

BY-LAWS

Arc of Wabash County, Inc.

Article I OFFICE

The principle office of Arc of Wabash County, Inc. (hereinafter called “the Corporation”) shall be in the City of Wabash, County of Wabash, and the State of Indiana. The Corporation may also have such offices at such other places as the Board of Directors may from time to time determine.

Article II MISSION

The mission of the Corporation is to challenge, empower and support individuals with disabilities to reach their highest level of independence.

Article III MEMBERSHIP

Section 1. There will be two (2) classes of members of the Corporation: Voting Members and Associate Non-Voting Members.

Section 2. Voting Members shall be Members of the Board of Directors of the Corporation. Every Voting Member shall be entitled to vote on each matter to come before any meeting of the members as provided in the Articles of Incorporation.

Section 3. Associate Non-Voting Members shall be those who desire to participate in the activities of the Corporation who agree to abide by the By-Laws and other rules and regulations of the Corporation, and who the Board of Directors determines can make a contribution to the goals and purposes of the organization, including Corporation employees, persons served, family members of persons served, volunteers, donors and other community citizens. Associate Non-Voting members shall have no vote.

Section 4. Membership may be obtained by application and the payment of dues. Membership may be on an individual, family, or corporate business basis. The President/CEO, by approval from the Board of Directors, reserves the right to refuse membership to any applicant.

Section 5. A member in good standing is one whose dues are not delinquent or whose dues have been waived.

Section 6. Members whose dues have not been waived and who are in arrears for one year shall be dropped from the membership roll.

Section 7. Members in good standing shall be invited to all general membership meetings and to other meetings and activities of the Corporation from time to time.

Section 8. Oversight of this organization shall rest with the Board of Directors. Any action of the members shall be subject to review by the Board of Directors on request of any member or Director at a regular meeting or at a special meeting called for the purpose. Any action of the Board of Directors shall require a majority vote, provided no rights of third parties are affected.

Section 9. Any member whose actions are prejudicial to the interests of this organization or to individuals with intellectual disabilities, developmental disabilities, and/or other disabilities may be expelled as follows:

A member may bring complaint against another member in writing submitted to the Chairperson of the Board of Directors. The complaint shall present evidence to substantiate the accusation. Within 30 days, the Board Chairperson shall notify the accused and set a date for a hearing before the Board of Directors at which time the accused shall be given an opportunity to be heard. Upon a three-fourths vote of the Board of Directors at a meeting at which a quorum is present the accused member may be expelled. The decision of the Board of Directors is final.

Article IV **DUES**

Section 1. Members shall pay annual dues. The amount of the dues for membership shall be determined from time to time by the Board of Directors.

Section 2. Dues may be waived in specific cases by the Board of Directors when the payment of dues would constitute a hardship.

Article V. **BOARD OF DIRECTORS**

Section 1. The Corporation shall be provided oversight by a Board of Directors, which is representative of the employment, age, gender, race, and persons served within the catchment area. Responsibilities of the Directors include setting policy and overseeing the activities of the Corporation. The Board shall employ a President/CEO who shall have the responsibilities of managing the affairs of the Corporation in compliance with policies established by the Board of Directors, regulations of the Corporation's funders, and requirements of its accrediting body.

Section 2. The exact number of Directors is to be prescribed annually by the Board of Directors.

Section 3. The Board of Directors shall consist of Officers and Directors.

Section 4. Chairs of all committees shall have the right to attend and report committee news and information at meetings of the Board of Directors, but shall not vote unless they are also members of the Board.

Section 5. The Board of Directors shall hold regular meetings, as determined by the Board of Directors. The place and time of these meetings will be posted at the Corporation's main office. The Executive Committee of the Board of Directors may cancel a scheduled meeting.

Section 6. Special meetings of the Board may be called by the Chairperson or by the Secretary upon the written request of a majority of Board members, at any time on not less than 24 hours' notice.

Section 7. A simple majority of the Board of Directors shall constitute a quorum.

Section 8. The Board of Directors shall be responsible for the conduct of the business of the organization and shall be empowered to employ such professional personnel as required to administer the affairs of the organization and to prescribe the duties and terms of their employment. The Board of Directors shall exercise all powers inherent in the organization.

