

BY-LAWS
THE ARC OF THE MID-COLUMBIA

ARTICLE I

Name

SECTION 1: Corporate Name

The name of this Corporation shall be The Arc of the Mid-Columbia, hereinafter referred to as the Corporation.

SECTION 2: Principal Office

The principal office of the Corporation shall be at such place as the Board of Directors shall determine.

ARTICLE II

Purpose

SECTION 1: Purposes

The purposes of the Corporation, in partnership with people with intellectual and developmental disabilities and their families, (hereinafter referred to as the Arc's constituency), members, and associated organizations shall work to ensure that The Arc's constituency has the supports and services they need, are accepted in their communities, and have maximum control of their own lives.

The Corporation exists for the following purposes:

- A. To advocate for the rights of The Arc's constituency.
- B. To improve their quality of life and the lives of their families.
- C. To achieve a large and active membership.
- D. To achieve a public understanding of the strengths, contributions and needs of The Arc's constituency.

E. To promote and encourage research on prevention of the causes and effects of intellectual and other related developmental disabilities and on effective practices in fields related to supports and services for The Arc's constituency.

F. To promote and encourage best practices in the field of services and supports to The Arc's constituency.

G. To solicit and receive funds for the accomplishment of the above purposes.

H. To promote and support the professionals and others who serve our constituency and who promote and support the core values of The Arc.

SECTION 2: Legal Status and Characterization

The Corporation shall, in addition, engage in any lawful activity for which Corporations may be organized under the Oregon Non-Profit Corporation Law, but limited only to the activities permitted a public benefit organization with the provisions of Internal Revenue Code, SECTION 501 (c) (3).

ARTICLE III Fiscal Matters

SECTION 1: Fiscal Year

The fiscal year shall be from July 1 to June 30, unless changed by the Board.

SECTION 2: Audit

The Board or Executive Committee may authorize an audit of the Corporation's records at any time.

ARTICLE IV Membership

SECTION 1: Individual Memberships

Membership shall be open to all people who support the purposes of the Corporation. Membership may be obtained by submitting the prescribed amount of dues (unless waived by the Board of Directors) and a complete name and mailing address to the Corporation.

SECTION 2: Membership in The Arc of Oregon and The Arc of the United States

Individual members of the Corporation are automatically members of The Arc of Oregon and The Arc of the United States.

SECTION 3: Dues Required

A member is one whose dues are not delinquent.

SECTION 4: Voting Membership

Members shall be eligible to hold office and to vote in person on all questions at all membership meetings. No employee or paid consultant of the Corporation may serve as an officer, director, or voting committee member or delegate.

SECTION 5: Honorary Membership

Honorary membership or lifetime membership may be granted by the Board. Such membership shall be awarded at the Annual Meeting. Such members shall not pay dues, vote or be eligible to hold office on the basis of such membership.

SECTION 6: Control of the Corporation Rests with the Membership

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 a regular meeting or at a special meeting called for that purpose. An action of the Board of Directors may be altered or rescinded with an affirmative vote of two-thirds (2/3), provided no rights of third parties are affected.

SECTION 7: Expulsion of Members

Any member whose actions are prejudicial to the interests of the Corporation, or of The Arc, or of persons with intellectual or related developmental disabilities may be expelled as follows:

A member may bring written complaint against another member, and submit it to the President or other Officer. The complaint shall present evidence to substantiate the accusation.

The President or other Officer shall notify the affected member that such an action will come before the Corporation's Board. A summary of the evidence shall be offered in support of the action, as well as the time, date, and place the Board will meet to consider the action.

Written notice will be provided to the member at least thirty (30) days prior to the date action will be considered and an opportunity will be provided to show cause why the member should not be suspended or expelled.

The affected member shall have the right to appeal the decision to the general membership. On receipt of the appeal, the President or other Officer shall call a special meeting within 30 days prior to the date action will be considered and an opportunity will be provided to show cause why the member should not be suspended or expelled.

Upon an affirmative three-fourths (3/4) vote of the Board of Directors present at a meeting with a quorum, the affected member will be expelled.

