and The Arc United States.
- 1.5 Good Standing.** A member in good standing is one whose dues payment is current according to guidelines and amount established by the Board of Directors from time to time and who has not been dropped from the membership roll as described in Article 1, Section 1.4. Only members in good standing are eligible to serve as officers or directors of the Corporation subject to nomination and election procedures described in these Bylaws. Only members in good standing are eligible to vote in all elections and on such matters as may be put before the general membership at the annual meeting or any special meetings of the membership of the Corporation. Membership in this Corporation is not transferrable.
- 1.6 Control, Conduct, Termination.** Overall control of the Corporation shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on request of any member at regular meetings or at a special meeting called by the President for that purpose. An action by the Board of Directors may be altered or rescinded by a two-thirds (2/3) vote provided no rights of third parties are affected. No member shall make representations to any public official body, or speak or act publicly in the name of the Corporation without prior approval from the President, Executive Committee, Board of Directors or Executive Director. When any member violates the Articles of Incorporation of this Corporation, these Bylaws, or such rules and regulations as the Board of Directors may from time to time adopt, or whose action

is judged contrary to the best interest of the Corporation, the persons it supports or persons with intellectual and developmental disabilities, he/she/it may be subject to expulsion.

- 1.7 Meetings.** There shall be a minimum of one membership meeting of The Arc each fiscal year between May 1 and June 30. The primary purpose of the Annual Meeting shall be to elect officers and directors. A notice of the date, time and place of the Annual Meeting, the slate of officers and directors to be voted upon and the agenda of such business as may be transacted shall be mailed by US Postal Service or distributed electronically to all members in good standing at least 20 days in advance of the meeting. Unless Maryland law, these Bylaws or the charter of the Corporation provides otherwise, a majority of the votes cast by members in good standing at a membership meeting is sufficient to approve any matter which properly comes before the meeting. Other membership meetings may be convened or scheduled by the President, a majority of the Board of Directors, or by request by any member subject to approval by a majority vote of the Board of Directors at a meeting at which a quorum is present. Notices of Meetings shall be mailed by US Postal Service or distributed electronically to all members in good standing at least 20 days in advance of the meeting.
- 1.8 Quorum.** For the annual meeting and any special meeting of the members, a quorum shall be the members in good standing present for said meeting.
- 1.9 Conduct of Meeting Proceedings.** The proceedings of The Arc, except as provided in the Constitution and Bylaws, shall be governed by *Robert's Rules of Order* newly revised.

## **ARTICLE II *Fiscal Year and Board Year***

The Corporation and Board fiscal year shall begin on July 1 of each year and end on June 30.

## **ARTICLE III *Board of Directors***

- 3.1 Authority and Purpose.** The overall governance of the activities and affairs of the Corporation shall be vested in a Board of Directors elected from the membership. The Board shall develop, review, and establish policies and goals for the Corporation relevant to its mission and purposes as described in the Corporation's Constitution. It shall further act on all business and financial matters inherent in the operation of the Corporation except as may be delegated to the employees of the Corporation. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.
- 3.2 Composition.** The Board of Directors shall reflect the diversity of skills, abilities, backgrounds, and ethnicity of Montgomery County. The Board of Directors shall be composed of the officers, self-advocates, elected directors, and appointments. The Board shall have no fewer than 15 and no more than 22 members. The specific composition is as follows:

- Five (5) officers, specifically President, Vice President, Secretary, Treasurer and Immediate Past President;
- Three (3) self-advocates;
- A minimum of two (2) and maximum of five (5) presidential appointments;
- A minimum of five (5) and maximum of nine (9) members elected from the community.

**3.2.1 Approval of Appointments to the Board.** In advance of the next scheduled Board meeting, the President shall notify each Board Director of any proposed appointment. A majority of Board members present must approve each appointment.