Section 9. The Executive Committee of the Board of Directors shall consist of the Chairperson, Vice Chairperson, the Secretary and the Treasurer.

Section 10. A Director of the Board of Directors may be removed from the Board at any time by a majority vote of the Board of Directors if it is determined that the Director is not acting in good faith or in the best interest of the Corporation.

Section 11. Newly created directorships or vacancies on the Board of Directors may be filled by a vote of the majority of the Board of Directors then in office. A Director elected to serve the unexpired term of his/her predecessor will still be eligible for election to two additional three-year terms on the Board.

Section 12. The Board of Directors shall oversee the general financial affairs of the Corporation with the assistance of the President/CEO, Sr. VP of Business Operations, and the Board Treasurer. The Board of Directors shall review all revenues of the Corporation and the record of all funds received and disbursed at the regularly scheduled Board meetings. The Board of Directors shall consult annually with the President/CEO and the Sr. VP of Business Operations in order to prepare a budget for approval by the Board of Directors for the forthcoming fiscal year. The Board of Directors shall adjust the budget from time to time to fit the program and financial status of the Corporation. This Board shall serve as an advisory group to the Treasurer in all financial matters. This Board will monitor and direct all investments of the Corporation.

Article VI. TERMS OF OFFICE OF THE BOARD OF DIRECTORS

Section 1. The Officers of the Board of Directors of the Corporation shall serve for a term of one year, beginning August 1 following their election, or until the qualification of their successors.

Section 2. The first Board of Directors shall serve until the first annual meeting of the Corporation and until their respective successors are elected and qualified. At the first annual meeting, the Board shall be divided into three groups, as nearly divisible by three as possible, one group with a term of one year, the second group with a term expiring in two years, and the third group with a term expiring in three years. Thereafter, Directors shall serve for a term of three years beginning August 1 following their election, or until the qualification of their successors. No person may be elected to the Board of Directors for more than two consecutive three year terms. After one year of absence from the Board, a former Director may be eligible for re-election to the Board.

Section 3. No Officer may be elected to the same position for more than three consecutive years.

Section 4. All vacancies in the elective positions, except that of Chairperson, shall be filled for the unexpired term by persons elected by the Board of Directors. A vacancy in the Chairperson's position will be filled by the Vice Chairperson.

Article VII. DUTIES OF OFFICERS

Section 1. The Board Chairperson shall preside at meetings of the Board of Directors. He/she shall appoint the chairpersons of all committees, with the approval of the Board, and supervise directly or indirectly their work. He/she may appoint special committees as required. He/she and/or the President/CEO shall present an annual report to the membership immediately following the close of the fiscal year and be responsible for its being sent to other entities as required, along with the audited financial report.

Section 2. The Vice Chairperson shall succeed to the office of Chairperson in case of a vacancy in that office and shall perform the duties of the Chairperson in his/her absence. He/she shall undertake such other responsibilities as the Chairperson may assign.

Section 3. The Secretary shall be the custodian of the papers, books and records of the Corporation and shall exercise such duties as prescribed by the Board of Directors. The Secretary shall maintain a record of the proceedings of all meetings of the Board of Directors.

Section 4. The Treasurer shall exercise such duties as prescribed by the Board of Directors, including, but not limited to, assisting in review of all revenues and funds received and disbursed by the Corporation.–

Article VIII **MEETINGS**

Section 1. Officers and Directors will be elected by the Voting Members at the annual meeting in July of each year. This meeting may not be omitted and Voting Members and Associate Non-Voting Members shall be notified at least ten (10) days prior to the meeting date. Meetings may be held in-person, by telephone, or virtually as long as voting members can conduct business and converse audibly and concurrently.

Section 2. Special membership meetings may be called by the Board Chairperson or on written application of six members made to the Secretary who shall send notice to all members not less than one week prior to the meeting stating the purpose of the meeting. No other business may be transacted at a special membership meeting other than the business for which the meeting was called.

Section 3. A quorum shall consist of all Voting Members in good standing who are in attendance.

