



# BYLAWS

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## **Article I - NAME**

The name of this corporation shall be: The Arc Michigan, Inc. The term developmental disabilities, as used herein, shall include individuals, regardless of age, degree or type of disability, whether or not they attend public, private or religious schools, residential or day programs, and without regard to where they reside. "Developmental disabilities" include, but are not limited to, any condition consistent with the definition of developmental disability utilized in the Michigan Mental Health Code.

## **Article II - PURPOSE**

### **Mission**

The Mission of The Arc Michigan is to ensure that people with Developmental Disabilities are valued in order that they and their families can participate fully in and contribute to their community.

### **Sections 1 - THE PURPOSE OF THIS ORGANIZATION ARE:**

- a. To educate the public on issues associated with developmental disabilities so that a better understanding will lead to more relationships and community involvement.
- b. To encourage establishment of local chapters to assist and support parents, persons with developmental disabilities and other interested parties, as well as to support their efforts and activities.
- c. To foster the development of programs and services designed to promote inclusion and achievement by individuals with developmental disabilities.
- d. To further independence, choice, and self-determination by persons with developmental disabilities.
- e. To effectively influence government policies and actions on behalf of persons with developmental disabilities and their families.
- f. To serve as a clearinghouse for gathering and disseminating information regarding individuals with developmental disabilities.
- g. To support The Arc of The United States in its objectives.
- h. To enlist the support of public, private, religious, and professional groups and agencies on the local, state and federal levels in these objectives.
- i. To obtain funds for the accomplishment of the above purposes.

### **Section 2**

The Arc Michigan shall be non-partisan in its political views, and shall take no position on matters of governmental policy other than those concerning individuals with

developmental disabilities. It shall not support or oppose any political party or candidate for public office.

### Section 3

The Arc Michigan is a non-profit, non-sectarian corporation, and no part of the net earnings, contributions, or other property shall inure to the benefit of any member. No officer or director shall be remunerated for his or her services as an officer or director. Reimbursement may be made to members or officers for actual expenses incurred in carrying out agency business as defined by Board Policy and as authorized in advance. This includes, but is not limited to, reimbursement for travel, meals, postage and telephone calls. No employee of the The Arc Michigan or any of its local chapters may serve as an officer, director, or voting delegate, except in a capacity of fulfilling their job duties in support to a committee or as otherwise specified in these bylaws.

### **Article III - ADDRESS**

The official address of the organization shall be that as designated from time to time by the Board of Directors.

### **Article IV - MEMBERSHIP**

Membership in the organization shall be open to persons with developmental disabilities, parents, family, friends, and other members of the community regardless of religion, race, color, national origin, age, sex, height, weight, familial status, disability, sexual orientation, or political affiliation. Voting in the Delegate Assembly shall be open to local Chapters, which have been accepted as members of the Arc Michigan, located in the State of Michigan and serving a specific local geographic area, subject to the rules, and standards set forth in these bylaws.

The membership year shall extend one year from the end of the month in which an individual member joins a local Chapter and annually from the anniversary of joining.

### Section 1

Membership in The Arc Michigan is obtained automatically by those individuals who are members in good standing of a local Chapter in accordance with membership standards of the organization. A member in good standing is one whose dues are paid annually in accordance with their membership anniversary date.

### Section 2

Individuals residing in the State of Michigan, living in an area not served by an organized local Chapter, may join the Arc Michigan as a member-at-large by making application to the organization and paying the fees as approved by the Board of Directors. Members-at-large shall be entitled to all rights and privileges of membership except those of holding office and having voting privileges.

### Section 3

Voting membership shall be limited to local Chapters in good standing whose membership in the Arc Michigan has been approved by the Board of Directors.

### Section 4

The Arc Michigan may establish standards of affiliation for special interest groups who may become members of the The Arc U.S. only when they are first accepted as members of the State Organization. A "special interest group" is defined as a non-profit corporation or organization which is not a chapter of The Arc Michigan and whose primary interest is in persons with developmental disabilities.

