



Second Amended and Restated Bylaws

The Arc Montgomery County

March 3, 2025

The Arc Montgomery County
Second Amended and Restated Bylaws
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ARTICLE I *Office*

- 1.1 **Principal Office.** The principal office of The Arc Montgomery County (the "Corporation") in the State of Maryland shall be located at 7362 Calhoun Place, Rockville, MD 20855 or at any other place or places as the Board of Directors (the "Board") may designate.
- 1.2 **Additional Offices.** The Corporation may have additional offices at any other place or places that the Board determines from time to time or the business of the Corporation requires.

ARTICLE II *Membership*

- 2.1 **Types of Members.** The Corporation shall have two (2) types of members: individual members and corporate members.
- 2.2 **Membership Eligibility.** Any individual or entity who agrees to be bound by the Articles of Incorporation of this Corporation as amended and restated (the "Charter"), the Constitution of this Corporation (the "Constitution"), these Amended and Restated Bylaws (the "Bylaws"), and such rules and regulations and dues requirements as the Board may from time to time adopt, is eligible for membership in this Corporation.
- 2.3 **Application for Membership.** Membership in the Corporation is available upon completion of the application and submission thereof to the principal office of the Corporation, subject to approval and payment of the dues established by the Board from time to time. Applications for membership can be found on the Corporation's website www.thearcmontgomerycounty.org (the "website").
- 2.4 **Dues.** Dues are payable on July 1 of each year. Payment provides for membership with the Corporation for one fiscal year. Members who do not pay their dues by July 1 shall be considered inactive until the dues are paid. An inactive member shall not be eligible to vote on any matter brought before the members for a vote and may not serve in any director position in the Corporation. At its discretion, the Board may grant complimentary or honorary memberships (not subject to payment of dues) to designated individuals or groups of individuals. All members of the Corporation shall automatically become members of The Arc Maryland and The Arc United States. Membership in the Corporation is not transferrable.
- 2.5 **Conduct.** Overall control of the Corporation shall rest with the membership through the election of the Board and officers. No member shall make representations to any public official body, or speak or act publicly in the name of the Corporation without prior written consent from the President, Executive Committee, Board or Chief Executive Officer of the Corporation. Any violation by a member of the Charter, the Constitution, the Bylaws or such rules and regulations as the Board may from time to time adopt may result in the expulsion of the member.
- 2.6 **Meetings.** The Annual Meeting of the members of the Corporation shall take place between May 1 and June 30 at the principal office of the Corporation or at any other place in Maryland stated in the notice of the meeting. The primary purpose of the Annual Meeting shall be to elect directors and officers. A notice of the date, time, and place of the Annual Meeting, the slate of candidates 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 or these Bylaws provide otherwise, a majority of the votes cast by members in good standing where a quorum is present is sufficient to approve any matter that properly comes before the members. Other membership meetings may be convened or scheduled by the President or a majority of the Board. 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. Members in good standing shall mean members who have satisfied the requirements set forth in Section 2.4 as of the day immediately prior to the day notices are mailed or distributed and have not since been expelled.

- 2.7 **Quorum.** At any meeting of members, the members in good standing present for said meeting shall constitute a quorum; but this section shall not affect any requirement under any statute or the Charter for the vote necessary for the adoption of any measure. If, however, a quorum is not present at any meeting of the members, the members entitled to vote at the meeting, present in person or by proxy, shall have power to adjourn the meeting from time to time to a date not more than 120 days after the original record date without notice other than announcement at the meeting until a quorum is present. At an adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the originally scheduled meeting.
- 2.8 **Conduct of Meeting.** No business shall be transacted at any special meeting of members except that specifically designated in the notice. The proceedings of any meeting of the members shall be governed by Robert's Rules of Order as in effect on the date of the meeting.
- 2.9 **Voting.** An individual member in good standing is entitled to one (1) vote. One representative of an entity that is a member in good standing is entitled to one (1) vote.
- 2.10 **Proxies.** A member may vote either in person or by proxy executed in writing by the member or by a duly authorized attorney in fact. In order to be valid, a proxy must be filed with the Secretary of the Corporation no fewer than five (5) business days before the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.
- 2.11 **Ballots.** Voting on any question or in any election may be viva voce unless the presiding officer orders or any member demands that voting be by ballot.
- 2.12 **Telephone Meetings.** Members may participate in a meeting by means of a conference telephone or similar communications equipment if they register to do so in advance of the meeting. Participation in a meeting by these means shall constitute presence in person at the meeting.

