



***The Arc***<sup>TM</sup>

*Quad Cities Area*

# Constitution & Bylaws

Adopted by The Arc Board of Directors 06-21-2011

# Constitution

## PREAMBLE

We, The Arc of the Quad Cities Area, in order to facilitate our ongoing efforts of enhancing the general welfare of persons with intellectual and developmental disabilities, and other disabilities as approved by the Board, do hereby adopt these documents as its revised Constitution and Bylaws and revoke all previous Constitutions, Bylaws, and amendments to Constitutions and Bylaws previously adopted by this Corporation. We undertake these efforts in recognition and under the guidance of the Illinois General Not for Profit Act of 1986.

Adopted: June 21, 2011

## ARTICLE I. NAME

The name of this corporation shall be The Arc of the Quad Cities Area and is hereinafter referred to as the Corporation.

## ARTICLE II. PURPOSE

The purpose of The Arc of the Quad Cities Area is to work in partnership with the community to support individuals with intellectual and developmental disabilities, and other disabilities as approved by the Board, through a variety of support services may include, but not limited to, residential, respite, day training and vocational services.

## ARTICLE III. MEMBERSHIP

Membership shall be open to all persons interested in the purpose of the Corporation.

## ARTICLE IV. BOARD OF DIRECTORS

There shall be a Board of Directors, chosen according to the Bylaws of the Corporation. The affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall govern the Corporation and establish corporate policies, which shall be executed and implemented by the Executive Director. The Board of Directors shall have power to employ, evaluate, and terminate the Executive Director. Membership of the Board of Directors shall include the two following classes of representatives:

- A. Individual/Family, who are defined as individuals with intellectual disabilities, persons who are parents, step-parents, aunts, uncles, grandparents, legal guardians or siblings of a person living or deceased with intellectual disabilities and
- B. Community members, who are defined as persons not defined as Individual/Family.

At least one-third, but not more than one-half, of the members of the Board of Directors shall be individual/family.

The number and term of office of the directors shall be according to the Bylaws of the Corporation.

The officers of the Board of Directors will consist of a President, First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The officers shall be chosen annually according to the Bylaws of the Corporation.

## ARTICLE V. AMENDMENTS

The Constitution and Bylaws shall be amended according to the specific provisions of the Bylaws.

## ARTICLE VI. DISSOLUTION

On dissolution of The Arc of the Quad Cities Area, any funds remaining shall be distributed to one or more regularly organized and qualified charitable or philanthropic organizations to be selected by the Board of Directors.

# Bylaws

## ARTICLE I. BOARD OF DIRECTORS

### Section 1. Number and term of office of directors

The number of directors shall not exceed 18 members. The term of office of each director shall be three years.

The term of office of each newly-elected director shall commence on July first of the year elected.

No director shall be elected for more than three consecutive terms of office, commencing with the first year of office. After one year of non service to the Board of Directors, a former director is eligible for re-election to Board of Directors.

Directors may be removed with or without cause at any time by a two thirds majority vote of the Board.

### Section 2. Election of directors

- a. At least one-third of the Board of Directors shall be elected annually.
- b. At the May meeting of the Board of Directors, the Nominating Committee shall present a slate of candidates for the Board of Directors. The Board of Directors will vote for this slate at the June board meeting.
- c. The Board of Directors will announce the results of the election.

### Section 3. Meetings

- a. The Board of Directors shall meet on the third Tuesday of each month; however, a meeting may be omitted by a majority vote at the preceding Board meeting.
- b. The June board meeting of the Board of Directors shall be designated as the annual meeting of the Corporation or at such other time as determined by a 2/3 majority vote of the Board of Directors.
- c. Special meetings of the Board of Directors may be called by the President at any time on not less than 24 hours notice to each Board member.
- d. A quorum of the Board of Directors shall be a majority of its members.
- e. Telephone Meetings -- A meeting of the Directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by conference call, video conference, or other electronic means by which all persons participating in the meeting can communicate simultaneously with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

### Section 4. Standing Committees of the Board of Directors

The Board of Directors shall establish standing committees as described herein. The President shall have the power to appoint such standing and special committees as are necessary to further the corporate objectives. Standing committees shall be those committees with responsibilities that go from year to year. The President of the Board and the Executive Director shall be *ex officio* members of each standing committee. Special committees shall be those that have time-limited responsibilities. A special committee may also be called a task force or advisory board. Committees may not act on behalf of the Corporation unless such

authority is specifically delegated to the committee, and if such corporate authority is so delegated, it shall be valid only as to a single issue and not in general terms. Committee members may be any person deemed to be qualified by the Board who has actively demonstrated a willingness to support and foster corporate goals and objectives. The term of office for committee members shall be one year.

a. The *Executive Committee* shall consist of the officers of the Board of Directors and the preceding President. The Executive Committee has authority to take emergency actions deemed to be in the best interest of the corporation only when the action cannot be deferred until the next regular meeting of the Board of Directors and the emergency circumstances prevent the convening of a Special Meeting. The Executive Committee shall report all emergency actions taken at the next meeting of the Board of Directors. The Executive Committee also has authority to recommend action by the Board regarding the Executive Director's job description and annual performance review. The Executive Committee shall review personnel policies and recommend appropriate action to the Board. The Executive Committee shall also negotiate the Executive Director's employment contract subject to approval by the Board. The Executive Committee is responsible for orientation of new members of the Board of Directors.

b. The *Business Committee* shall monitor the corporation's financial accounts and procedures. The Business Committee shall recommend an annual budget of revenue and expenditures sufficient to carry out the activities of the Corporation. The Business Committee shall also arrange for an annual audit by an independent accounting firm and shall present the auditor's findings to the Board for evaluation.

c. The *Human Rights Committee* shall review and implement all policies and procedures of the corporation that affect or restrict consumer rights and recommend appropriate action to the Board.

d. The *Nominating Committee* shall consist of at least three persons. No Board member who is eligible for reelection shall serve on this committee. The Nominating Committee shall recommend for to the Board for election, a slate of candidates for directors and officers for The Arc of the Quad Cities Area. The Nominating Committee shall also meet regularly to develop and maintain an active roster of potential candidates for appointment or election to the Board.

e. The *Program Evaluation Committee* shall review program service outcomes and make recommendations regarding the effectiveness of the programs and the adequacy of the program evaluation system.

