

### Article I: Name

The name of this organization shall be "The Arc of Amador and Calaveras".

### Article II: Purpose

The purpose of The Arc of Amador and Calaveras is to promote the general welfare of people with developmental disabilities and their families. This shall include the provision of direct services as well as functioning as an advocate for their rights and programs.

The Arc of Amador and Calaveras is a nonprofit, non-political, non-sectarian organization.

### Article III: Membership

#### Section 1: Qualifications:

Membership with voting privileges shall be open to all persons 18 years and older. (Individuals and family members under the age of 18 can join but will not have voting privileges). Each applicant for membership shall designate the membership classification which he/she desires to obtain:

- a. Individual Membership - Individuals who wish to participate in the affairs and conduct of The Arc of Amador and Calaveras. Individual members are entitled to one vote each.
- b. Family Membership - There will be one vote per family membership.
- c. Organization Membership - This category is for organizations who wish to support the activities of The Arc of Amador and Calaveras. The organization shall designate in writing the name of the representative who will cast its vote.
- d. Honorary Life Members - Such memberships may be conferred by a majority vote of the Board of Directors to any individual or organization which has given special services and assistance to The Arc of Amador and Calaveras over an extended period of time. Dues are paid by The Arc of Amador and Calaveras, and Honorary Life Members are entitled to one vote each.
- e. Self Advocate Membership - This membership category is reserved for people with developmental disabilities. Membership is not automatic and must be applied for as with a, b, and c above, but Self Advocates may pay a reduced membership fee at the discretion of the Board of Directors. Self Advocate members are entitled to one vote each.

Section 2: Member in Good Standing:

Whenever the term “good standing” is used relative to any classification of Membership, it requires that there be no delinquency in dues as defined in Article IV.

Section 3: Voting Rights:

Membership in The Arc of Amador and Calaveras is not transferable or assignable. Proxy voting and absentee ballots shall not be permitted. Voting members are entitled to vote at the Annual Meeting and other Membership Meetings. Employees of The Arc of Amador and Calaveras are not entitled to vote.

Section 4: Removal of a Member:

Any member whose actions are prejudicial to the interests of The Arc of Amador and Calaveras or individuals with developmental disabilities, may be expelled as follows:

Any member may submit a written complaint against another member to the President or Vice President. The President or Vice President shall notify the individual against whom the complaint has been lodged, and then set a hearing date on the matter within thirty days, at which time all interested parties shall be given an opportunity to be heard by the Board of Directors. Upon  $\frac{3}{4}$  vote of the Board of Directors at a meeting at which a quorum is present, the member may be expelled. This decision may be appealed to the general membership. On receipt of the appeal, the President or Vice President shall call a meeting within ninety days at which the membership may overrule the decision of the Board of Directors by a  $\frac{3}{4}$  vote, a quorum being present.

## Article IV: Dues and Liability of Members

Section 1: Dues Schedule:

The Board of Directors shall establish the amount payable by each class of members and when the dues shall be paid.

Section 2: Liability:

No person who is now, or who later becomes a member of The Arc of Amador and Calaveras shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of The Arc of Amador and Calaveras shall look solely to the assets of The Arc of Amador and Calaveras for payment.

## Article V: Meetings

### Section 1: Membership Meetings:

Membership meetings of The Arc of Amador and Calaveras may be held on a quarterly or as needed basis. Membership meetings shall be scheduled by the Board of Directors. Items of business to be considered at membership meetings may be submitted to the President or Secretary by any member in good standing at least thirty days prior to the membership meeting, and shall be placed on the agenda for the meetings. Members shall be notified in writing at least twenty days in advance of all meetings. No other business shall be transacted at the meeting. These meetings shall be open to the public. A quorum shall consist of nine members in good standing.

### Section 2: Board Meetings:

The Board of Directors shall meet monthly unless a simple majority of the Board votes not to hold a meeting in any given month. 50% or more of the Board of Directors shall constitute a quorum.