The affected member shall have the right to appeal the decision to the general membership. On receipt of the appeal, the President or other Officer shall call a special meeting within 30 days at which the membership, having established a quorum, may overrule the decision of the Board of Directors by an affirmative vote of three-fourths (3/4) of the membership present.

SECTION 8: Public Representation

No member shall act or speak in the name of the Corporation without the approval of the President.

SECTION 9: Membership Lists

Membership lists shall not be published or made available outside the Corporation except where, in the opinion of the Board, the furnishing of such lists, in confidence, to a public or private agency will be in the best interests of the members and will serve the purposes of the Corporation.

ARTICLE V

Dues

SECTION 1: Dues

Members shall pay yearly dues as set by the Board of Directors. This amount shall include dues to The Arc of Oregon. A family membership shall be considered a single membership in paying dues to The Arc of Oregon.

SECTION 2: Date to Pay

Dues are payable each year during the same month as initially joining.

SECTION 3: Dues May Be Waived

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

ARTICLE VI

Meetings of the Corporation

SECTION 1: Annual Meeting

The Annual Meeting of the Corporation shall be held during the spring of each year at an exact time and place to be determined by the Board.

The Annual Meeting may not be omitted.

SECTION 2: Special Meetings

Special meetings may be called by the President or on written application of five (5) members made to the Secretary who shall mail notices to all members not less than one week prior to the meeting stating the purpose of the meeting. Only business specified in the meeting notice may be transacted at a special meeting.

SECTION 3: Quorum

A quorum shall consist of fifteen percent (15%) of the membership or seven (7) members in good standing. Voting must be done in person.

ARTICLE VII Officers

SECTION 1: Composition and Election

The officers of this Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected at the Annual Meeting to serve for a term of two (2) years. Each officer shall, at the time of his/her election, be a member in good standing of the Corporation.

SECTION 2: Duties of Officers

All officers of this Corporation shall perform the duties usually pertaining to their respective offices and the Corporation's Board of Directors may assign other such duties as necessary. Except for the Nominating Committee, the President shall appoint all committee members and shall be a non-voting member of such committees.

ARTICLE VIII Board of Directors

SECTION 1: Composition

The Board shall be composed of the officers of this Corporation, the immediate Past President of this Corporation, and seven (7) Directors elected by the Members at the Annual Meeting. A minimum of 50% of the Board of Directors shall be persons with intellectual or related developmental disabilities, or family members.

SECTION 2: Term of Office

The term of office of the Directors shall be two (2) years. Directors may be re-elected to an unlimited number of terms. Directors shall, at the time of their election, be members in good standing of the Corporation.

SECTION 3: Commencement Date

The newly elected officers and directors shall take office on July 1 following the Annual Meeting of the Corporation.

SECTION 4: Compensation

No compensation shall be paid to any officer or director for any services rendered to the Corporation. No paid employee of the Corporation shall hold any elective office in the Corporation

SECTION 5: Powers of Board

The Board of Directors is the governing body and shall have all powers of the Corporation, except as otherwise stated herein. All actions taken by the Board must be passed by a majority of the Board Members present.

SECTION 6: Review of Board Actions

Any action of the Board may be reviewed at the succeeding Annual Meeting of the Corporation or at a special meeting called for the purpose on written request of any three (3) members, lodged with the Secretary at least six (6) weeks before the meeting. Such action may be altered or rescinded by a two-thirds (2/3) affirmative vote, provided no irrevocable rights of third parties shall be affected by the rescission or alteration. The President shall present a report of the Board's transactions at the Annual Meeting.

SECTION 7: Declaring a Vacancy

The Board may declare vacant the office of any director or officer who shall move from the state of Oregon, who shall be absent from three (3) consecutive meetings of the Board without good cause or prior approval of the President, or who becomes incapacitated or otherwise fails to carry out the responsibilities of the position.

SECTION 7: Filling Vacancies

The Vice President shall succeed to the presidency in case of a vacancy in that office. In the event the President and the Vice President are both unable to serve, the Secretary shall succeed to the presidency until a successor is elected.