**3.3 Nominations/Elections/Installation.** The Governance Committee (as described in Article IV, Section 4.7) shall prepare a slate of officers and directors to be presented to the general membership in March of each year, after reviewing all nominations received. A notice of the date, time and place of the Annual Meeting including the slate of officers and directors to be voted upon shall be mailed by US Postal Service or distributed electronically to all members in good standing at least 20 days in advance of the meeting. The slate of officers and directors will also be posted on The Arc website. Additional written nominations postmarked no later than April 15 will be accepted and considered by the Governance Committee. Nominations will be closed as of midnight April 15. A notice of any additions to the slate of officers and directors shall be mailed by US Postal Service or distributed electronically to all members in good standing at least 20 days in advance of the meeting. Additions to the slate of candidates will also be posted on The Arc website. The election of officers and directors will take place at the Annual Meeting. The Annual Meeting is held on a date between May 1 and June 30 each year. The Chairperson of the Governance Committee shall present the slate. The Chairperson will then call for a vote. A majority of votes cast by those members attending and in good standing shall be necessary to elect. In the event no candidate receives a majority vote, the balloting for such office or offices shall continue until the election is complete. The Chairperson shall certify and announce the election results to the membership present at the meeting. The Chairperson will conduct the installation once the ballot certification is completed. New officers and directors shall formally begin their terms on July 1 following the Annual Meeting.

**3.4 Orientation.** There shall be an orientation for all new officers and directors within 90 days of election or appointment. The new officer or director will receive a Board Operations Manual.

**3.4.1 Committee Assignments.** The President will make committee assignments within 90 days of election or appointment. Each officer or director must serve on at least one committee.

**3.5 Meetings.** The Board shall conduct six regular board meetings a year. At least 10 days advance notice will be given for each meeting. Special meetings of the Board may be convened at the discretion of the President or with a signed request from any three officers or directors stating the reason and purpose for the meeting. At least 24 hours advance notice will be given for each Special meeting. Regular and Special meetings may be conducted via teleconference at the discretion of the President.

- 3.5.1 Quorum.** A majority of the full Board, including those in attendance and those authorized to participate by teleconference, shall constitute a quorum.
- 3.5.2 Voting.** Each board officer and director shall be entitled to one (1) vote. A majority of those present and voting (whether in person or by teleconference), provided there is a quorum, may take action on a motion. A motion will pass if a majority of the officers and directors either present at a board meeting or present via conference call approve.
- 3.6 Officers.** The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and Immediate Past President. The Board of Directors may create and fill other offices as its interests may dictate from time to time. Election of officers shall be held at the Annual Meeting between May 1 and June 30 of each year.
- 3.6.1 Terms of Officers.** Officers shall serve for a term of one year. No officer may serve in the same office for more than four consecutive terms. All officers simultaneously serve as an elected director.
- 3.6.2 Duties.** The duties and responsibilities of officers shall be as follows:
- President: The President shall by virtue of office be Chairman of the Board of Directors and shall act as the Executive Officer of the Corporation. The President shall convene and preside over all meetings of the Board of Directors, Executive Committee, and members. He/She shall appoint the Chairpersons of all standing and special committees and shall supervise directly or indirectly their work and shall be an ex-officio member of all committees except during the Governance Committee's nominating proceedings. 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 Maryland and The Arc United States, along with the audited financial report. He/She shall perform other duties as may be properly required by the membership and the Board of Directors. He/She shall have such other powers as may be reasonably construed as belonging to the Chairman of the Board of any non-profit advocacy and service organization.
- Vice President: The Vice President shall assist the President in such duties as he/she may delegate and shall perform special duties and accept special assignments as requested by the President. The Vice President shall preside over any meetings that the President is unable to attend and shall temporarily assume the other duties of the President in his/her absence. In the event that the President is unable or unwilling to complete any term of office, then the Vice President shall complete the balance of that term and shall have all the powers of, and be subject to all the restrictions upon, the President.
- Secretary: The Secretary shall record and attest to the minutes of the meetings of the Corporation's Membership, Board, and Executive Committee and shall maintain a register of those Board members and general members present at meetings. He/She shall attest to all motions, resolutions, and other corporate actions duly enacted by the Board of Directors, Executive Committee, and members. He/She shall be responsible for the custody of such minutes and of the records, and shall report such minutes at meetings when requested. He/She shall perform all duties incident to the Office of

Secretary and other such duties as may be designated by the President and the Board. In the event that both the President and Vice President are unable to preside over any meeting or otherwise carry on the duties of the President, the Secretary shall assume those duties either temporarily or for the balance of the term as the circumstances dictate.