Article IX **FISCAL YEAR**

Section 1. The fiscal year shall begin on July 1 and end on June 30.

Section 2. An annual audit shall be made by an independent and reputable accountant.

Article X **ELECTIONS**

Section 1. The Board Recruitment and Performance Committee shall be composed of three Board members and shall prepare a slate of candidates for election as Board Directors and Board Officers. One Board Recruitment and Performance Committee member shall be the current Chair of the Board of Directors and shall serve as the committee chair. This committee may request the presence of Associate Non-Voting Members from time to time. This committee shall initiate consideration of candidates at least two months prior to the annual meeting.

Section 2. The Board Recruitment and Performance Committee shall prepare a slate of candidates for election as Officers and Directors and shall secure the consent of its nominees to serve if elected. The Board of Directors will be composed of individuals who represent the community and catchment area served. This composition will include geographic representation from the major population centers of the catchment area and representation of parents, guardians, family members of individuals served by the Corporation, and individuals with developmental and intellectual disabilities served by the Corporation.

Section 3. The Board Recruitment and Performance Committee shall maintain a list of potential members of the Board of Directors which is representative of the employment,

age, sex, race, and other demographic characteristics of the catchment area, and include representation of parents, guardians, family members of the individuals served by the Corporation, and individuals with developmental and intellectual disabilities served by the Corporation. This committee shall also list potential Board members who possess the specific skills and experience necessary for particular Board functions. This committee shall prepare a slate of officers to be elected annually in July.

Section 4. Officers and Directors shall be elected by Voting Members at the annual meeting and shall take office on August 1 following their election.

Article XI **STANDING COMMITTEES**

Section 1. The Standing Committees of the Corporation shall be Executive Committee, Board Recruitment and Performance Committee, Fundraising, Communication and Community Relationships Committee, Programs and Services Committee, and Risk Management Committee.

Section 2. Special committees may be appointed as the need arises.

Section 3. Terms of all committee members shall expire on July 31 of each year.

Article XII **DUTIES OF STANDING COMMITTEES**

Section 1. Executive Committee – This committee shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer. The Chair of this committee shall be the Chairperson of the Board of Directors. This committee shall be an Ad Hoc Committee. This committee shall be responsible for developing and maintaining a long-range strategic plan for the Corporation which guides all programs, services, and finances for the Corporation and for individuals with intellectual and developmental disabilities in the service area. This committee shall represent the Board of Directors between Board meetings and shall support committees and committee Chairs. This committee shall collaborate with the President/CEO to create the agenda for Board of Directors meetings and shall conduct the annual performance evaluation of the President/CEO of the Corporation. This committee shall be responsible for any other duties assigned by the Board of Directors.

Section 2. Board Recruitment and Performance Committee – This committee shall consist of a minimum of three Board members with the Chair of this committee being appointed by the Chairperson of the Board of Directors. This committee shall be an Ad Hoc committee. This committee shall review Board competency and adherence to the By-Laws of the Corporation. This committee shall create and maintain a strategy to build leadership skills and engagement for the Board. This committee shall create and maintain a strategy to recruit and enroll new Board members as needed. This committee shall create, lead, and maintain an orientation-onboarding process for new Board members. This committee shall plan and conduct an annual Board retreat when such a retreat is deemed beneficial and necessary.

This committee shall be responsible for duties as listed in Article X Elections of these By-Laws. This committee shall be responsible for any other duties assigned by the Board of Directors.

Section 3. Fundraising, Communication and Community Relationships Committee – This committee shall consist of a minimum of three Board members with the Chair of this committee being appointed by the Chairperson of the Board of Directors. This committee may have non-voting staff or volunteer members if so requested by the committee and approved by the Board of Directors. This committee shall establish and maintain a fundraising strategy and plan, create and maintain fundraising partnerships, and engage the community and Board of Directors in fundraising activities. This committee shall identify, initiate, and expand a diversity of funding streams to improve the quality and quantity of opportunities for everyone affiliated with the Corporation. This committee shall be responsible for informing new and potential Corporation members about the organization and for the process of receiving applications for membership. It shall provide oversight of the membership list, including addresses and telephone numbers. This committee shall ensure effective communication, marketing, and public relations between the Corporation and the community. This committee shall compile information of a legal nature to be of benefit to individuals with intellectual and developmental disabilities, their families, and this Corporation. This committee shall also analyze needs to be met through legislation and work to coordinate such activity at the state and national levels. This committee shall assess the adequacy and effectiveness of the Corporation's policies, procedures and practices relating to compliance with all laws, regulations, standards and professional ethics. This committee shall be responsible for any other duties assigned by the Board of Directors.

