

**The Arc Allegany-Steuben  
By-Laws**

**Approved by Allegany and Steuben  
Boards of Directors  
3/25/2020  
Revised 8/10/2020**

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This organization shall be known as the Allegany-Steuben Counties Chapter, NYSARC, Inc., hereinafter called the Chapter, doing business as The Arc Allegany-Steuben on behalf of NYSARC, Inc. NYSARC, Inc. will hereinafter be called the State Association or the Association.

## **ARTICLE II - PURPOSE**

The purpose of the Chapter shall be to act locally for the State Association in accordance with the Certificate of Incorporation and By-Laws of the Association and in conformity with its Chapter Manual and such rules, regulation and policies as the State Association may from time to time prescribe.

## **ARTICLE III - TERRITORY**

The territory assigned to the Chapter by the State Association is Allegany and Steuben Counties, subject to any change therein as may be made from time to time by the Board of Governors of the State Association.

## **ARTICLE IV - MEMBERSHIP & DUES**

### ***Section 1- Membership***

The membership of the Chapter shall consist of all persons who meet the requirements of the By-Laws of the State Association and territorial jurisdiction assigned to the Chapter.

### ***Section 2 - Membership Classes***

The provisions of the State Association's bylaws relating to classes of membership shall apply to the Chapter. There are four classes of membership:

*Active members* who pay annual dues. Members in good standing shall have the right to vote and may hold office. Employees of NYSARC or any NYSARC Chapter can be members but are not eligible to vote, hold office or otherwise participate in any Chapter election; and may not vote on any other matter of Chapter business which may be put before the membership.

*Life members* shall be those that request this status having contributed within a period of one year an amount fixed by the Chapter. Life members shall thereafter be exempt from the payment of dues but shall retain all rights and privileges of membership including the right to vote and hold office. Employees of NYSARC or any NYSARC Chapter may be life members but are not eligible to vote or hold office.

*Sustaining members* are those who reside in a territory where there is no Chapter. Application for membership shall be in writing, and members shall have all privileges of membership except the right to vote and hold office. Dues shall be the same as dues of Active members.

*Honorary members* shall be those persons who have distinguished themselves and who have been elected to such membership by the Board of Directors of the

Chapter. Honorary members need not pay dues and shall not have the right to vote or hold office.

### ***Section 3 – Dues***

The annual membership dues shall be fixed by the Chapter. Such dues shall be paid to the Chapter. The membership year is from October 1 to the last day of September. The good standing of a member shall be determined as of a date thirty (30) days prior to the act for which the good standing is required. The Chapter Board of Directors may waive dues for Active Membership under certain circumstances such as financial hardship. Annual dues paid by a member shall be deemed to establish membership during the membership year in which paid.

### ***Section 4 - List of Members***

The membership list shall be confidential and shall be kept in duplicate by the Secretary and the Treasurer. The Secretary shall send a copy of the membership list to the Central Office of the State Association, as required.

### ***Section 5 - Termination of Membership***

Charges against a member may be preferred as described in the By-Laws of the Association.

## **ARTICLE V - MEMBERSHIP MEETINGS**

### ***Section 1- Annual Meeting***

The Chapter shall hold at least one meeting annually, which shall be, designated the annual meeting of the Chapter, and such other general meetings, as the Board of Directors may desire.

### ***Section 2 - Special Meetings & Quorum***

Special meetings of the members of the Chapter may be called by the Board of Directors or by written request of at least one-third of the active members of the Chapter or 50 members, whichever is less. The written request shall be delivered to the Secretary. The request and the notice of the meeting shall identify the purpose of the special meeting and no other business may be transacted. Fifty (50) members constitutes a quorum.

### ***Section 3 - Notice of Members Meetings***

Written or printed notice of each regular or special meeting shall be delivered to each member at least fifteen (15) days or seven (7) days, respectively before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the US mail. The failure of any member to receive notice of annual or special meetings of the members shall not invalidate any action, which may be taken by the members at any such meeting. By individual consent of a member, such notice may be given to such member electronically, including via e-mail, using the time frame contained herein.