Treasurer: The Treasurer shall monitor and oversee regular financial reports of The Arc and present Treasurer's reports to the Board of Directors and Membership. The Treasurer shall present the annual financial report and audited CPA reports to the Board of Directors and General Membership. The Treasurer shall work with The Arc Director of Finance and Executive Director in the preparation of financial reports and fiscal projections to ensure the Board completes its fiduciary duties. He/She shall review the budget preparation of the funds as directed by the Board. He/She shall monitor that financial records are maintained appropriately and audited annually. A report shall be published annually to the membership and such other as may be required by the Board. He/She shall, prior to the beginning of each fiscal year, present an annual budget to the Board for review and approval. He/She shall be the Chairperson of the Finance Committee. He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/She shall exercise all duties incident to the Office of Treasurer. In the event that the President, Vice President and Secretary are unable to preside over any meeting or otherwise carry on the duties of the President, Vice President and Secretary, the Treasurer shall assume those duties either temporarily or for the balance of the term as the circumstances dictate.

Immediate Past President: The Immediate Past President of the Board of Directors shall assist the president in assumption and discharge of his/her duties and shall serve as an advisor to the President as needed. The Immediate Past President shall also perform any special duties and assignments as requested by the President and shall continue as a voting member of the Board.

### **3.6.3 Vacancies of Officers.**

**3.6.3.1 Vacancy – General.** In the event of a vacancy due to death, resignation in writing, disability or other reason of any officer, the President shall appoint a successor to serve until the next Annual Meeting, except for the office of President. Such an appointment must be approved by a majority of the Board of Directors attending a regular meeting, assuming a quorum is present. In the event the President vacates his/her office due to death, resignation in writing, disability or other reason before his/her term expires, the Vice President will succeed as Interim President until the next Annual Meeting. In the event the Vice President cannot assume the Interim President position, another officer will succeed. Such appointment must be approved by a majority of the Executive Committee and the Board of Directors. Appointment and approval must take place within 10 calendar days from the President vacating office.

**3.6.3.2 Vacancy – by Absence.** Any officer 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 a two-thirds (2/3) vote of those present at any subsequent Board meeting, provided written notice of the proposed action has been mailed to each member of the Board before the meeting. The President shall appoint a successor to serve until the next Annual Meeting. Such an appointment must be approved by a majority of the Board of Directors attending a regular meeting, assuming a quorum is present.

**3.6.3.3 Vacancy – For Cause.** The Board by two-thirds (2/3) vote may remove any officer 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 board action.

**3.7 Directors.** The Director positions shall be the following: Three (3) self-advocates; a minimum of two (2) and maximum of five (5) presidential appointments; a minimum of five (5) and maximum of nine (9) directors elected from the community. Election of directors shall be held at the Annual Meeting between May 1 and June 30 of each year.

**3.7.1 Terms of Directors.** Elected Directors shall serve for a term of one year. No elected Director may serve more than eight (8) consecutive terms. Presidential appointments shall serve until the next Annual Meeting.

**3.7.2 Duties of Directors.** Persons duly elected as a member of the Board of Directors are legally and ethically responsible for all activities of the corporation. They counsel and advise, giving the benefit of its judgment, expertise, and familiarity with the community or communities the corporation serves. The Board delegates authority and holds the Executive Director accountable for the management of the corporation and for all operational functions. Directors shall believe in the purpose and the mission of the corporation and act responsibly and prudently as its stewards. Responsibilities include, but may not be limited to:

- Attend and actively participate in Board meetings;
- Attend and actively participate in the Annual Meeting;
- Attend major fundraising events and awards event;
- Provide financial contributions at a level that is meaningful;
- Keep in good standing as a member of The Arc;
- Participate in resource development and fundraising;
- Serve on a minimum of one committee;

**3.7.3 Vacancies of Directors.**

**3.7.3.1 Vacancy – General.** In the event of a vacancy due to death, resignation in writing, disability or other reason of any officer, the President shall appoint a successor to serve until the next Annual Meeting. Such an appointment must be approved by a majority of the Board of Directors attending a regular meeting.

