

Proposed Bylaw Changes – February 1, 2019

Article	Original Text	Changes/Modified Text	Notes
<i>Entire Document (including title of Article V)</i>	Executive Director	Chief Executive Officer	Change in title only to reflect current best practices.
Article I—Membership			
1.3 Application for Membership	Membership in the Corporation is available to any individual upon application to the principal office of the Corporation and payment of the minimum dues established by the Board of Directors from time to time.	Membership in the Corporation is available to any individual upon application to the principal office of the Corporation, subject to approval , and payment of the minimum dues established by the Board of Directors from time to time.	Added language to provide Corporation with authority to disapprove membership if necessary.
Article III—Board of Directors			
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.	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 by March 15 each year, after reviewing all nominations received.	Changed to March 15 to provide more specific deadline.
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.	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.	Creates greater continuity for Board and an opportunity for new officers to apply the knowledge and experience gained during their first year of service to their second year of service.
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.	Elected Directors shall serve for a term of two (2) years . No elected Director may serve more than four (4) consecutive terms.	Creates greater continuity for Board and an opportunity for new directors to apply the knowledge and experience gained during their first year of service to their second year of service.

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Article V—Executive Director (Chief Executive Officer)			
5.5 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.	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 .	Provides a clear succession plan when the CEO position is vacant.
Article VII—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.	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 and business interests and his/her duty to The Arc.	Addition of business interest, in line with current best practices.
7.3 Confidentiality	N/A	Each Board member shall be required to sign a confidentiality agreement annually.	Additional language to require annual signing of a confidentiality agreement.