### Section 3: Annual Meeting:

The Membership meeting in April, May, or June shall be designated as the Annual Meeting for the election of officers and directors.

### Section 4: Special Membership Meetings:

A special meeting of The Arc of Amador and Calaveras shall be called upon the written request of not less than 5% of the members, or by the President, or by action of the Board of Directors. Said meeting shall be held at a date, time, and place determined by the Board not less than thirty days nor more than ninety days from the date of the receipt of request by the Secretary. The call for the meeting shall state the business to be transacted. No other business shall be transacted at the meeting. The Secretary shall, not less than twenty days prior to the meeting date, ensure that written notices of the meeting are mailed, setting forth the date, time, place, and purpose thereof. A quorum for special meetings shall consist of nine members in good standing.

### Section 5: Special Board Meetings:

Special meetings of the Board of Directors may be called by the President, Vice President, or majority vote of a quorum of the Board at any time on not less than forty-eight hours notice.

### Section 6: Closed Meetings:

The Board may hold a closed meeting to discuss or consider one or more of the following: real estate negotiations; the appointment, employment, evaluation of performance, dismissal of an employee; employment salaries and benefits; pending litigation. Any matter specifically dealing with people served by The Arc of Amador and Calaveras services must be conducted in a closed session, except where it is requested that the issue be discussed

publicly by individual served, their conservator, or the parent or guardian if the individual is a minor. Minutes of closed sessions shall be kept by a designated officer or employee, and be made available for review by current and subsequent Board Members and others required by law (i.e. auditors). These minutes may be held out of public Board packets and documents when allowed by law. Prior to and directly after holding any closed session, the Board shall state the specific reason, or reasons for the closed session. In the closed session, the Board may consider only those matters covered in its statement.

Section 7: Rules of Order:

All meetings of The Arc of Amador and Calaveras shall be conducted according to the current version of Robert's Rules of Order insofar as such rules are not inconsistent or in conflict with these Bylaws, the Articles of Incorporation, or the law.

Section 8:

Electronic/Telephone Meetings: Any Arc of Amador and Calaveras meeting, including any meeting of the Members, Board of Directors, Executive Committee, or any other committee, may be held by remote communication as provided herein and shall be subject to the following provisions:

- (1) The technology used for the meeting shall allow attendees full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
- (2) The Arc of Amador and Calaveras shall implement reasonable measures to authenticate the attendance and vote of each attendee.
- (3) Participation in a remote (electronic/telephone) meeting shall constitute presence for all purposes, including quorum and voting.
- (4) Any action that could be taken at an in-person meeting may also be taken at a remote meeting held pursuant to this provision.

## Article VI: Fiscal Year

The Fiscal Year shall begin on July 1 and end on June 30.

## Article VII: Board of Directors

Section 1: Members:

The Board of Directors shall consist of nine to thirteen members; four of whom are elected officers of The Arc of Amador and Calaveras. Not less than four members of the Board shall be either persons with developmental disabilities or parents or relatives of individuals with developmental disabilities. Parents shall be defined as natural, adoptive, or step. Relatives shall be defined as grandparents and siblings. To ensure compliance with California law, the number of Board Members who are close family members

of employees of the organization are limited to no more than 49% of the overall Board. Also, since the Executive Committee has the power to govern per these bylaws, family members of Arc employees on this Committee are also limited to no more than 49% of its makeup to ensure compliance with California law.

Section 2: Powers:

The Board of Directors shall exercise the powers of the corporation, its property, and conduct its affairs, except as otherwise provided by law and these Bylaws.

Section 3: Election:

- a. The term of a Board Member shall be (2) two years. Board members shall be elected at the Annual Meeting. No Board Member may be on the Board of Directors for more than six consecutive years except the immediate Past President, who may serve one additional year as Past President for a maximum of seven consecutive years of service. Terms of office begin July 1, and expire June 30. (After leaving the Board for one year, individuals may again return as newly elected Board Members for a maximum of 6 to 7 Years per Section 3).
- b. In order to stagger the terms of the first elected Board of Directors, one-half (1/2) of the Board Members shall be elected for a term of two (2) years, and one half (1/2) shall be elected for a term of one (1) year. The terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all Board Members shall expire.