### ***Section 4 – Membership Meeting Quorum***

No fewer than 50 active members in good standing of the Chapter, present in person,

shall constitute a quorum for any regular or special meeting. Members voting in a Chapter election by means of absentee ballot shall be counted toward a quorum requirement for the meeting at which such election is scheduled, solely for purposes of the election and for no other purpose or business to be discussed or transacted at such meeting. Other than by timely submission of an absentee ballot, as provided for in Article IX, Section 5, no member not present in person may participate in any annual, general, or special meeting of the membership.

## **ARTICLE VI - BOARD OF DIRECTORS**

### ***Section 1 - General Powers & Number of Directors***

The business and affairs of the Chapter shall be managed by a Board of Directors consisting of not fewer than five (5) nor more than fifty (50) members as such number may be prescribed by the action of the membership taken at the Annual Meeting upon prior recommendation of the Board. Newly created director seats shall be filled by the Nominating Committee as provided by Article X, Section 5, except that a special membership meeting may be called as provided for in Article V, Section 2 for the election of such a director.

### ***Section 2 - Qualifications and Tenure***

In order to be eligible to serve on the Board of Directors, a person shall be a member of the Chapter. A simple majority of the Board of Directors where possible shall consist of people who have intellectual or other developmental disabilities and/or parents or blood relatives (or their spouses) of such persons with disabilities defined as 1) the degree of consanguinity set forth in the New York Estates Power and Trust Law for the purposes of intestacy or 2) the legally appointed guardian. At no time may the Board of Directors be less than one-third parents or blood relatives of persons who have intellectual or other developmental disabilities, their spouses, or persons who have intellectual or other developmental disabilities.

No employee of the Chapter may be a director. Each term of office shall be for three years. Approximately one third of the terms shall expire each year. However, if there is an imbalance (approximately 33% should be elected each year) in the expiration of terms, new directors may be elected for a one or two- year term.

### ***Section 3 - Compensation & Order of Business***

Board members shall not receive any salary for their services. Roberts Rules of Order shall govern the conduct of meetings.

### ***Section 4 - Regular Meetings of Directors***

Regular meetings of the Board of Directors shall be held for a total of at least ten board meetings annually. The dates of such regular meetings shall be fixed by the Board at their first meeting after the annual election.

### ***Section 5 - Special Meetings of Directors***

Special meetings of the Board of Directors may be called by the President or by written and signed request of one-third of the members of the Board, delivered to the Secretary.

Such request shall state the business to be transacted at the meeting. Notice of a special meeting shall be delivered to each member of the Board at least five days before the date of the meeting. The notice shall state the business to be transacted at the meeting, and no other business may be considered.

### ***Section 6 - Quorum***

A majority of the Board of Directors shall constitute a quorum for all regular or special meetings. One or more members of a Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### ***Section 7 - Review of Previous Action***

All powers herein granted to the Board of Directors are subject to the Bylaws of the State Association and to the regulations contained in the Chapter Manual of the State Association. Any action of the Board may be reviewed by the Chapter at the next regular or special meeting upon written request to the Secretary of the Chapter. Such action may be revised, altered or rescinded by a vote of two-thirds of the members present provided that no irrevocable right of third parties shall be affected thereby. The minutes of the meetings of the Board of Directors shall be available at any meetings of the Chapter membership.

### ***Section 8 – Employment of Staff***

The Board of Directors, within the limits of budget appropriations, may authorize employment of professional and other staff. It shall delegate to the Executive Director authority to hire and fire employees

### ***Section 9 - Removal of Directors***

Membership on the Board of Directors implies regular attendance at board meetings. Members who miss three (3) meetings without a valid reason will be contacted by the Board President regarding the absences. The Board of Directors is empowered to dismiss board members who have excessive absences. See Article VIII, Section 10 for removal process.

Any member may bring charges against a director by filing such charges in accordance with the procedures outlined in the Association By-Laws.