**3.7.3.2 Vacancy – by Absence.** Any 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 a two-thirds (2/3) vote of those present at any subsequent Board meeting, provided written notice of the proposed action has been mailed to each member of the Board before the meeting. The President shall appoint a

successor to serve until the next Annual Meeting. Such an appointment must be approved by a majority of the Board of Directors attending a regular meeting, assuming a quorum is present.

**3.7.3.3 Vacancy – For Cause.** The Board by two-thirds (2/3) vote may remove any 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 board action.

#### **ARTICLE IV *Board Committees***

**4.1 Establishment.** In order to accomplish the mission and purpose of the Corporation as delineated in the Constitution and Bylaws, there shall be three types of committees – Executive, standing and *ad hoc* committees - with the stated duties and purposes and such other duties and purposes as may be assigned by the Board of Directors from time to time. They shall act and function as extensions of the Board in assigned areas such as, but not limited to, planning, budgeting, policy making, etc. They shall also relate their conclusions and recommendations to the Board for final decision and relate their work to the General Membership as requested. All committee members shall be members in good standing at the time of their appointment.

**4.2 Composition.** A committee shall consist of at least three members in good standing. This number shall not include the President or Executive Director. The President shall be an ex-officio member on all committees except during the Governance Committee's nominating proceedings and will appoint the chairpersons of all committees. Together they shall secure the remaining Members of the Committee. The President will make Board of Directors committee assignments within 90 days of election or appointment. Each Officer or Director must serve on at least one committee. The President may appoint other persons, such as educational and professional leaders, to serve on a committee in an advisory or consulting capacity. The Arc employees may serve on a committee as representatives of their area of expertise, but may not be a voting member of the committee.

**4.3 Assignment and Term.** Assignments and duties are prescribed in Article IV, Sections 4.6, 4.7, 4.8. Each committee shall be chaired by a member of the Board. The terms of Committee Chairpersons and committee members shall automatically expire at the end of each President's tenure of office. The Executive Committee, by a majority vote, may discharge any committee chairpersons or committee member who fails to carry out the responsibility of his/her office.

**4.4 Meetings.** Meetings shall be scheduled by the Chairperson for each fiscal year upon appointment as Chair. Advance notice of at least 10 days will be given to all committee members for each meeting. The President and Executive Director shall be notified of all committee meetings in advance and may attend those meetings as they deem necessary. Minutes will be recorded and certified by the Chairperson. Meetings may be conducted via teleconference at the discretion of the Chairperson.

**4.5 Quorum and Voting.** A majority of the whole committee shall constitute a quorum, and the act of a majority of members present at the meeting at which a quorum is present shall be an act of the committee. The President shall have the power to vote only in case of a tie vote.

**4.6 Executive Committee:** The Executive Committee shall consist of the officers of the Corporation. The President may appoint up to two members from the Board of Directors to serve on the Executive Committee. The Committee shall meet and act on behalf of the entire Board of Directors on an as needed and/or emergency basis between regular meetings of the Board of Directors and/or as specifically requested or authorized by the Board of Directors. It shall be vested with all the powers of the Board necessary to undertake such action except for the power to amend the Articles of Corporation, Constitution, and Bylaws. Any action taken by the Executive Committee shall be reported to the Board at the next regular Board meeting. Any action taken by the Executive Committee, not given prior authorization by the Board of Directors, may be subject to revision or alteration by the Board of Directors providing no irrevocable rights of third parties shall be affected by such revision or alteration.

**4.7 Standing Committees.** The Corporation shall have the following Standing Committees:

Finance Committee: The Finance Committee assists the Board of Directors in fulfilling its fiduciary responsibility with oversight of the financial condition of the Corporation. The Committee reviews and makes recommendations on the annual budget proposals, monthly operating financials, fiscal policies, capital assets and projects, annual audits, investments, IRS Form 990, and various insurance coverages. The Finance Committee will ensure the Corporation's accounting systems are compliant with GAAP and GAAS.