If there is a vacancy in the position of Immediate Past President, the past president immediately prior to the current Immediate Past President shall

be appointed to the position. If that individual is unable to serve, then the next prior past president shall be appointed. If that individual is unable to serve the position will remain vacant and the position will not count in quorum determinations.

If any officer, with the exception of the President, or any director vacates his/her office before the term expires, the Board shall appoint a successor to serve until the next Annual Meeting. Time served as an appointed officer shall not be subject to term limit provisions for officers.

SECTION 8: Meetings of the Board

The Board shall meet between meetings of the Corporation and at such other times as the Board may find necessary to properly transact the business of the Corporation. Meetings of the Board may be called by the President or any three Directors. Notices of all Board meetings shall be sent to Board members. Notices of any special meetings shall be sent to Board members at least one week in advance.

When a decision by the Board is needed at once and it is not practical to call a meeting of the Board, the President may take a ballot of the Board members by mail, e-mail, fax, or by telephone with immediate confirmation by mail, e-mail, fax or telephone. Replies must be received from three-fourths (3/4) of the Board members. A majority of those replying must vote in the affirmative for the proposal to carry.

SECTION 9: Quorum

The quorum needed for a Board Meeting shall be at least one-third (1/3) of the Board Members. A proxy cannot be used to meet the requirement of a quorum.

SECTION 10: Designation of a Proxy

In instances whereby members of the Board are unable to attend a meeting, they may elect to vote on items by proxy by designating the name of another board member to speak and vote for them. The proxy must either be given by telephone to the President or designee or mailed to the Corporation office in advance of the meeting, or carried by the person exercising the proxy.

ARTICLE IX
Executive Committee

SECTION 1: Composition

The Executive Committee shall be composed of the officers and the Immediate Past President of the Corporation.

SECTION 2: Powers of Executive Committee

The Executive Committee shall exercise all powers of the Board between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next regular meeting and shall be subject to revision or alteration by the Board by a two-thirds (2/3) vote, providing no irrevocable rights of third parties shall be affected by such revision or alteration.

SECTION 3: Meetings

The Executive Committee may meet between meetings of the Board and at such other times as the Committee may find it necessary to transact the business of the Corporation. A meeting of the Executive Committee may be called by the President or by any two (2) officers. Board Members shall be notified at least one (1) week in advance if notified by mail or at least two (2) days in advance if notified by telephone, fax, or e-mail.

At least sixty (60) percent of the Executive Committee shall be present in person to constitute a quorum of the Executive Committee.

ARTICLE X
Executive Director

SECTION 1: Appointment

The Board shall, as finances permit, employ an Executive Director, establish the duties of the position, and fix the salary.

SECTION 2: Responsibilities

The Executive Director shall be the administrative head of the Association, serving at all times under the direction of the Board through the President. The Executive Director shall be responsible for implementing and executing policies, programs and activities approved by the officers, directors and committees of the Corporation; assist in developing goals and objectives and recommend policies, programs and activities for the consideration of the Board and the Executive Committee. The Executive

Director shall work with the officers, the Board, the Executive Committee and other Corporation committees, local chapters and the members to make full use of the energies and proficiencies of the membership in strengthening the Corporation and carrying out its objectives.

SECTION 3: Meetings

The Executive Director shall attend all regular and special meetings of the Board when at all possible. Minutes of such meetings shall be kept and distributed promptly thereafter to all Board members and member chapters. The Executive Director shall endeavor to attend committee meetings.

SECTION 4: Reports

The Executive Director will give either verbal or written reports at all regular Board meetings. In addition, a written report will be required for the Annual Meeting.

SECTION 5: Personnel

The Executive Director shall have the authority, subject to the rules and regulations of the Board, to employ, terminate, fix duties and salaries, and establish office criteria of other employees of the Corporation.

SECTION 6: Representative of Corporation

The Executive Director is authorized to speak for the Corporation, but not beyond such limits as may be established by the Board.

SECTION 7: Contractual Agreements The Executive Director shall not enter contractual agreements without authorization from the Board.