### Section 5

To become a local Chapter of The Arc Michigan the officers of the local Chapter shall apply according to the procedures outlined by The Arc Michigan Board of Directors and the National Arc at any annual meeting or at any Board of Directors meeting.

### Section 6

Whenever the term "good standing" is used relative to any classification of membership, it requires that there be no delinquency in dues or support as defined in Articles VII and VIII hereof and that no suspension or expulsion, as defined in this Article, is outstanding against the member.

### Section 7

No member shall make representations to any public official or body, or speak or act officially in the name of the organization, without prior approval from the President, the Executive Committee, or the Board of Directors.

## **Article V - RELATIONS WITH LOCAL MEMBER CHAPTERS**

### Section 1

The Arc Michigan shall endeavor to organize local groups of individuals with developmental disabilities and their parents and/or friends throughout the state and shall assist such groups in becoming local chapters as provided in Article IV, Section 4.

### Section 2

The State Organization shall provide leadership and assistance to local chapters of The Arc Michigan in developing and carrying out programs that meet the mission and purpose stated in Section I in an area served by each local chapter and to be a means of support to The Arc Michigan and The Arc of the United States.

## **Article VI - NATIONAL MEMBERSHIP**

The Arc Michigan shall be a state chapter affiliated with The Arc U.S. and shall conform to the constitution and bylaws of that organization and to the rules, regulations and standards developed by that organization for its state chapters.

## **Article VII - DUES**

### Section 1

Each local chapter of The Arc Michigan shall pay affiliation fees and dues in the amount established by the Board of Directors. This affiliation fee will entitle members to receive the rights and privileges and official publications of the State Organization. A local chapter that fails to pay its affiliation fee when due shall be considered delinquent. This will result in a forfeit of all rights to voting participation in meetings of the Arc Michigan and The Arc U.S. until the delinquency is remedied.

### Section 2

Members-at-large shall pay dues each year in the amount established by the Board of Directors.

### Section 3

Being delinquent in the payment of affiliation fees for one year shall be conclusive evidence of withdrawal from the organization and shall be equivalent notice of withdrawal. A chapter, which has withdrawn from the Arc Michigan for nonpayment of affiliation fee, will be reinstated upon written application approved by the Board of Directors.

### Section 4

All state and national affiliation fees shall be paid in a timely manner.

## **Article VIII - OFFICERS**

### Section 1

The officers of the State Organization shall consist of a President, a Vice President, Immediate Past President, a Secretary and a Treasurer who shall be elected in a manner hereinafter provided, to serve for a term of one year. (Each officer shall be a member in good standing of a local chapter in good standing at the time of his or her election or re-election.) No person shall be elected to the same office for more than two full consecutive terms.

### Section 2 President

The President shall preside at all meetings of the State Organization, the Executive

Committee, and the Board of Directors. He or she shall be the leader and shall have general supervision and direction of the affairs of The Arc Michigan under the direction of the Board of Directors. He or she shall, with the advice of the Board of Directors, appoint all standing and special committees.

He or she shall be an ex-officio member of all committees except the Nominating Committee. He or she shall exercise general supervision over the work of all committees and that of the other officers in order to assure that the objectives of The Arc Michigan are executed in the best possible manner. He or she shall authenticate by his or her signature, when necessary, all acts, orders, and proceedings of The Arc Michigan. He or she shall have such powers and perform such other duties as prescribed by these bylaws and shall have, in general, the powers and duties usually associated with the office of President.

### Section 3 Vice President

The Vice President shall succeed to the Presidency in case of a vacancy in that office and shall perform the duties of the President in his or her absence or inability to perform such duties. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

### Section 4 Immediate Past President

The Immediate Past President shall succeed to the Vice Presidency in case of a vacancy in that office and shall perform the duties of that position in his or her absence or inability to perform such duties. The Immediate Past President shall aid the President in the performance of such duties as may be assigned by the President and shall act as chairperson of the Nominating Committee.