Development and Marketing: The Development and Marketing Committee Members are ambassadors for The Arc in the community and will leverage community connections to advance the Corporation's programs, events, and services. The Committee will develop the annual resource development plan and accesses community resources such as Foundations, Organizations, and individuals who will provide financial support to the Corporation. The Committee members will assist in the planning, organizing, and operation of special events. The Committee will actively recruit new members for the general Corporate membership and assist with the annual renewal process. It shall be responsible for informing potential members about the Corporation.

Human Rights/Quality Assurance: The Human Rights/Quality Assurance Committee will act as a monitoring/oversight committee who will ensure that all policies, procedures, programs and activities of the agency are consistent with the rights and dignity of the individuals supported. The Committee shall promote innovative, quality supports consistent with individual program requirements. The Committee will review complaints of human rights violations and actions taken by the Corporation to correct/remediate such violations. The Committee will recommend corrective or preventive action to comply with human rights standards and make recommendations

regarding programs, services, staff development and other areas affecting the quality of programs and services.

Public Policy: The Public Policy Committee shall coordinate and initiate efforts to advance and support legislation and other governmental actions that benefit persons with intellectual and developmental disabilities and their families and which advances their human and legal rights. This includes reviewing policies, regulations and laws regarding educational and child care services and programs of the state and county. The Committee will advocate for inclusive and least restrictive environments for individuals. The Committee will recommend positions and statements for The Arc regarding areas of concerns. The Committee will cooperate and work in partnership with The Arc Maryland and The Arc United States Public Policy Committees.

Governance: The Governance Committee pursues strategic actions that address these key elements of overall Board development and operations:

- Prospective Board member identification, cultivation and recruitment that is consistent with the Corporation's Strategic Goals of ensuring diversity of skills, abilities, backgrounds, and ethnicity of Montgomery County
- Board member job description development to include criteria for Board membership
- Board member orientation and continuing education
- Agenda development for annual Board Retreat (in consultation with the President)
- Annual Board Self-Evaluation to include analysis and development of Action Plan
- Periodic bylaw review to include recommendations for amendments as needed

Consistent with its first charge above, the Governance Committee shall carry out the nominations responsibility as indicated in Article III, Section 3.3.

- 4.8 *Ad Hoc Committees.*** Special or *ad hoc* committees may be established from time to time as needed to further the mission and purposes of the Corporation. Such committees shall be established upon recommendation of the President with approval by a majority vote of the Board of Directors at a meeting where a quorum is present.

## **ARTICLE V *Executive Director***

- 5.1 *Terms and Conditions.*** The Corporation shall employ an Executive Director who shall function as Chief Executive Director of the Corporation. The Board of Directors shall employ the Executive Director through a letter of agreement or contract that delineates salary, benefits, job duties and responsibilities and other terms and conditions as may be established from time to time by the Board of Directors.

- 5.2 *Functions.*** The Executive Director shall have broad responsibility and authority over all operations of the Corporation, managing all day-to-day aspects of the Corporation, subject to the policies, guidelines and practices adopted by the Board of Directors. The Executive Director shall have full and complete responsibility and authority over all employees of the Corporation. Only the Executive Director shall report directly to and be accountable to the Board of Directors. The Executive Director shall employ such assistants and staff as needed to fulfill the mission of the Corporation and to operate the programs and services

of the Corporation, consistent with the annual, approved budget. The Executive Director shall function at all times within the policies established by The Arc and shall have no authority to countermand decisions made by the Membership or the Board of Directors. The Executive Director shall not disregard any provisions contained in the Constitution and By-Laws.