### ***Section 10 – Vacancies***

The Board may also appoint a new Director to fill a vacant unexpired term until the next Annual Meeting. At the next Annual Meeting, if the Director so chooses, he/she will stand for election.

When there is an appointment, the person will be administered the Oath of Office by the President or his/her designee prior to beginning his/her term of office.

### ***Section 11 – Oversight Role***

In addition to its other responsibilities set forth in law, Association By-Laws, the Chapter

Manual and these By-Laws, the Board of Directors shall maintain oversight responsibility for monitoring the integrity of the Chapter's financial reporting process and systems of key internal controls regarding finance, accounting, legal and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Chapter and the power to retain outside counsel or other experts for this purpose. The Board, acting through its audit committee or by the full Board, shall be responsible for: retention and evaluation of independent auditors; examination and review of such auditors' management letter recommendations; review with management and such auditors the quality and adequacy of Chapter internal controls; periodic review with the Chapter's legal counsel and auditors as to the subject matter of inquiries received from government oversight agencies; periodic review of the Chapter's code of ethics and corporate compliance activities; and it shall ensure that it or its applicable committees or subcommittees shall have member or staff support from persons with accounting or other financial expertise. The Board of Directors shall review and discuss the interim reports of the Chapter's chief financial officer submitted at regular board meetings. Each member of the Board of Directors is also required to complete a conflict of interest statement prior to his or her initial election and then annually thereafter.

## **ARTICLE VII - EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

### ***Section 1 - Membership***

The Executive Committee of the Board of Directors shall consist of all the officers of the Chapter including the Immediate Past President (without vote), the Chapter's representative to the Board of Governors and such other persons as the Board may designate.

### ***Section 2 - Meetings***

The President, with at least five (5) days' notice, shall call meetings of the Executive Committee.

### ***Section 3 - Powers and Duties***

The Executive Committee shall exercise all powers of the Board of Directors during the intervals between the meetings of the Board, except as otherwise provided by the Bylaws. All the proceedings of the Executive Committee shall be reported to the Board at its next succeeding meeting, and be subject to revision, rescission or alteration by the Board, provided no irrevocable rights of third parties shall be affected by such revision, rescission or alteration. The Secretary shall deliver minutes of the Executive Committee to all Board Members within thirty days of each meeting.

### ***Section 4 - Quorum***

A majority of the Executive Committee shall constitute a quorum.

## **ARTICLE VIII - OFFICERS**

### ***Section 1 - Officers and Qualifications***

The officers of the Chapter shall be members of the Board of Directors. The officers of the Chapter shall consist of the following: President, Vice President, Treasurer, Secretary, Immediate Past President and such other officers as may be determined by the Board of Directors.

### ***Section 2 - Election and Term of Office***

The officers shall be elected at the annual meeting of the members. The term of office shall be one year. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. No officer may be elected for more than three consecutive terms.

### ***Section 3 - President***

The President of the Chapter shall preside at all meetings of the Chapter and of the Board of Directors. Except for the Nominating Committee, which shall be appointed by the Board of Directors, the President shall appoint all special committees and also appoint the chairperson of all standing committees. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall insure an annual report in writing is available to the membership of the Chapter.

### ***Section 4 - Vice President***

The Vice President shall perform any or all of the duties of the President in the event of his/her absence or disability, or at his/her request.

### ***Section 5 - Chairperson Pro-Temp***

In the event of the absence of the President and Vice-President from any meeting of the Chapter or of the Board of Directors, the members of the Board of Directors present shall elect a chairperson pro-temp.

### ***Section 6 - Treasurer***

The Treasurer shall be responsible for oversight of the funds and securities of the Chapter, under and by direction of the Board of Directors. At each regular meeting of the Chapter Board, the Treasurer shall receive and review with the Board interim reports from the Chief Financial Officer of the Chapter in a form specified by the Chapter Board. The Treasurer shall submit an independently audited financial report in writing to the Board of Directors by April 30<sup>th</sup>. Such report shall set forth the condition of the Chapter at the close of the previous fiscal year and shall show all receipts, disbursements, assets, and liabilities. The Treasurer shall keep a register of the names and post office addresses of all members.