### Section 5 Secretary

The Secretary shall assure that an accurate record is made of the proceedings and business conducted at all meetings of the Delegate Assembly, Board of Directors and Executive Committee. He or she shall assure that the minutes of each meeting are prepared and forwarded to each entity in advance of any subsequent meeting and that minutes of any Executive Committee are available prior the next meeting of the Board of Directors. He or she shall assure that records of these meetings are maintained by the organization.

The secretary shall be responsible for correspondence of the organization where directed by the President or Board of Directors, shall keep a record of attendance at meetings of the Board of Directors and notify the Board when a member has exceeded the number of unexcused absences as specified in Article IX Section 7.

### Section 6 Treasurer

The Treasurer shall provide a report to the Board of Directors at each meeting and the Delegate Assembly at the Annual Meeting regarding the financial status and any

remarkable information from the Financial Reports of the organization. He or she shall assure that complete financial records are maintained by the organization. The Treasurer shall be a member of the Finance Committee.

## **Article IX - GOVERNING BODY**

### Section 1

The Governing body of The Arc Michigan shall be the Board of Directors as defined in Section 2 who shall manage the business and property of The Arc Michigan.

### Section 2

The Board of Directors shall be composed of the President, the Immediate Past President, Vice President, Secretary, Treasurer, eight Members-at-Large to be elected in a manner provided herein; one individual appointed by the President for a one-year term with the advice and consent of the Board of Directors, and the president of Michigan Conference of Executives of The Arc (MCE) or his or her designee to be consistent with the MCE bylaws. Voting members of the Board of Directors shall total up to 15.

### Section 3

Ineligibility for participation in governing board actions will be declared for any individual whose interests may present or be perceived to present a potential for conflict with the interest and responsibility of this organization.

Each Board Member shall complete the Conflict of Interest Disclosures upon election and each year thereafter.

### Section 4

The Board of Directors shall be responsible for the appropriate disposition of all Audit Committee recommendations consistent with their responsibilities and good governance.

### Section 5

The Board of Directors shall have the power of the membership between meetings of the delegate assembly unless otherwise specified in these bylaws.

### Section 6

Any action of the Board of Directors may be reviewed at the succeeding annual meeting of the delegate body or at a special meeting called for that purpose on written request, lodged with the secretary by any three local Chapters in good standing at least six weeks prior to the meeting. Board action may be altered or rescinded by a two-thirds affirmative vote, provided no irrevocable rights of third parties shall be affected by such



revision or alteration. The Board of Directors shall present a report of its transaction through the President at the annual meeting of the The Arc Michigan.

## Section 7

The Board of Directors may declare vacant the office of any member of the Board of Directors or officer who shall move from the State of Michigan, or who shall be absent without excuse approved by the Board from three consecutive meetings of the Board of Directors. In the event that any officer or member of the Board of Directors vacates his or her office, becomes unable or unwilling to serve, or is removed from office before his or her term expires, the Board of Directors shall appoint his or her successor until the next annual meeting, except for the offices of President, Vice President and Immediate Past President.

Any local Chapter, member or member-at-large may be suspended or expelled from the The Arc Michigan by a two-thirds vote of the Board of Directors for activities not in accordance with the policies, or that are prejudicial to the interests of this Organization or The Arc U.S., providing written notice of such proposed action has been given at least 30 days in advance. The complaint shall present evidence to substantiate the cause of action.

The President shall review the complaint with the Board of Directors at its next regularly scheduled meeting and shall determine whether the complaint has merit. He or she shall notify the individual/chapter against whom the complaint is lodged and shall attempt to resolve the issue between the members/chapters involved within 30 days.

Failing this, the President will set a date for a hearing before a closed session of the Board of Directors at its next regularly scheduled meeting at which time the members/chapters involved in the complaint will be given the opportunity to be heard.

An accused shall have the right to appeal a decision to expel to the membership at its next regular meeting, and the right to apply for reinstatement not sooner than one year following the final decision.

A suspended member/chapter may apply for reinstatement as soon as the cause of the suspension has been removed.

A quorum is required to vote on the issue and upon a 2/3 vote of the Board members present the member/chapter in question may be expelled.