ARTICLE XI
Nominations and Elections

SECTION 1: Composition of Nominating Committee

The Nominating Committee shall consist of at least three (3) members. The chair shall be the Immediate Past President. The other two members shall be elected by the membership at the annual meeting. The members will serve on the Nominating Committee until the next annual meeting.

In the event that the Immediate Past President is unwilling or unable to serve on the Nominating Committee, the Board of Directors shall select one of the other Directors to serve as Chairperson of the Nominating Committee.

Any member who is unable to serve shall notify the President, who shall then appoint a successor, subject to Board approval.

SECTION 2: Slate Development

The Nominating Committee shall select a slate of one (1) or more eligible persons for each Officer and Director position and two (2) or more eligible persons to serve on the Nominating Committee. The Nominating Committee shall submit its slate of nominees to the Secretary at least 30 days prior to the Annual Meeting. The Secretary shall include this slate in the call for the Annual Meeting.

SECTION 3: Slate Presented

The election shall be held at the business session of the Annual Meeting. The report of the Nominating Committee shall be read by its Chairperson or in his/her absence by the Secretary.

SECTION 4: Nominations from Floor

The President shall invite nominations from the floor for each vacant position. Each person nominated from the floor must be eligible and must signify his/her willingness to serve if elected. If the person nominated from the floor is not present, he/she must have indicated in writing his/her willingness to serve if elected.

SECTION 5: Secret Ballot

Voting shall be by secret ballot for any position for which there is more than one (1) candidate.

SECTION 6: Conduct of Election

The Chairperson of the Nominating Committee shall serve as head teller and the President shall appoint two (2) other tellers to serve with the head teller. The teller shall count the votes and give the count to the President, who shall announce the count before the end of the business session.

To be elected, a candidate must receive a majority of the votes cast for that person except that in electing members of the Nominating Committee, the two (2) candidates receiving the largest number of votes shall be declared elected. In case a candidate for a position other than on the Nominating Committee does not receive a majority of the votes cast, a vote shall be taken on the two candidates receiving the highest number of votes.

SECTION 7: Commencement of elected positions.

Officers and directors shall take office on July 1 following the annual meeting election of officers and directors.

**ARTICLE XII
Committees**

SECTION 1: Appointments

The President, with the advice of the Board, shall appoint all committee chairpersons and members with the exception of the Nominating Committee. The terms of service for committees shall be one year, subject to reappointment.

Each committee shall serve from July 1 following the Annual Meeting until the next calendar June 30.

SECTION 2: Standing Committees

The Board of Directors shall designate those standing committees required to carry out the continuing functions of the Corporation. The President, with the advice of the Board, shall determine the duties and objectives of the standing committees.

SECTION 3: Special Committees

The President, with the advice of the Board, may appoint special committees as may be desirable to facilitate the work of the Corporation. The President, with the advice of the Board shall define the duties of each special committee and fix the duration of its activities.

SECTION 4: Voting Committee Members

All voting committee members shall, at the time of their appointment, be members in good standing of this Corporation. However, the President may appoint other persons, such as educational and professional leaders, to serve with the committee in an advisory or consulting capacity.

SECTION 6: Reports to Board

Each committee shall report to the Board through its Chairperson.

SECTION 7: Discharge of Committee Membership

The Board may discharge any committee chairperson or member who fails to carry out the responsibilities assigned to that committee.

SECTION 8: Conflict Resolution

The President shall decide any conflict of jurisdiction among committees.

ARTICLE XIII

Relationship with State and National Components

This Corporation agrees to remain in good standing with the state and national components of The Arc, to work with these Corporations in every way and to adhere at all times to their policies.

This Corporation further agrees to send to the state office and National Headquarters such reports, financial information, membership transmittals, etc., that are required and to financially support the activities of these Corporations in accordance with their stated policies.

ARTICLE XIV

Parliamentary Rules

An up-to-date edition of Robert's Rules of Order, Revised shall govern the conduct of the business at meetings of the Corporation and the Board in all cases in which they are applicable and not in conflict with these Bylaws.