### ***Section 7 - Secretary***

The Secretary shall ensure that attendance and appropriate minutes of the meeting of the Chapter and of the Board of Directors are properly recorded and that all notices required

by these Bylaws are served. The secretary shall keep a register of the names and post office addresses of all members and shall keep on file a complete copy of the Articles of Incorporation and the Bylaws of the Chapter containing all amendments. The Secretary shall be responsible for periodic review of the Chapter's Bylaws.

***Section 8 - Director Emeritus***

Director Emeritus shall be an honorary position. Members in this position shall have no voting privileges and meeting attendance is not mandatory.

***Section 9 - Insurance and Bonds***

The Treasurer and any other officer or agent of the Chapter charged with the responsibility for the custody of any of its funds or property shall be bonded or insured for such sum and with such surety as the Board of Directors shall determine.

***Section 10 - Terms***

The officers shall be elected for a term of one year. Directors shall be elected for a term of three years.

***Section 11: Nomination and Election***

Directors shall be nominated and elected in the same manner as Officers.

***Section 12 - Removal of Officer***

An officer or director may be removed by the Board of Directors by filing charges in accordance with the procedures outlined in the Association By-Law

***Section 13 - Vacancies***

In the event of a vacancy in the office of President, the Vice President shall succeed. In the event of a vacancy in any other office, the Board of Directors shall appoint, by a majority vote, a successor to serve until election at the next Annual Meeting.

**ARTICLE IX - ELECTIONS**

***Section 1- Nominating Committee***

At least sixty days prior to the Annual Meeting of the Chapter, the Chairperson of the Nominating Committee shall deliver to the Secretary of the Chapter its slate of nominees for Officers, Directors and Nominating Committee, together with written acceptance by each of the nominees. Further, prior to the initial election of any director, written acceptance of the nomination must also be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

***Section 2 - Member Notification***

The Secretary shall notify Chapter members by mailing, at least forty-five (45) days prior to the date of the Annual Meeting, of the names of the nominees as submitted by the Nominating Committee.

### ***Section 3 - Other Nominees***

A petition may nominate other candidates for any of the offices, designating the office for which election is sought and signed by fifteen percent (15%) of the membership or (30) members in good standing, whichever is less. The Secretary must receive such petition, together with the written acceptance of the nominee, either personally or by delivery to the Chapter office at least thirty (30) days prior to the Annual Meeting. If the candidate proposed by petition is a first-time director, written acceptance of such nomination must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

### ***Section 4 - Voting***

In the event there is a contest for any office, the Secretary shall mail to each member, not less than twenty (20) days prior to the Annual Meeting, an absentee ballot. Absentee ballots shall be turned over by the Secretary to the Inspectors of Election duly appointed for the Annual Meeting for counting, as provided hereafter. The Secretary shall retain absentee ballots for a period of three years. No member shall be entitled to review such absentee ballots except a duly constituted Inspector of Election. Prior to the election, every absentee ballot shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. No member shall be entitled to authorize another person or persons to act by proxy.

### ***Section 5 - Election***

The election of Officers, Directors, and members of the Nominating Committee shall take place at the Annual Meeting each year. Voting shall be in person or by proxy as set forth in Section 6 below. Voting for any office where there is a contest shall be by written ballot. No nominations may be made from the floor.

### ***Section 6 – Contested Election***

In the event there is a contest for any office, the Secretary shall mail to each member not less than twenty (20) days prior to the Annual Meeting, an absentee ballot whereby a member may designate the Secretary to act in the member's place and stead to cast the member's vote for the nominees as specifically designated in such absentee ballot by such member. Absentee ballots shall be turned over by the Secretary to the Inspectors of Election duly appointed for the annual meeting for counting, as provided hereafter. The Secretary shall thereafter retain absentee ballots for a period of three (3) years. No member shall be entitled to review such absentee ballots except a duly constituted Inspector of Election. Prior to the election, every absentee ballot shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as provided herein, no member shall be entitled to authorize another

person or persons to act on his behalf in any manner in any annual, general or special meeting of the membership.