## Section 8

The newly elected Board of Directors shall meet immediately following the annual meeting. The Board of Directors shall meet six times per year at times and places as the Board may find convenient unless the Board shall vote to omit a specific meeting. A special meeting of the Board of Directors may be called by the President, by any three officers, or by any three local Chapters upon written request to the Secretary. The request shall state the reason for calling the meeting and the specific business to be

transacted. Both shall be stated in the call for the meeting and no business, other than that specified in the call, may be transacted at the meeting. Written notices of all Board meetings shall be provided to the members of the Board of Directors and to the local Chapter Presidents at least ten (10) days in advance.

#### Section 9

A majority of the voting membership of the Board of Directors shall be present at Board meetings and this majority shall constitute a quorum.

### **Article X - EXECUTIVE COMMITTEE**

#### Section 1

The Executive Committee shall be composed of the President, Vice President, Immediate Past President, Treasurer, Secretary, and the President or his or her designee of the Michigan Conference of Executives of The Arc.

#### Section 2

The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board, when necessary.

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 by a two-thirds vote, providing no irrevocable rights of third parties shall be affected by such revision or alteration.

#### Section 3

The Executive Committee shall meet at such times as the Committee may find necessary to conduct the business of organization. A meeting may be called by the President or by any three voting members. Members shall be notified at least one week in advance. In emergencies, special meetings may be called with shorter notice, providing a quorum is obtained.

#### Section 4

At least 4 out of 6 members of the Executive Committee shall be present to constitute a quorum. However, if Executive Committee members are available by telephone conference call, then 5 of 6 shall be present to constitute a quorum, and 5 of 6 present is required to approve any proposal.

## **Article XI - EXECUTIVE DIRECTOR**

### Section 1

The Board of Directors shall employ an Executive Director to serve as the Chief Executive Officer for the organization. He or she shall serve under the direction of the Board of Directors through the President. The Board shall be responsible for the selection of the person to serve in that capacity and shall fix the terms of employment, including their salary or approve an employment contract with the individual.

The Executive Director shall be responsible for carrying out the policies of the Arc Michigan and for achieving its programmatic and advocacy goals. The Executive Director shall be responsible for employing, terminating, establishing duties and compensation of staff to achieve those goals. The Executive Director has the responsibility to prepare a spending plan and annual budget, in conjunction with the Finance Committee, for Board approval for each Fiscal Year. He or she also has the responsibility for monitoring and reporting on the progress of that plan and for recommending any major changes or alterations to that plan, if necessary.

## **Article XII - DELEGATE ASSEMBLY**

### Section 1

The Delegate Assembly shall be comprised of individuals representing the local Chapters, proportional to their membership as described hereinafter. They shall have the power to 1) elect officers; 2) approve bylaws changes; 3) rescind actions of the Board of Directors; 4) elect Nominating Committee members; 5) initiate action and direct the Board to explore, review and recommend action; 6) elect the Member-at-large for the Board of Directors.

## **Article XIII – ANNUAL MEETING OF THE ARC MICHIGAN**

### Section 1

The annual meeting of the delegate assembly shall be held at a time and place determined by the Board of Directors.

### Section 2

Special meetings of the delegate assembly may be called by the 1) Board of Directors upon a two-thirds vote, 2) must be called by the President upon the written request of two-thirds of the local Chapters, and 3) by majority vote of the Delegates at any regular or special meeting of The Arc Michigan. The call for a special meeting shall state the business to be transacted. No other business may be transacted other than to approve an additional special meeting that may be necessary.

### Section 3

Notice of all meetings of the delegate assembly must be provided to the local chapters at least five weeks in advance.

### Section 4

Each local chapter in good standing may assign any number of delegates to the annual meeting or to a special meeting of The Arc Michigan. However, for the purpose of voting in the Delegate Assembly, each local Chapter in good standing shall be entitled to one vote for memberships between ten (10) and fifty (50), plus an additional vote for each additional fifty (50) members or major fraction thereof, not to exceed twenty (20) votes for any local Chapter. Voting strength shall be based upon the The Arc of the United States' record of members from whom dues were paid or number of members a local Arc furnishes to The Arc Michigan by April 1<sup>st</sup> of current year of the annual meeting.