Section 4. Programs and Services Committee – This committee shall consist of a minimum of three Board members with the Chair of this committee being appointed by the Chairperson of the Board of Directors. This committee may have non-voting staff or volunteer members if so requested by the committee and approved by the Board of Directors. This committee shall advise the Board of Directors with respect to the need to expand or reduce existing programs and services and initiate new programs and services, and shall recommend priorities for such programs and services. This committee shall be responsible for evaluating and monitoring the outcomes and results of the Corporation's programs and services. This committee shall review and evaluate best practices, costs, impacts, and quality of programs and services of the Corporation. This committee shall be responsible for any other duties assigned by the Board of Directors.

This committee shall provide guidance and oversight to the Corporation's Advocacy, Human Rights and Inclusion Sub-Committee. This sub-committee is composed of community members and facilitated by Corporation staff. This sub-committee is responsible to monitor and support human rights and inclusion efforts by the Corporation on behalf of people with developmental and intellectual disabilities. This sub-committee shall advance local, state, and national initiatives and legislation that enhance human rights and inclusion for people with developmental and intellectual disabilities.

Section 5. Risk Management Committee – This committee shall consist of a minimum of three Board members with the Chair of this committee being appointed by the Chairperson of the Board of Directors. This committee may have non-voting staff or volunteer members if so requested by the committee and approved by the Board of Directors. This committee shall monitor all areas of risk for the Corporation, including but not limited to, accessibility, finance, healthcare, human resources, insurance, maintenance, personnel, policies, property, and technology. This committee shall review policies related to areas of risk. This committee shall monitor and review the Corporation’s annual Risk Management Plan. This committee shall provide guidance and oversight to sub-committees created by this committee or by the Board of Directors. This committee shall be responsible for any other duties assigned by the Board of Directors.

Article XIII **RELATIONSHIP WITH OTHER ENTITIES**

This organization agrees to maintain relationships with other entities as appropriate and necessary for the provision of quality services for individuals with intellectual and developmental disabilities in Wabash County and surrounding areas.

Article XIV **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and by-laws.

Article XV **AMENDMENTS**

Any proposed amendment to these By-Laws, along with the date it is to be voted upon, shall be presented in writing to all Voting Members and Associate Non-Voting Members at least three weeks prior to the meeting at which it is to be voted upon. This will permit time for Associate Non-Voting Members to make their opinions known to Voting Members. Then a two-thirds (2/3) vote of Voting Members is required for ratification.

Article XVI **DISSOLUTION**

If for any reason this Corporation is dissolved, after payment of all costs and expenses, incident thereto, and all liabilities and obligations of the Corporation, the assets remaining shall not be diverted from the use or purpose of this Corporation, but shall be transferred or conveyed to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as shall be designated by the Board of Directors.

Article XVII **MISCELLANEOUS**

Section 1. Conflict of Interest. A Board member shall abstain from any consideration or vote on any matter in which the Board member, the Board member's spouse or other family member, or the Board member's employer stands to gain. Members of the Board of Directors shall have no professional, financial, personal, or legal conflict of interest in regard to their service on the Board of Directors.

Section 2. The Corporation may receive funds, gifts, contributions of real estate, cash or other property, whether solicited or unsolicited.

Section 3. No part of the net income of Arc of Wabash County, Inc. may inure to the benefit of any Board member or individual.

These are the current by-laws approved and adopted by the voting membership, and endorsed by the informed non-voting membership on

Revised: _____
Date

Signed: _____
Cathy Garrett-Smith
Chairperson of the Board of Directors

Signed: _____
Casey Sausaman
Secretary of the Board of Directors