***Section 7 – Contested Election Ballot***

Whenever there shall be a contest for any office, the ballot shall contain, with equal prominence, the names of the candidates of the Nominating Committee and those submitted by petition, including the number to be elected for said office.

***Section 8 – Election Inspectors***

Whenever there shall be a contest for any office, no less than three (3) inspectors, none of whom shall be a nominee for any office, shall be appointed each year by the President at or prior to the Annual Meeting. It shall be the duty of such Inspectors to conduct the voting and the counting of the ballots, all of which shall be secret, and to report the results thereof at the Annual Meeting.

***Section 9 - Installation***

Elected Officers, members of the Board of Directors and members of the Nominating Committee shall be installed at the Annual Meeting or at such later time as the Board deems appropriate, but on or before the effective date of their assumption of office.

***Section 10 – Board of Governors Representatives***

The Board of Governors representatives shall be nominated by the Board of Directors from among the members of the Board prior to May 15 in the year in which they are to be elected.

***Section 11 – Final Arbitration***

The Board of Governors shall be the final arbiter of any dispute with respect to any Chapter election submitted to it by an unsuccessful candidate or by the Chapter Board.

**ARTICLE X - NOMINATING COMMITTEE**

***Section 1- Members***

The Nominating Committee shall consist of active members of the Chapter, elected as provided in Article IX above.

***Section 2 - Number of Members***

The Nominating Committee shall consist of no less than three members who shall be active members of the Chapter.

***Section 3 - Term of Office***

Each member shall serve for a term of 12 months. Members of the Nominating Committee may not serve more than three consecutive terms.

#### ***Section 4 - Chairperson***

Unless designated in the election, the Nominating Committee shall elect its own chairman from among its members at their first meeting following their election.

#### ***Section 5 - Duties***

The Nominating Committee shall nominate, by separate vote for each office, a slate of candidates for all elective offices of the Chapter including board seats filled by election by the Board during the year preceding the Chapter election and seats newly created by action of the membership at the Annual Meeting shall obtain written acceptance from each candidate. The Chairperson of the Nominating Committee shall deliver the Committee's slate of nominees to the Secretary of the Chapter as provided in Article IX, Section 1.

#### ***Section 6 - Vacancies***

Vacancies on the Nominating Committee shall be filled by a majority vote of the Board of Directors. A member elected to fill a vacancy shall serve for the predecessor's unexpired term.

### **ARTICLE XI - COMMITTEES**

#### ***Section 1- Standing Committees***

The Board of Directors shall establish committees to assist them in achieving the goals and objectives of the Chapter. The standing committees of the Chapter are as follows:

- Finance
- Audit
- Corporate Compliance
- Guardianship
- Incident Review
- Human Resources

In addition to the above committees, the President, with the approval of the Board of Directors, may establish such ad hoc committees as are deemed appropriate.

#### ***Section 2 - Chairpersons & Members***

At the first meeting of the Board of Directors following the Annual Election, the President shall appoint the Chairperson for each Standing Committee of the Chapter. The Committees' membership shall be appointed by the Chairperson.

#### ***Section 3 - Committee Purpose and Duties***

The Corporate Compliance Committee is to advise and assist the Quality Enhancement Director with compliance to all applicable federal, state, and local laws and regulations; to provide guidance and supervision with The Arc Allegany-Steuben's Corporate Compliance Plan; and to provide guidance and supervision with The Arc Allegany-Steuben's compliance with the Health Insurance Portability

and Accountability Act (H I PAA). The Committee shall oversee the adoption and implementation of, and compliance with conflict and whistleblower policies. Finally, the committee is to set ethical standards and guidelines for the Chapter, which maintain and enhance the integrity of its services, and ensures that business is conducted in a professional, ethical and legal manner.