ARTICLE III ***Fiscal Year***

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

ARTICLE IV ***Board of Directors***

- 4.1 **Authority and Purpose.** The overall governance of the activities and affairs of the Corporation shall be vested in the Board. The Board shall develop, review, and establish policies and goals for the Corporation relevant to its mission and purposes as described in the

Charter and Constitution. The Board shall act on all business and financial matters inherent to the operation of the Corporation except as may be delegated to the officers or employees of the Corporation.

4.2 **Composition.** The Corporation desires that the Board reflect the diversity of skills, abilities, backgrounds, and ethnicity of Montgomery County. The Board shall be composed of (a) elected directors, which includes the officers and people supported by the Corporation, and (b) presidential appointments. The Board shall have no fewer than ten (10) and no more than nineteen (19) members. The specific composition is as follows:

- The Immediate Past President;
- A maximum of five (5) presidential appointments;
- A minimum of five (5) and maximum of thirteen (13) members elected from the community, which shall include at least one (1) person supported by the Corporation, one (1) family member of a person with intellectual and developmental disabilities, one (1) person with experience in the field of intellectual and developmental disabilities. four (4) officers (the President, Vice President, Secretary, and Treasurer).

4.2.1 **Approval of Presidential Appointments to the Board.** In advance of appointing anyone to the Board, the President shall notify each director of such proposed appointment. The approval of a majority of the Board shall be required to approve any such appointment. An individual who was presented to the membership as a candidate for an elected director position, but not elected, may not be so designated to serve during that fiscal year.

4.3 **Nominations/Elections/Installation.** The Governance Committee (as described in Article V, Section 5.7.6), after reviewing all nominations/applications received, shall prepare a slate of candidates for director positions to be presented to the general membership by May 1 of each year. The slate of candidates shall be posted on the Corporation's website and included in all notices of the Annual Meeting. All nominations/applications must be received by the Governance Committee no later than April 15 to be considered for the upcoming fiscal year's slate. Nominations/applications will close at 5 pm EST on April 15. The Chairperson of the Governance Committee shall present the slate of candidates at the Annual Meeting and shall then call for voting. A majority of votes cast shall be necessary to elect any candidate. The Chairperson of the Governance Committee shall then certify and announce the election results to the membership and conduct the installation of the new directors, whose terms shall begin on July 1 following the Annual Meeting.

4.4 **Unfilled Positions.** If the voting at the Annual Meeting does not result in a Board that includes the minimum number of five (5) elected directors (including previously elected directors whose terms do not expire until the following fiscal year), the Governance Committee shall endeavor to identify and nominate a number of new candidate(s) sufficient to reach that minimum number. The new candidate(s) shall be voted on at a special meeting of the members and shall be identified in the notice of such meeting. The President, with the approval of the majority of the Board, may designate an individual active member to serve in the capacity of a director position that was not filled by the voting at the Annual Meeting until that position is filled by a candidate elected by the membership, but not beyond the end of the fiscal year.

- 4.5 Committee Assignments.** The President will assign each new Board member to one or more committees of the Board or to an ad hoc or internal standing committee of the organization within 90 days of election or appointment. Each director must serve on at least one committee.
- 4.6 Meetings.** The Board shall conduct six (6) regular meetings a year. At least ten (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 directors stating the reason and purpose for the meeting. At least twenty-four (24) hours advance notice will be given for each special meeting. The Board may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.
- 4.6.1 Quorum.** A majority of the full Board shall be required to constitute a quorum, provided that, if less than a majority of that number of directors are present, a majority of the directors present may adjourn the meeting from time to time without further notice. The directors present at a meeting which has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.
- 4.6.2 Voting.** Each director shall be entitled to one (1) vote. A majority of those present and voting in favor of a motion, provided there is a quorum, shall be required to approve a motion.
- 4.6.3 Remote Attendance**
- Members of the Board may participate in a meeting by means of a conference telephone, videoconference software or equipment, similar communications equipment, or other means enabling all persons participating in the meeting to hear and communicate with each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.
- 4.6.4 Informal Action by Directors.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a consent in writing to the action is signed by each director and the written consent is filed with the minutes of proceedings of the Board.
- 4.7 Directors.**
- 4.7.1 Terms of Directors.** Elected directors shall serve for a term of two (2) years, except as shorter terms are required to ensure that approximately one-third (1/3) of the elected directors are elected annually. Directors may serve up to ten (10) consecutive years. A director who is in the middle of an elected term at the time they reach this limit shall be permitted to complete the current term. Presidential appointments shall serve until the end of the fiscal year in which they were appointed.
- 4.7.2 Duties of Directors.** Persons duly elected as members of the Board have a fiduciary duty to the Corporation. They counsel and advise, giving the benefit of their judgment, expertise, and familiarity with the community or communities the Corporation serves. The Board delegates authority and holds the Chief Executive Officer accountable for the management of the Corporation and for all operational functions. Directors shall act responsibly and prudently as stewards of the purpose and mission of the Corporation.
- 4.7.3 Vacancies of Directors.** A vacant Board seat of an elected director who is not an officer shall remain vacant for the remainder of the fiscal year. A vacant Board seat for an appointed