### Section 5

Each voting member of the Delegate Assembly and his or her alternate shall be accredited by the Secretary of this The Arc Michigan on a form provided for this purpose and signed by the President or secretary of the local chapter. The form with the name of the voting delegates(s) and alternate(s) shall be returned to the Secretary of The Arc Michigan no later than ten (10) days prior to the annual meeting. Accredited delegates shall be identified by special badges at the meeting and shall be provided with appropriate materials for voting.

### Section 6

Any local Chapter may assign one or more of its votes to any accredited voting delegate or alternate of its local Chapter or of another local Chapter or to any officer of the The Arc Michigan by entering his or her name on the certification form and returning the signed form in accordance with Section 5 of this Article.

### Section 7

Each officer of the The Arc Michigan shall have one vote at meetings of the The Arc Michigan.

### Section 8

Each voting member of the Delegate Assembly and alternate shall be a member in good standing of a local Chapter in good standing.

### Section 9

The accrediting of voting delegates by the Secretary shall cease one hour before the scheduled opening of the business session of the meeting.

## Section 10

Any local Chapter in good standing admitted to the The Arc Michigan more than thirty (30) days prior to a meeting of the The Arc Michigan shall have the same rights as other local Chapters at the meeting and subsequent meetings of the The Arc Michigan. Voting strength until the next June 30 shall be based on the Treasurer's record of members for whom dues were paid at the time the local Chapter was accepted.

## Section 11

A quorum at a meeting of the delegate assembly shall consist of voting members of the Delegate Assembly representing in person, or by proxy, not less than 40 percent of the local Chapters in good standing.

## **Article XIV - NOMINATIONS AND ELECTIONS**

### Section 1

The Immediate Past President shall chair the Nominating Committee. The Delegate body at the annual meeting of The Arc Michigan shall elect members of the Nominating Committee.

### Section 2

The purpose of the Nominating Committee is to identify members who are interested in serving as officers, Board members At-large or as members of the Nominating Committee. The expectation is that the Nominating Committee will obtain enough information to assess the candidate's ability to perform the expected duties of the elected position. The Nominating committee shall not nominate any individual for more than one office; however, an individual may be nominated from the floor for more than one office. The Nominating Committee shall select a slate of one or more eligible persons for each office, of President, Vice President, Secretary, Treasurer and four At-large Board members each year. At-large Board members may not serve more than two full consecutive terms of two years each. They shall be eligible for re-election after they have not served as an At-large Board member for at least one year. (The Nominating Committee shall seek from the local Chapters a list of eligible persons for each elective office.)

The Nominating Committee shall seek a representation of minority groups and individuals with developmental disabilities. It shall submit its slate of nominees to the Secretary at least six weeks prior to the annual meeting. The Secretary shall include this slate in his or her call for the annual meeting.

### Section 3

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 or her absence, by a member of the nominating Committee delegated by the chairperson. The chairperson

of the meeting shall invite nominations from the floor for each position. Each person nominated from the floor must signify his or her willingness to serve if elected. If the person nominated from the floor is not present, he or she must have indicated in writing his or her willingness to serve if elected.

#### Section 4

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

#### Section 5

The President of the The Arc Michigan, at the annual Delegate Assembly meeting, shall appoint three tellers and designate one as Chairperson. The tellers shall count the votes and give the count to the President who shall announce the count before the end of the meeting. To be elected, a candidate must receive a majority of the votes cast for the position. When a candidate for a position does not receive a majority of the votes cast, a vote shall then be taken on the two candidates receiving the highest number of votes.

### **Article XV – FISCAL YEAR**

#### Section 1

The fiscal year shall be from January 1 to December 31.