Section 4: Vacancies:

Vacancies on the Board of Directors shall be filled by appointment by the President of The Arc of Amador and Calaveras, contingent on approval of a majority vote of the Board of Directors, a quorum being present. A Director so appointed shall serve for the remainder of the term. In the event the position of President needs to be filled, it will be filled by the Vice-President per Article IX, Section 8. If the Vice President is unable or unwilling to serve, the full Board is then authorized to elect a new President via majority vote.

Section 5: Removal of a Board Member:

- a. Any member of the Board of Directors may be removed from the Board by a 2/3 vote of the members in attendance at a Membership Meeting of The Arc of Amador and Calaveras, a quorum being present.
- b. If a member of the Board of Directors fails to attend regular meetings of the Board for three consecutive meetings, unless his (or her) absence is an excused absence, his/her office as a Director or Officer shall be declared vacant by the Board of Directors, and the vacancy shall be filled pursuant to Article VII, Section 4, of these Bylaws.

## Article VIII: Conflict of Interest

### Section 1: Disclosure:

Any possible duality or conflict of interest on the part of any member of the Board of Directors shall be disclosed to the members of the Board of Directors and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

### Section 2: Voting:

Any member of the Board of Directors having a possible duality or conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. The foregoing requirements shall not be construed as preventing the Board Member from briefly stating his or her position on the matter, nor from answering pertinent questions of other Board Members.

### Section 3: Employees:

No employee of The Arc of Amador and Calaveras may serve as an officer, director, or delegate.

## Article IX: Officers

### Section 1: Officers and Term of Office:

The officers are: President, Vice President, Secretary, and Treasurer.

- a. The officers of The Arc of Amador and Calaveras shall serve for a term of (2) two years beginning July 1 following their election at the Annual Meeting.
- b. In order to stagger the terms of the first elected officers, one-half (1/2) of the officers shall be elected for a term of two (2) years, and one half (1/2) shall be elected for a term of one (1) year. The terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all officers of the Board of Directors shall expire.

### Section 2: Terms of Office:

No officer shall serve more than two successive years (1 term) in the same office.

### Section 3: Qualifications:

At least one of the officers shall be either a person with developmental disabilities or a parent or relative of individuals with developmental disabilities as defined under Article VII.

- Section 4: Elections:  
Officers of The Arc of Amador and Calaveras shall be elected to office at the Annual Meeting.
- Section 5: Vacancies:  
A vacancy in an office may be filled by the appointment of the President, contingent on full Board approval per Article VII, Section 4 above. A vacancy in the President position will also be filled per Article VII, Section 4. Officers elected to fill vacancies shall complete their predecessor's unexpired term.
- Section 6: Removal from Office: Any officer may be removed from office as per Article VII, Section 5.
- Section 7: President:  
The President shall be the chief executive officer of The Arc of Amador and Calaveras. He/she shall preside at all meetings of the members and directors. He/she may appoint all standing and special committees as he/she deems necessary although these appointments are be subject to the approval of the full Board. He/she shall authenticate by his/her signature, when necessary, all acts, orders and proceedings of The Arc of Amador and Calaveras.
- Section 8: Vice-President:  
In the absence or disability of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform all the duties of the President and in so acting have all the powers of the President. The Vice-President shall aid the President in the performance of his/her duties, and shall have such other powers and perform such other duties as may be prescribed by the President and/or Board of Directors.
- Section 9: The Secretary:  
The Secretary shall keep, or cause to be kept, full and complete records of the proceedings of meetings and transactions of The Arc of Amador and Calaveras and of the Board of Directors; shall make service of such notices as may be necessary or proper, and shall discharge such other duties of office as are prescribed by the President and/or Board of Directors.
- Section 10: Treasurer:  
The Treasurer shall keep, or cause to be kept, accurate records of all receipts and expenditures of all funds received and disbursed by The Arc of Amador and Calaveras. He/She shall make, or cause to be made, a monthly report to the Board of Directors and an annual financial report to be given to the membership at the end of the fiscal year. He/She shall be required to perform all other duties common to his office and as may be prescribed by the President and/or Board of Directors. The Treasurer shall cause to be made an Annual Audit of the financial records by an independent auditor. A copy of

this audit shall be given to the Board of Directors and made available to The Arc of Amador and Calaveras members. The audit should, in addition, be made available to the public upon request.