director shall be filled by the President pursuant to Section 4.2.1. A vacant Board seat of a person supported by the Corporation shall be filled by another person supported by the Corporation.

4.7.3.1 Removal—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 the Board, provided written notice of the proposed action has been mailed to each member of the Board prior to the removal.

4.7.3.2 Removal—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 V *Board Committees*

5.1 **Establishment.** In order to accomplish the mission and purpose of the Corporation as delineated in the Charter and Constitution, there shall be two types of committees - standing and ad hoc committees - with the stated duties and purposes and such other duties and purposes as may be assigned by the Board from time to time. The committees shall act and function as extensions of the Board in assigned areas and shall provide reports about the activities and recommendations of the committee to the Board for a vote. An inactive member may not serve on any committee.

5.2 **Composition.** The Executive Committee shall consist of the officers of the Corporation. Other committees shall consist of at least three members, not including the President or Chief Executive Officer. The Corporation's employees may serve on a committee as representatives of their area of expertise, but may not be voting members of the committee.

5.3 **Assignment and Term.** Assignments and duties of the committees shall be prescribed in Sections 5.7 and 5.8. Each committee shall be chaired by a director. The terms of committee Chairpersons and members shall be reviewed annually. The Executive Committee, by a majority vote, may discharge any committee Chairperson or member in its sole and absolute discretion.

5.4 **Meetings.** Meetings for the fiscal year shall be scheduled by the Chairperson upon appointment as Chair. The President and Chief Executive Officer 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 of the Committee.

5.5 **Remote Attendance**

Members of a committee may participate in a meeting by means of a conference telephone, videoconference software or equipment, similar communications equipment, or other means enabling all persons participating in the meeting to hear and communicate with each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

- 5.6 **Quorum and Voting.** A majority of the whole Committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee. Except for the Executive Committee, the President shall have the power to vote only in case of a tie vote.
- 5.7 **Standing Committees.** The Corporation shall have the following Standing Committees:
- 5.7.1 **Executive:** The purpose of the Executive Committee is to assist the Board in fulfilling its responsibilities with respect to the overall operations of the Corporation. The Executive Committee may act on behalf of the entire Board on an emergency basis, as needed, to take action required prior to the next Board meeting, but cannot amend the Charter, the Constitution, or the Bylaws of the Corporation. Any action taken by the Executive Committee shall be reported to the Board at the next Board meeting and may be subject to revision or alteration by the Board.
- 5.7.2 **Finance:** The purpose of the Finance Committee is to assist the Board in fulfilling its responsibilities with respect to the financial condition of the Corporation, including but not limited to, reviewing and making recommendations on budget proposals, current financial statements, fiscal policies, audits, investments, and insurance coverages. In addition, the Finance Committee will ensure the Corporation's account systems are compliant with GAAP and GAAS.
- 5.7.3 **Governance:** The purpose of the Governance Committee is to assist the Board in fulfilling its responsibilities with respect to corporate governance, including but not limited to, identifying and presenting recommended nominees for the Board and Board Committees, developing and recommending corporate governance guidelines, and overseeing the evaluation of the Board and Board Committees.
- 5.8 **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.