#### Section 4. Duties of directors

- a. All directors must become members of The Arc of the Quad Cities Area.
- b. Each director shall serve on at least one standing committee of the Board.
- c. Directors shall regularly attend Board and designated committee meetings.

## ARTICLE II. OFFICERS

### Section 1. Duties of officers

a. The *President* shall preside at all meetings of the corporation and of the Board of Directors. The President shall appoint the members and chair of each standing committee with approval of the Board of Directors and shall supervise committee work. The President shall also act as the executive officer of the corporation and shall possess powers and perform duties customarily associated with that office.

b. The *First Vice-President* shall succeed to the Presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The First Vice-President shall serve as a trustee for the Wilbur Burrese Endowment Committee and shall undertake such other responsibilities as the President may assign.

c. The *Second Vice-President* shall succeed to the First Vice-Presidency in case of a vacancy in that office and shall perform the duties of the First Vice-President in the First Vice-President's absence or disability. The Second Vice-President shall serve as the *ex officio* representative to the Wilbur Burrese Endowment Committee and shall undertake such other responsibilities as the President may assign.

d. The *Secretary* shall handle correspondence of the corporation. The Secretary shall also keep minutes of all meetings of the Board of Directors. The Secretary shall keep all records of the corporation other than financial records. The Secretary shall also possess powers and perform duties customarily associated with that office.

e. The *Treasurer* shall chair the Business Committee and shall present periodic reports to the Board regarding the financial status of the organization.

#### Section 2. Qualifications and terms for officers

- a. Each candidate for office must have served as a director for at least one year.
- b. All officers serve for one year commencing on July first.

#### Section 3. Election of officers

The election of Board officers will be conducted according to the applicable Bylaw procedures for election of directors as identified in Article II, Section 2b.

### ARTICLE III CONFLICT OF INTEREST

a. Except for reasonable and customary expense reimbursement, no director, officer, or member of the Arc of the Quad Cities Area shall receive any compensation from the corporation for any services rendered in this capacity.

b. The corporation may enter into a contract with a member of the corporation or of the Board of Directors so long as the Board of Directors approves the proposal in advance of the transaction and only when the following conditions are met:

The interested Director must disclose the material facts of the transaction and the member's interest to the Board of Directors; The interested member may state a position on the matter and answer pertinent questions from the Board of Directors, but the interested member shall not be present for the Board of Directors' debate on the question;

When the interested party is a member of the Board of Directors, the interested director shall not vote on the matter; and

The Board shall determine that the proposed contract is in the best interest of the corporation.

The minutes of the Board meeting at which action is taken on such a transaction shall reflect that all of these requirements have been met.

The Board of Directors shall ensure that the performance of the contract is supervised with due care.

- c. Any Board member who is a participant or whose family member is a participant in any corporation conflict resolution procedure shall follow that procedure and shall not participate in any Board discussion or vote on the matter.

### ARTICLE IV. AMENDMENTS TO CONSTITUTION OR BYLAWS

Amendments to the Constitution or Bylaws may be proposed by any three board members by written application to the President no less than 20 days before the next regularly scheduled board meeting.

Upon receipt of the proposal, the President shall place the proposal on the agenda for the next Board meeting. At least 10 days before the meeting where the proposal will be voted upon, a notice will be mailed to all board members. The notice shall describe the proposed amendment and include the date, time and location of the meeting where the vote will be taken.

A favorable majority vote of all current Directors of the Board of Directors shall be required to amend the Constitution or Bylaws.

## ARTICLE V. MEMBERSHIP

### Section 1. Membership

Members join The Arc of the Quad Cities Area to advocate on behalf of, and support persons with intellectual and developmental disabilities.

Membership dues and classifications shall be established by the Board of Directors.

### Section 2. Application Procedures

Persons seeking membership shall complete a membership application form and submit regular dues to the principal office of the Arc of the Quad Cities Area. Application forms will be at the principal office of the Arc of the Quad Cities Area.

### Section 3. Dues

The Board of Directors shall establish the annual dues for membership. In accordance with Board policy, the Board of Directors may waive payment of local dues upon request made before the date on which dues are payable.

### Section 4. Members' Rights

Members may vote on such matters brought to them by the Board of Directors. Staff members shall be accorded all rights and privileges of membership.

### Section 5. Meetings

Meetings of the membership may be called at a date, time and place designated by the President of the Board of Directors.

## ARTICLE VI. PARLIAMENTARY AUTHORITY & NOTICE

a. The President may invoke the use of Robert's Rules of Order to govern the conduct of business when determined appropriate and not in conflict with the Constitution and Bylaws.

b. If mailed, notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. The communication requirements as set forth in these bylaws may be satisfied by sending a facsimile or email communication.

## ARTICLE VII. EFFECTIVE DATE OF CONSTITUTION AND BYLAWS

The Constitution and Bylaws shall become effective immediately upon approval and adoption by the Board of Directors of The Arc of the Quad Cities Area.