## Article X: Executive Director

The Executive Director shall be responsible for the day-to-day management of the corporation and shall be responsible to the Board of Directors for administration of policies adopted by the Board of Directors. The Executive Director has the right to attend all meetings of the Board and committees except when the Board enters into Closed Session to discuss hiring, evaluation, discharge, or compensation relating to Executive Director position. The Executive Director does not have a vote on the Board of Directors at any time.

## Article XI: Consultants to the Board of Directors

Consultants to the Board of Directors shall be appointed and discharged by the President of The Arc of Amador and Calaveras at any time as required. (At the full Board's discretion, they may choose to require a vote on the use of a specific consultant and require a majority to support the hiring or discharge of said consultant). Consultants shall not be considered a part of the quorum of any meeting of the Board of Directors and have no voting rights.

## Article XII: Committees

### Section 1: Executive Committee:

The Board of Directors shall establish an Executive Committee to include all elected officers of The Arc of Amador and Calaveras. The Executive Committee shall exercise all powers of the Board of Directors 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 of Directors. A meeting of the Executive Committee may be called by the President or a majority of the Executive Committee. A quorum shall consist of any three of the four officers.

### Section 2: Standing Committees/Special Committees:

The Board of Directors may establish additional committees at their discretion. The President may appoint individuals to Standing Committees or Special Committees as needed. The Board of Directors, at their discretion, may require a majority vote on committee members, terms of service, and committee authority,

### Section 3: Nominating Committee:

The Nominating Committee shall consist of three to five members in good standing. The President may appoint the Chairperson who may name the



additional members. The Board of Directors, at their discretion may require a majority vote on each of the Nominating Committee members. The Nominating Committee shall meet forty-five days prior to the Annual Meeting and select names to be considered for Board positions by the General Membership during the 4<sup>th</sup> quarter of the fiscal year. Nothing in this process precludes additional nominations from the floor at the Annual Meeting. In the event a voice vote at the Annual Meeting does not clearly elect officers and the nine to thirteen Board Members required by these bylaws, hard copy paper ballots will be provided to the members and the election will be conducted via paper vote. Votes will be counted by the Nominating Committee and no member in good standing will be prevented from watching the vote count if they wish to do so. In the event paper ballots are used, they will be retained for a period of 13 months at The Arc's main office.

### Article XIII:

#### Section 1: Proposed Amendments:

Amendments may be proposed at any time by any member in good standing by submitting the desired changes in writing to the Board of Directors. To minimize the cost of amending the bylaws, the Board may choose to limit the process of amending the bylaws to once per year.

#### Section 2: Wording:

The Board may revise or reword the proposed changes consistent with the intent of the proposed amendment.

#### Section 3: Notification:

The proposed amendments will be published in a newsletter or by special mailing to the membership at least thirty days prior to the meeting at which the vote will be taken.

#### Section 4: Approval:

Proposed amendments must be approved by a 2/3 vote of the members in good standing present at the first Membership Meeting following the thirty day period, or by a 2/3 vote of members in good standing conducted via a vote by mail. In the case of a mail vote, 100% of the membership will be given the opportunity to respond via a self addressed stamped envelope.

### Article XIV: Dissolution of the Association

In the event of the dissolution of The Arc of Amador and Calaveras, all assets of the corporation shall be distributed in Article IX of the Articles of Incorporation.

Adopted 4/1978

Revised 7/1989; 10/1991; 4/1992; 6/2000; 6/2015; 6/2019; 9/2021