The Audit Committee shall be made up only of independent directors and will be responsible for the oversight of the accounting and financial reporting process of the Chapter and the audit of the Chapter's financial statements; annual retention and/or renewal of and evaluation of independent auditor(s); review of the results of the audit and management letter with the auditor; reviewing with the auditor the scope and planning of the audit prior to commencement; discussing items with the auditor following the audit, including but not limited to (a) any risks or weaknesses in internal controls, (b) restrictions on the auditor's activities or access to requested information, (c) any significant disagreements between auditor and management, and (d) the adequacy of the reporting processes. The Committee shall also annually consider the performance of the auditor and report to the full board on the activities and outcomes of the Audit Committee. Finally, the Committee has the responsibility for effective recommendations designed to ensure the financial health of the Chapter, to assure continued financing and to maintain accountability.

The Finance Committee is responsible for on-going monitoring of the Chapters finances and to make effective recommendations designed to ensure the financial health of the Chapter to assure continued effective and efficient operations.

The Guardianship Committee is to provide information and assistance regarding guardianship and to act as guardians in situations where no family members or appropriate advocates are available.

The Human Resources Committee is to ensure proper and appropriate personnel practices, policies, staffing and compensation and to ensure appropriate practices and policies for the consumers of the Chapter.

The Incident Review Committee is to ensure proper program operation in accordance with applicable regulations and standards and to protect the rights and safety of program participants.

#### ***Section 4 - Committee Conduct***

Except as otherwise provided in these Bylaws, the following rules shall govern the conduct of all Committees:

The majority of the members of each Committee shall constitute a quorum.

Each Committee may elect a Secretary and may elect a Vice Chairperson.

Each Committee shall present a report to the President and Board of Directors each time the full board meets.

Duties and responsibilities of each committee shall be determined by the Board of Directors.

One or more members of any committee, including the Executive and Nominating Committees, may participate in a meeting of the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

## **ARTICLE XII - ADMINISTRATION**

### ***Section 1- Central Office***

The Chapter shall maintain one or more central office at such place and with such facilities as the Board of Directors may direct for the promotion of the objectives of the Chapter.

### ***Section 2 - Executive Director***

The Board of Directors, within the limits of budget appropriation, may employ professional and other staff. The Chapter may employ an Executive Director as the Administrative Agent of the Chapter, to work under the supervision of the Board of Directors. He/she shall be available to the officers, committees and members, for professional consultation in connection with the affairs of the Chapter. Appointment of the Executive Director shall be by contract and by a two-thirds vote of the Board of Directors.

The Executive Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors in Executive Session, if the best interests of the Chapter are not being served by the current Executive Director. If a director is unable to attend the meeting, votes will be accepted by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

### ***Section 3 - Authority to Hire***

The Executive Director shall employ such personnel as may be necessary for the operation of the Chapter, within levels of expenditures established in the budget adopted by the Chapter Board, and shall be responsible for their supervision.

## **ARTICLE XIII - INDEMNIFICATION OF OFFICERS, DIRECTORS, STAFF AND AGENTS**

***Section 1*** - Any and every person made a party of any action, proceeding by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he, his testator, or in testate, is or was a director, officer, or committee member, may be indemnified by the Chapter to the full extent permitted by law, against any and all reasonable expenses, including attorneys' fees, actually necessarily incurred by him in connection with the defense of

such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer or committee member has breached his duty to the Chapter.

**Section 2** - Any and every person made a party to any action, suit or proceeding other than one by or in the right of the Chapter to procure a judgment in favor, whether civil or criminal, by reason of the fact that he, his testator or in testate, was a director, officer, or committee member, may be indemnified by the Chapter, to the full extent permitted by law, against expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein if such person acted in good faith for the purpose which he reasonably believed to be in the best interest of the Chapter, and in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

**Section 3** - The Chapter must purchase and maintain insurance on behalf of any person who is a director, officer, staff employee or agent of the Chapter, or who is serving at the request of the Chapter.

## **ARTICLE XIV - MISCELLANEOUS**

### ***Section 1- Fiscal Year***

The fiscal year of the Chapter shall begin on the first day of January of each year and end on the thirty-first day of December of the same year.