ARTICLE VI **Officers**

- 6.1 **Officers.** The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and Immediate Past President. The Board may create and fill other offices as its interests may dictate from time to time. All officers except the Immediate Past President must simultaneously serve as elected directors.
- 6.2 **Terms of Officers.** Officers shall serve for a term of two (2) years. No officer may serve in the same office for more than two (2) consecutive terms (for the avoidance of doubt this expressly includes the office of the Immediate Past President). An officer who is in the middle of an elected term at the time they reach the ten consecutive year limit shall be permitted to complete the current term.
- 6.3 **Nominations/Elections/Installation.** Officers (other than the Immediate Past President) shall be elected by the membership at the Annual Meeting. The Governance Committee, after reviewing all nominations/applications received, shall prepare a slate of candidates for offices

that are vacant or for which the incumbent's term will expire by the end of the fiscal year. The slate of candidates shall be presented to the general membership by May 1, posted on the Corporation's website, and included in all notices of the Annual Meeting. All nominations /applications must be received by the Governance Committee no later than April 15 to be considered for that year's slate. Nominations/applications will be closed on April 16. The Chairperson of the Governance Committee shall present the slate of candidates at the Annual Meeting and then call for voting. A majority of votes cast shall be necessary to elect any candidate. The Chairperson of the Governance Committee shall then certify and announce the election results to the membership and conduct the installation of the new officers, whose terms shall begin on July 1 following the Annual Meeting.

6.4 **Unfilled Positions.** If the voting at the Annual Meeting does not result in filling an office that was up for election, the Governance Committee shall endeavor to identify and nominate at least one new candidate for the unfilled office to be voted on at a special meeting of the members. The new candidate(s) shall be identified in the notice of such meeting. If the office of Vice President, Secretary or Treasurer is unfilled, the President, with the approval of the majority of the Board, may appoint an elected director to serve in such capacity until it is filled by a candidate elected by the membership. If the office of President is unfilled, it shall be treated as vacant pursuant to Section 6.6.1 until it is filled by a candidate elected by the membership. If the office of the Immediate Past President is unfilled, it shall be treated as vacant pursuant Section 6.6.1 until it is filled by a candidate in accordance with the provisions of Section 6.6.1. An individual who was presented to the membership as a candidate for an officer position, but not elected to it, may not be appointed to serve in its capacity. An individual appointed to serve in the capacity of an unfilled officer position may not serve beyond the end of the fiscal year.

6.5 **Duties.** The duties and responsibilities of officers shall be as follows:

President: The President shall by virtue of office be Chairman of the Board. The President shall convene and preside over all meetings of the Board, the Executive Committee, and the members. He/She/They shall appoint the Chairpersons of all standing and ad hoc committees 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/They shall perform other duties as may be properly required by the Board and 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/they 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/their absence.

Secretary: The Secretary shall record and attest to the minutes of the meetings of the members, the Board, and the Executive Committee and shall maintain a register of those

Board members and general members present at meetings. He/She/They shall attest to all motions, resolutions, and other corporate actions duly enacted by the Board, the Executive Committee, and the members. He/She/They shall be responsible for the custody of such minutes and of the records, and shall report such minutes at meetings when requested. He/She/They shall perform all duties incident to the office of Secretary and other such duties as may be designated by the President and the Board.

Treasurer: The Treasurer, as the Chair of the Finance Committee, shall monitor and provide regular financial reports and present Treasurer's reports to the Board, which reports shall be physically affixed to the minutes of the pertinent Board meetings. The Treasurer shall present the annual financial report and audited CPA reports to the Board. The Treasurer shall work with the Corporation's Chief Financial Officer and Chief Executive Officer in the preparation of financial reports and fiscal projections to ensure the Board complies with its fiduciary duties. He/She/They shall review the budget preparation and shall monitor that financial records are maintained appropriately and audited annually. A report on the Corporation's finances shall be published annually to the membership. Prior to the beginning of each fiscal year, the Treasurer, together with the Director of Finance, shall present an annual budget to the Board for review and approval. He/She/They shall exercise all duties incident to the Office of Treasurer.

Immediate Past President: The Immediate Past President of the Board shall assist the President in assumption and discharge of his/her/their 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.

6.6 Vacancies of Officers.

- 6.6.1 **Vacancy—General.** In the event that an officer position, other than the President or Immediate Past President, becomes vacant due to death, resignation in writing, disability or other reason, the President shall appoint a successor to serve until the Board elects a replacement by approval of a majority of the Board. In the event the President vacates his/her/their office due to death, resignation in writing, disability or other reason before his/her/their term expires, 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. In the event the Vice President cannot assume the position of President, another officer will fill such vacancy until the Board elects a new President. Such appointment must be approved by a majority of the Board. Appointment and approval must take place within ten (10) calendar days after the President vacates office. In the event the Immediate Past President is not eligible to take office or should otherwise vacate his/her/their office due to death, resignation in writing, disability, or other reason before his/her/their term expires, then the President may appoint an elected Board member who has served at least four (4) years on the Board of Directors to the Executive Committee, to hold the position of Acting Immediate Past President until a new President is elected.
- 6.6.2 **Vacancy—by Absence.** Any officer who is absent without notice from two (2) consecutive or any three (3) regular meetings of the Board during the same fiscal year, may be removed from

the Board by a two-thirds (2/3) vote of the Board, provided that written notice of the proposed action has been mailed to each member of the Board prior to the vote. The President shall appoint a successor to serve until the next election of officers. Such an appointment must be approved by a majority of the Board.