Article XV

Amendments to Bylaws

These Bylaws may be amended or repealed, and new bylaws adopted with an affirmative vote of two-thirds (2/3) of those members present at the Annual Meeting or at a special meeting called for the purpose.

Any proposed amendment shall have been presented in writing at least (3) weeks in advance of the meeting at which the vote is to be taken. No proposed amendments shall conflict with those of The Arc of Oregon.

Adopted as the Bylaws of The Arc of the Mid-Columbia on this 12th day of July 2014.

The Arc of the Mid-Columbia

Lori Krueger, President

Dayna Davis, Vice-President

The following pages are a copy of the minutes from the 2014 Annual meeting amending the bylaws.

**2014 Annual Meeting
The Arc of the Mid Columbia
Minutes
July 12, 2014 4pm to 6pm
Soros Park in The Dalles, Oregon**

Mid-Columbia Arc members present: **There were forty-one Arc members and guests present at this year's annual meeting.**

Board members present: **Rich W., Lori K., Joe C., Ashley J., Kim P., Rosa F., Chris M., and Katie M. Two members were absent: Jennifer W. and Kelly F.**

Approximately 49+ people attended this year; down from 75+ last year.

Lori K. called the meeting to order at 4:50pm and welcomed attendees. She introduced the Board to everyone; going through member by member to identify those who's term is ending. Ashley will be leaving her position as VP to focus on People First activities.

Acknowledgements were given for major contributions and volunteers.

Minutes: **The minutes from the 2013 Annual Membership Meeting were read by Kim and accepted by Lori K.**

Annual Treasurer's report: **Joe C. presented the Treasurer's report, fiscal year (July 1, 2013) we began with total cash assets of \$31,207.39. With expenses and income our chapter assets as of June 30, 2014 are \$34,640.28, a positive change of \$3,432.89.**

Joe reported that there are 103 active members, to date, 108 members last year.

President Address: **Lori reviewed the past year; listing major accomplishments. She reported on the Friendship Clubs and partnering with OC Social Club, making it possible to have four events every month, on the weekends.**

- Lori thanked all the donors who have contributed to all of the Arc functions
- Bus acquired, thanks to Chris & family, Sponsors paying \$250/year to cover the cost of maintenance: some of the sponsors mentioned are Hatt's, Cochenour's, Cascade Motors, Optimist Printers. Also putting their business on van (advertisements/signage)
- Respite fund dollars given to families this year totaled \$740.00
- Harvest Fest fundraiser brought in \$11,000.00 (biggest year ever)
- Monster Ball (thanks to Pam Robbins) Big Success as well as the Valentine's Dance, Spring Hoe Down, and Annual Picnic and Meeting
- Thanks to All from Lori. Joe thanked Lori

By-law changes: Article VII Section 1- Board of Directors:
Composition

“The Board shall be composed of the officers of this Corporation, the immediate Past President of the Corporation, and five (5) Directors elected by the Members at the Annual Meeting. I move that we change the By-Laws to allow for seven (7) Directors; in place of five.

The motion was seconded and approved by vote of the general membership.

Elections- Rich

The Nominating Committee is composed of Rich Williams, Joe Carroll, and Lori Krueger.

Slate presented for Officers and Directors for 2014-2016 term:

Vice-President: Dayna Davis

Secretary: Katie Maple

Director: Joyce Edmonds

Director: Greg Krueger

Director: Kim Plummer

Director: Rosa Fus (pending change of By-Laws)

Director: Chris Mumford (pending change of By-Laws)

One voice from the floor for opposition to a director position resulted in a voice vote. Vote resulted in retaining proposed director position 26 to 5.

All Board Members present accepted.

People's First Initiative- Dayna is the Sargent for this Self Advocacy group. It consists of President, VP, and Sargent of Arms. Joe says it is a good plan and program and would like the Arc to support them with possible time at Friendship Clubs.

Greg K. thanked Cascade Motors for all the work on the Arc van

The Business Meeting was adjourned, by Lori, at 5:19 pm.

Respectfully submitted by Kim Plummer, Secretary for Arc of Mid Columbia