### ***Section 2 - Disbursements***

The Board of Directors shall maintain oversight responsibility for monitoring the integrity of the Chapter's financial reporting process and systems of key internal controls regarding finance, accounting, legal, and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is empowered to investigate any matter with full access to all books, records, facilities, and personnel of the Chapter and the power to retain outside counsel or other experts for this purpose. The Board, acting through its Finance and Audit Committee, shall be responsible for: retention and evaluation of independent auditors; examination and review of such auditors' management letter recommendations; review with management and such auditors the quality and adequacy of Chapter internal controls; periodic review with the Chapter's legal counsel and auditors as to the subject matter of inquiries received from government oversight agencies; periodic review of the Chapter's code of ethics and corporate compliance activities; and shall ensure that it or its applicable committee shall have members or staff support from persons with accounting or other financial expertise. The Board of Directors shall review and discuss the interim reports of the Chapter's Chief Financial Officer submitted at regular board meetings.

### ***Section 3 - Telephone Meetings***

Any member of the Board of Directors, Executive Committee or any other committee of the Chapter may participate in a meeting by means of a conference telephone or similar

communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### ***Section 4 - Contracts***

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chapter; and such authority may be general or confined to specific instances.

#### ***Section 5 - Rules and Regulations***

The Board of Directors shall have the power to make and adopt such Rules and Regulations and policies and procedures, as it may deem advisable for the management, administration and regulation of the business and affairs of the Chapter. These provisions shall not be inconsistent with the law, the Articles of Incorporation or these Bylaws.

#### ***Section 6 – Committee Action***

Any action which is within the authority conferred by these By-Laws upon the Executive Committee or any other Committee of the Chapter may be taken without a meeting if all members of the Executive Committee or other Committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent thereto by its members shall be filed with the minutes of the proceedings of the respective Committee.

#### ***Section 7 – Pronouns***

All nouns and pronouns herein, and any variations thereof, shall be deemed to refer the masculine, feminine, singular, or plural as the identity of the person or persons may require.

### **ARTICLE XV - AMENDMENTS**

***Section 1*** - Amendments to these Bylaws may be proposed in writing to the Board of Directors, together with the signatures of five or more members of the Chapter. The Board shall act upon the proposed amendment no later than the second meeting after its submission. Failure to act shall be deemed a rejection.

If the Board of Directors adopts an amendment to the bylaws, such amendment shall be submitted to the Board of Governors of the State Association for approval. If approved by said Board, such amendment shall be submitted to the membership at a special meeting called for that purpose or at the Annual Membership Meeting.

If the Board of Directors rejects a proposed amendment, it shall state to the proponents, in writing, its reasons for so doing. Should the Board reject a proposed amendment, and then upon a petition signed by ten or more members, such amendment shall be

submitted to the membership at a special meeting called for that purpose. A copy of the proposed amendment, with a statement of the Board's reasons for its action, shall be embodied in the notice of the meeting, at which time it will be voted upon. A two-thirds vote of those present and voting shall be necessary for the adoption of any amendment by both the Board and the membership.

**Section 2** - After such adoption such amendment shall be submitted to the Board of Governors of the Association for approval. If approved by said Governors, such amendment shall become effective immediately unless a later date is specified therein. If not approved by said Governors, it shall be of no effect.

**Section 3** - Notwithstanding the provisions of the sub-section immediately preceding, nothing shall preclude the Chapter's Board of Directors, following their approval of proposed Chapter by-law amendments, from submitting such amendments for Association Board of Governors advance approval, contingent upon subsequent adoption by the Chapter membership, to become effective upon such membership approval.

## **ARTICLE XVI - GOVERNANCE**

The Bylaws and Chapter Manual of the State Association shall govern all matters not specifically provided for herein. In the event of any possible conflict between these Bylaws and those of the State Association the Bylaws of the State Association shall control.

The Association Board of Governors shall be the final arbiter of any dispute arising between Chapters, or within a Chapter, with respect to the interpretation or application of Chapter By-Laws, submitted by the Board of any such Chapter.