- 6.6.3 **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.

ARTICLE VII *Chief Executive Officer*

- 7.1 **Terms and Conditions.** The Corporation shall employ a Chief Executive Officer 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 and agreed upon by the Chief Executive Officer. The Chief Executive Officer shall report directly to and be accountable to the Board.
- 7.2 **Functions.** The Chief Executive Officer shall have broad responsibility and authority over all operations of the Corporation, managing all day-to-day aspects of the Corporation, subject to the Charter and Constitution of the Corporation and policies, guidelines, and practices adopted by the Board. The Chief Executive Officer shall have full and complete responsibility and authority over all employees of the Corporation. The Chief Executive Officer 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 approved budget.
- 7.3 **Authorization to Represent.** The Chief Executive Officer is authorized to act on behalf of the Corporation and 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. provided the same is consistent with the Charter and Constitution and any resolution or approved motion of the Board.
- 7.4 **Executive Review.** The Executive Committee shall review the performance of the Chief Executive Officer on an annual basis. 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.
- 7.5 **Vacancy–General.** In the event of a sudden or pending vacancy in the Chief Executive Officer position, the President will appoint the Chief Operating Officer to assume the position of Interim Chief Executive Officer to be effective within five (5) business days of the vacancy date, unless specified otherwise in the written plan of succession approved by the Board. The President shall appoint a special committee to conduct the search, recruitment, and selection process of a new Chief Executive Officer, provided that the final selection will require a majority vote of the Board.
- 7.6 **Vacancy–For Cause.** If the Executive Committee determines that the Chief Executive Officer's performance is insufficient and wishes to recommend termination, that

recommendation shall be made to the full Board whose majority vote is required to effectuate the recommendation.

ARTICLE VIII ***Relationship with State and National Associations***

The Corporation 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. The Corporation further agrees to send the state and national associations a copy of its annual report and its audited financial report.

ARTICLE IX ***General***

9.1 **Indemnification.** The Corporation shall indemnify a present or former director or officer of the Corporation 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 Corporation. The Corporation shall indemnify any other representative of the Corporation 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 under the circumstances of the specific case and is authorized at a duly constituted meeting of the Board, by an affirmative vote of a majority of the Board who are not parties to the proceeding.

9.2 **Conflict of Interest.**

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

9.2.2 **Employees.** Employees are not eligible to serve as directors or officers of the Corporation.

9.2.3 **Compensation.** Directors shall not receive any compensation for their services.

9.3 **Confidentiality.** The unauthorized release of information whether verbal, written or electronic pertaining to any individual receiving services from the Corporation is in violation of state and federal regulations, HIPAA laws, and the privacy policies of the Corporation. Any such release may only be made in accordance with all appropriate confidentiality laws and regulations. Each Board member shall be required to sign a confidentiality agreement annually.

ARTICLE X ***Amendments***

Any proposed amendments must be presented in writing by a member in good standing to the Governance Committee for consideration. Any amendments to these Bylaws recommended by the Governance Committee (or an ad hoc committee formed for this purpose) and approved by the Board shall be presented to the membership for consideration and approval. All members shall be notified in writing of the date, time, and place of the membership meeting where the amendments will be considered and voted upon. The text of the proposed amendments will be posted on the Corporation's website and provided in printed form upon request. The notice will be mailed or otherwise distributed

at least 20 days in advance of the meeting. A majority vote of the members in good standing present at that meeting is required for approval of the amendments.

ARTICLE XI *Waiver of Notice*

Whenever any notice is required to be given pursuant to the Charter, Constitutions or Bylaws or pursuant to applicable law, a waiver of notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. A person's attendance at any meeting shall constitute a waiver of notice of the meeting, except where the person attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

CERTIFICATION

These are the current Bylaws as amended and restated and approved by majority vote of the general membership on March 3, 2025.

Signed Constance U. Sattler

 President

Signed Timothy A. Hoppe

 Secretary

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|---|--------------------|
| 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 |
| | February 27, 2019 |
| Amended and Restated | March 17, 2021 |
| Second Amended and Restated | March 3, 2025 |