

## **How to identify proposed amendments to bylaws:**

All revisions are highlighted in yellow. Strikethroughs represent the removal of wording from the existing bylaws, while red text signifies the addition of wording to the bylaws. Any text highlighted in blue, such as this heading, is solely for your reference, and is not a proposed amendment to the bylaws.

### ***A.R.C. Of Northwestern Vermont (formerly FCARC)***

Advocating for people with disabilities in Northwestern Vermont for more than 50 years.  
P.O. Box 978, St. Albans, VT 05478 Telephone: 802/524-5197

## The Bylaws of the A.R.C. of Northwestern Vermont Advocacy, Resource, Community

These Bylaws were approved by the Board and membership on **June 9, 2014**  
~~October 14, 2013.~~

### **Article 1. Name.**

The name of this organization shall be The A.R.C. of Northwestern Vermont.

### **Article 2. Purpose.**

**Section 1.** The purposes of this organization are:

- a. To promote the general welfare of developmentally disabled citizens in Franklin and Grand Isle counties, and northwestern Vermont area.
- b. To foster and develop programs on their behalf.
- c. To encourage research related to developmental disabilities.
- d. To advise and aid developmentally disabled citizens and their families in the solution of their problems and to coordinate their efforts and activities.
- e. To develop a better understanding of the problems of developmentally disabled citizens by the public.
- f. To cooperate with all public, private and professional groups in the furtherance of these ends.
- g. To serve as a clearinghouse for information regarding developmentally disabled citizens.
- h. To solicit and receive funds for the accomplishment of the above purposes.

**Section 2.** This organization is 501(c)(3) nonprofit, non-political and nonsectarian organization. The purposes of this organization are exclusively educational and

charitable. No part of any net earnings shall inure to the benefit of any member or individual, and no officer or member of the Board of Directors of the organization shall receive any compensation for his/her services as an officer or member of the Board of Directors.

**Section 3.** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Law).

### **Article 3. Membership.**

**Section 1.** Control of this organization 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 during a special meeting called for that purpose. An action of the Board of Directors may be altered or rescinded by a majority vote, one-half plus one, of the membership present, provided no rights of third parties are affected.

**Section 2.** Membership shall be open to all persons sympathetic and supportive to the purposes of the organization.

**Section 3.** Members have full right to vote at all meetings, serve on the Board of Directors, hold office and all other attributes of membership.

**Section 4.** A member in good standing is one whose name appears on the membership list and is sympathetic and supportive to the needs of the developmentally disabled.

### **Article 4. Meetings.**

**Section 1.** The Annual Meeting shall be held every June, or as soon as possible by board consensus. The members shall vote on such matters as the Board of Directors submits to them.

**Section 2.** The Board of Directors meetings shall be held on the second Monday of every month at 6:30PM.

**Section 3.** Notice of all meetings, except the annual meetings and executive meetings, shall be given to the membership by ~~public service announcement~~ **our website** not less than five days before such meetings. Notice of annual meetings shall be by newspaper, social media, and website at minimum 14 days prior to such meetings. Executive meetings shall be for the purpose of developing the agenda for board meetings.

**Section 4.** Special meetings of the membership may be called by the President or on written application of ten members made to the Secretary who shall seek notices to

be mailed 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 meeting.

**Section 5.** A quorum of the Board of Directors shall consist of a simple majority of one-half plus one present, providing two of those present are officers. A quorum of the membership shall consist of one-half plus one of the membership present.

**Section 6.** A meeting venue, time, or date may change due to extenuating circumstances. In these rare situations all board members are to be notified by email and/or phone with updated meeting information.

#### **Article 5. Fiscal Year Responsibilities.**

**Section 1.** The fiscal year shall begin July 1<sup>st</sup> and end June 30<sup>th</sup>.

**Section 2.** An auditor or auditing committee of three (3) members shall be elected at the June meeting.

**Section 3.** The committee shall audit the treasurer's records within ten (10) days after the end of the fiscal year or at the close of the treasurer's term of office, and shall report at the next meeting. The executive committee of the Board of Directors may call for an audit at any time they deem necessary.

#### **Article 6. Board of Directors.**

**Section 1.** A Board of Directors numbering no less than four (4) persons and no more than fifteen (15) persons shall govern the association.

**Section 2.** 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 their duties and terms of their employment. The Board of Directors shall exercise all powers inherent in the organization except those expressly reserved to the membership.

**Section 3.** Notice of special meetings of the Board of Directors may be called by the President or the Secretary upon written request of three (3) Board members and shall be given by phone or email. Such notice shall state the purpose/agenda. Notice of these meetings shall be not less than 72 hours.

**Section 4.** Any Board member with three (3) consecutive absences from board meetings shall be contacted by the secretary regarding their desire to continue to participate as a board member. A board member missing six (6) meetings in a year will be removed from the board and notified by certified mail.