- 5.3 Authorization to Represent.** The Executive Director is authorized to act on behalf of the Corporation. He/She is empowered to execute any and all documents that may bind and obligate the Corporation, including bonds, notes, mortgages, grant applications, compliance statements, contracts, leases, purchase agreements, etc. This authority may be subject to resolution or approved motion by a majority vote of the Board of Directors at a meeting where a quorum is present.
- 5.4 Executive Review.** The Executive Committee shall review on an annual basis the performance of the Executive Director. The Board President, acting on behalf of the Executive Committee, shall perform the review. The review will include establishing specific goals and objectives to be attained in the ensuing years and recommending any changes in compensation that the Committee deems appropriate.
- 5.5 Vacancy – General.** In the event of a sudden or pending vacancy in the Executive Director position, the President will appoint a senior level staff to assume the position of Interim Executive Director. Such appointment will require majority vote of the Board of Directors and take place within 5 business days of the vacancy date. The President shall appoint a special committee to plan and conduct the search, recruitment and selection process. The final selection will require a majority vote of the Board of Directors.
- 5.6 Vacancy – For Cause.** If the Executive Committee determines that the Executive Director's performance is insufficient and wishes to recommend termination, that recommendation shall be made to the full Board of Directors whose majority vote is required to effectuate the recommendation.

## **ARTICLE VI *Relationship with State and National Associations***

The Arc agrees to maintain membership in The Arc Maryland and The Arc United States and to support these associations in their efforts to enhance the lives of individuals with intellectual and developmental disabilities.

## **ARTICLE VII *General***

- 7.1 Indemnification.** The Corporation shall indemnify a present or former Director or Officer of The Arc to the fullest extent permitted by law in connection with any claim or proceeding arising out of his or her service as Director or Officer for The Arc. The Corporation shall indemnify any other representative of The Arc to the fullest extent permitted by law in connection with any claim or proceeding arising out of his or her service as such representative, if such indemnification is determined to be proper in the circumstances of the specific case and is authorized (1) at a duly constituted meeting of the Board of Directors, by an affirmative vote of a majority of the Board who are not

parties to the proceeding, or (2) at a duly constituted meeting of the Membership, by an affirmative vote of a majority of the members who are not party to the proceeding.

**7.2 Conflict of Interest.**

**7.2.1 Board.** The Board of Directors shall adopt a conflict of interest statement which shall require a Director to disclose any actual or potential conflict between a Director's personal interests and his/her duty to The Arc. Any Director deemed by the Board pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his/her personal influence on the matter, and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

**7.2.2 Employees.** Employees of The Arc are not eligible to serve as Directors or Officers on the Board of Directors.

**7.2.3 Compensation.** Directors shall not receive any compensation for their services, but by resolution of the Board of Directors, expenses may be allowed for attendance at meetings, seminars, or conferences, if in the discretion of the Board of Directors such attendance is in the best interest of The Arc.

**7.3 Confidentiality.** The unauthorized release of information whether verbal, written or electronic pertaining to any individual receiving services from The Arc is in violation of state and federal regulations and HIPAA laws. Any such release shall always be in accordance with all appropriate confidentiality laws and regulations.

**ARTICLE VIII *Amendments***

Any proposed amendment(s) may be presented in writing by any member in good standing. Such amendment(s) shall be transmitted to the Secretary of the Corporation, who together with the President, shall present the proposed changes to the Board of Directors for review and evaluation. If a majority of the Board votes in favor of the amendment(s), the proposed amendment(s) will be put forth to the membership for consideration and approval. All members shall be notified in writing of the date, time, and place of the next membership meeting where the amendment(s) will be considered and voted upon. The text of the proposed amendments will be posted on The Arc's website and provided in printed form upon request. The notice will be mailed at least 20 days in advance of the meeting. A two-thirds (2/3) vote of the members in good standing present at that meeting is required for approval of the amendments.

**Certification**

These are the current Bylaws as amended and approved by two-thirds vote of the general membership on \_\_\_\_\_ (date).

Signed \_\_\_\_\_  
President

Signed \_\_\_\_\_  
Secretary

Approved and Adopted as Montgomery County Association for Retarded Citizens, Inc.	May 2, 1955
Amended:	May 5, 1958
	May 7, 1962
	December 2, 1968
	May 3, 1971
	May 1, 1972
	May 5, 1975
	September 10, 1979
	September 14, 1981
	April 4, 1983
	April 27, 1987
	November, 1988
	July 1, 1992
	May, 1996
	March, 2003
	September, 2007
	December 12, 2012
	April 2, 2014