### **Article XVI - COMMITTEES**

#### Section 1

The President, with the advice of the Board of Directors, shall appoint the Chairperson of the following committees, as needed: Governmental Affairs, Finance, Audit, Education, and such additional Committees to carry out the purposes of the The Arc Michigan. The chairperson and members of the committee serve at the pleasure of the President who shall fix the duration of the activities of the committee. The President shall appoint persons representing minority groups, as well as individuals with developmental disabilities to these committees. The Chairperson of the Nominating Committee shall be selected as specified elsewhere in these bylaws.

#### Section 2

Each committee shall report to the Board of Directors.

### **Article XVII - DUTIES OF THE COMMITTEES**

Section 1 - The Governmental Affairs Committee shall:

- a. Be responsible for identifying areas where new initiatives in legislation and policy

are necessary to advance the mission of The Arc Michigan.

- b. Be responsible for monitoring pending legislation and regulatory proposals as well as mobilizing efforts where appropriate.
- c. In matters that are the responsibility of other committees of The Arc Michigan, this shall be done in conjunction with such committee.

Section 2 - The Finance Committee shall:

Recommend for approval an annual spending plan and budget to the Board of Directors prior each fiscal year. They shall be responsible for regular reviewing and reporting to the Board of Directors regarding spending, all financial reports and fiscal management of the organization, including any recommendations for major changes to the annual plan and budget which may be necessary during the year.

Section 3 - The Audit Committee shall:

Be comprised of the entire Board of Directors of The Arc Michigan and shall be responsible for assuring an independent audit of the organization, accept that audit and any management letter (s) at a meeting, with the auditor present. They shall prepare any recommendations and otherwise fulfill their fiduciary duties regarding any findings. They shall review the annual 990 submission to the Internal Revenue Service.

Section 4 - The Education Committee shall:

Be responsible for studying, reviewing, and recommending to the Board of Directors any and all action needed regarding identified areas where new education initiatives in legislation and policy are necessary to advance the mission of The Arc Michigan. In matters of public policy, this shall be done in conjunction with The Arc Michigan Governmental Affairs Committee.

## **Article XVIII - DISSOLUTION**

In the event The Arc Michigan is dissolved as a corporation within the State of Michigan, and ceases to exist for the stated purposes, such Certificate of Dissolution shall be filed with the Secretary of State, according to the statutes of the State for the dissolving of non-profit corporations. All property and assets shall revert to an agency serving individuals who have developmental disabilities and whose activities are consistent with the mission and core values of The Arc Michigan which has been granted exemption from the federal income tax under the provisions of Section 501(C)3 of the Internal Revenue Code of 1954, or the State or Federal Government for exclusively public purposes.

**Article XIX - AMENDMENTS**

Section 1

These Bylaws may be amended by a two-thirds vote of the accredited voting delegates at the annual delegate assembly of this organization or at a special meeting called for the purpose. The proposed amendment shall have been presented to each local Chapter at least six (6) weeks prior to the meeting at which it is to be voted upon.

Section 2

The Bylaws Committee will be appointed by the President every three to five years to recommend changes to the organization’s bylaws.

Section 3

Amendments may be proposed in writing to the Board of Directors by an officer of the The Arc Michigan, or by a local Chapter in good standing. At its next regular meeting or at a special meeting called for the purpose, the Board of Directors shall review the proposed amendments and may recommend their adoption. A copy of this resolution with the proposed amendment shall be sent to each local Chapter at least six (6) weeks prior to the next annual delegate assembly or a special meeting called for the purpose, and shall be voted upon at that meeting.

**Article XXI - PARLIAMENTARY PROCEDURE**

Unless modified by these bylaws, this The Arc Michigan shall conduct its meetings in accordance with the latest version of Robert’s Rules of Order as interpreted by the Board President.

These are the current Bylaws approved by two-thirds vote of the accredited voting delegates at a meeting of the The Arc Michigan.

I CERTIFY THAT THESE BY-LAWS WERE DULY ADOPTED BY THE MEMBERSHIP AT ITS ANNUAL MEETING HELD ON JUNE 19, 2015.

6/19/2015

\_\_\_\_\_  
SECRETARY

\_\_\_\_\_  
DATE