**Section 5.** All board members, paid staff, and volunteers **chairing events** will agree to and sign a confidentiality policy to protect the individuals we serve. All local, state, and federal laws will apply. Any violation of the policy may result in the termination of membership from the Board. A decision will be made upon review by the board on a case-by-case basis. **All board members must agree to and sign the most current version of the confidentiality policy at the annual meeting.**

**Section 6.** No member shall have more than one vote and no voting by proxy will be allowed.

#### **Article 7. Officers.**

The officers of the Board shall be President, Vice-President, Secretary and Treasurer who shall be members of the Board of Directors. Vacancies shall be filled by the Board of Directors as needed, otherwise they shall be elected by the Board of Directors at the first Board meeting following the Annual meeting.

#### **Article 8. Terms of Office.**

**Section 1.** The Officers of the organization shall serve for a term of one year from the date of their election.

**Section 2.** Directors shall serve for a term of one year from the date of their election. They may succeed themselves by election.

**Section 3.** All vacancies of the Officers shall be filled for the unexpired term by a quorum vote of the Board of Directors.

**Section 4.** No person may be elected to the same position for more than two (2) consecutive terms, except by a quorum vote of the Board of Directors.

#### **Article 9. Duties of Officers.**

**Section 1.** The President shall preside at all meetings of the organization and of the Board of Directors. The President shall appoint the chairperson of all committees with the approval of the Board. The President shall act as the executive officer of the organization and, in general, perform the duties usually associated with the office of the President.

**Section 2.** The Vice-President shall succeed to the office of President when nominated and elected by the Board of Directors in case of a vacancy in that office, and shall perform the duties of the President. The Vice-President may also perform presidential duties upon request of the President.

#### **Section 3.**

The Secretary shall handle the correspondence of the Board. The Secretary shall also maintain a record of the proceedings of all meetings of the membership and the Board of Directors. The Recording Secretary shall be responsible for recording and distributing the minutes of all meetings.

**Section 4.** The Treasurer shall receive all revenues of the organization and maintain a complete and accurate account of all funds received and disbursed. The Treasurer shall deposit and disburse all funds. The Treasurer is responsible for compiling a monthly report, and shall present an Annual Report to the membership immediately after the close of the fiscal year listing all receipts and disbursements by budget categories. The Treasurer shall be the custodian of the financial records of the organization. The Treasurer shall also manage payroll for all A.R.C. employees and verify their hours.

#### **Article 10. Committees.**

**Section 1.** These standing committees shall be reviewed at annual meetings.

- a. Fundraising
- b. Membership
- c. Nominating
- d. Auditing
- e. Finance
- f. Evaluation

**Section 2.** There shall also exist those committees, which the Board of Directors shall establish from time to time as they deem necessary, i.e. Financial Assistance.

**Section 3.** Chairpersons of all committees are required to report their findings to the Board of Directors at every meeting.

#### **Article 11. Elections.**

**Section 1.** There shall be a Nominating Committee composed of three (3) members. The members shall be appointed by the President and approved by the Board of Directors prior to the annual meeting.

**Section 2.** The Nominating Committee shall prepare a slate of candidates for election as Directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations at the meeting prior to elections. Nominations will be permitted from the floor and nominees must be members in good standing that have given consent to the nomination. Each member shall be entitled to cast in writing, as many votes as there are vacancies. Any vacancies shall be filled by the Board of Directors as needed, otherwise they will be elected at the annual meeting.

#### **Article 12. Job Descriptions**

Any and all employees of this organization have an official written job description to be kept on file. Each employee is to be evaluated annually based on that job description. Job descriptions shall be approved and voted on by the Board.

### **Article 13. No Personal Liability**

The directors, officers and members of the ~~ARC/~~ **A.R.C. of** NWVT shall not be personally liable for any debt, liability, or obligation of the ~~ARC/~~ **A.R.C. of** NWVT. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the ~~ARC/~~ **A.R.C. of** NWVT may look only to the funds and property of the ~~ARC/~~ **A.R.C. of** NWVT for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from ~~ARC/~~ **A.R.C. of** NWVT.

### **Article 14. Corporate Standing.**

This organization shall be incorporated as a non-profit corporation under the applicable laws of the State of Vermont. It shall exist in perpetuity.

### **Article 15. Parliamentary Authority.**

Robert's Rules of Order Newly Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with this Constitution and Bylaws. This article may be suspended at any meeting upon proper motion by a two-thirds (2/3) vote of those present and voting.

### **Article 16. Dissolution.**

Upon dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, recommend to the members of the organization the disposition of all of the assets of the organization to be offered first to the funding sources, who at the time of dissolution qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

### **Article 17. Amendments.**

Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing to the entire general membership at least two (2) weeks prior to the meeting at which it is to be voted upon and a two-thirds (2/3) vote of those present shall be required for ratification.

These are the current Bylaws approved and adopted by the Board on **June 9, 2014**  
~~October 14, 2013~~ and effective immediately.

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Month/Day/Year

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President

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Secretary or designated officer