

THE ARC OF THE HILL COUNTRY BY-LAWS

ARTICLE I. MEMBERSHIP

SECTION 1. Membership may be obtained by submitting a completed application and annual dues to the office of The Arc of the Hill Country.

SECTION 2. Membership may be on either an individual, family basis or corporate basis. A family membership shall entitle any two members of a family to vote. Individual or corporate members shall be entitled to one vote.

SECTION 3. Membership dues are to be set annually by the Board of Directors. Members whose dues have not been waived and who are in arrears for one year shall be dropped from the membership roll.

SECTION 4. A member in good standing is one whose dues are not delinquent or have been waived.

SECTION 5. Members in good standing shall be eligible to hold office and to vote (but only in person) on all questions at general membership meetings when they have been a member in good standing for at least thirty days.

SECTION 6. 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 at a special meeting called for a purpose. An action of the Board of Directors may be altered or rescinded by a two-thirds vote of eligible members provided no rights of third parties are affected.

SECTION 7. No member shall make representations to any public official or body, or speak or act publicly in the name of The Arc of the Hill Country without prior approval from the President or the Board of Directors.

SECTION 8. Any Member whose actions are prejudicial to the interest of The Arc of the Hill Country or of persons with a developmental disability or their families maybe expelled as follows.

A member may bring written complaint against another member, and submit it to the President. The complaint shall present evidence to substantiate the accusation. The President shall notify the accused and set a date for a hearing before the Board of Directors within 30 days. At that time, the accused shall be given an opportunity to be heard. Upon a three-fourths vote of the Board of Directors at a meeting at which a quorum is present, the accused may be expelled. The accused shall have the right to appeal the decision to the general membership. On receipt of the appeal the President shall call a special meeting within 30 days at which the membership may overrule the decision of the Board of Directors by a three-fourths vote, a quorum being present.

BY-LAWS (continued)

ARTICLE II. DUES

SECTION 1. Members shall pay yearly dues, the amount to be determined by the membership. This amount shall include dues to the state chapter of The Arc of Texas and The Arc of the United States.

SECTION 2. The Board of Directors may waive dues in specific cases when the payment of dues would constitute a hardship.

ARTICLE III. MEETINGS

SECTION 1. Regular meetings of the membership shall be held at least annually on the second Saturday of the month unless the membership shall vote to omit or alter the date of certain meetings. Members shall be notified in advance of all meetings.

SECTION 2. The regular membership meeting in August shall be designated as the Annual Meeting for the election of officers and directors. It may not be omitted.

SECTION 3. Special meetings may be called by the President or on written application of five members made to the Secretary, who shall mail notices 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 4. A quorum shall consist of 15 percent or 5 of the members in good standing, whichever is greater. They must be present in person. Proxies are not allowed for purposes of a quorum.

ARTICLE IV. FISCAL YEAR

The fiscal year shall begin September 1 and end August 31.
Directed to change to January 1 and end December 31.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of elected officers, the immediate past president as a non voting member, and up to 9 directors. Three of the Directors are to be appointed by the President.

SECTION 2. Chairman of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also members of the Board.

SECTION 3. The Board of Directors shall hold monthly meetings between each regular membership meeting unless a majority of the Board votes not to have one. All Board meetings are advertised and open to the membership. The time and place of the Board meetings will be established by the president of the Board.

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SECTION 4. Special meetings may be called by the President or on written application of five members to the Secretary who shall notify all members by mail 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 majority of the voting members of the Board of Directors present in person shall constitute a quorum.

SECTION 6. The Board of Directors shall be responsible for the conduct of the business of The Arc of the Hill Country and shall be empowered to employ such professional personnel as required to administer the affairs of the Association and to prescribe their duties and terms of their employment. The Board of Directors shall exercise all powers except those expressly reserved to the membership.

ARTICLE VI. TERMS OF OFFICE

SECTION 1. The officers of The Arc of the Hill Country shall serve for a term of one year, beginning immediately following their election, or until the qualifications of their successors.

SECTION 2. Directors shall serve for a term of (2) years, beginning immediately following their election, or until the qualifications of their successors. At the first meeting, one-half of the directors will be chosen by lot to serve a one (1) year term and the remaining a two (2) year term. Thereafter, all directors will serve a full term.

SECTION 3. No person may be elected to the same position for more than three consecutive terms.

SECTION 4. Persons elected by the Board of Directors shall fill all vacancies in the elective position except that of president, for the unexpired term.

SECTION 5. A director may be deemed to have resigned from the Board if the director misses three (3) consecutive duly announced meetings of the Board.

ARTICLE VII. DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of The Arc of the Hill Country and of the Board of Directors. They may appoint the chair of all committees, with the approval of the Board, and supervise directly or indirectly their work, except the Nominating Committee. They may appoint special committees as required. They shall act as the executive officer of the Association and, in general, perform the duties usually associated with the office of president. They shall present an annual report to the membership immediately following the close of the fiscal year and be responsible for its being sent to the state and national chapters of The Arc, along with the audited financial report.

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SECTION 2. 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 their absence or disability. They shall undertake such other responsibilities as the President may assign.

SECTION 3. The Secretary shall handle the correspondence and maintain a record of the proceedings of all meetings of the membership and the Board of Directors. They shall be custodian of all records of the chapter other than financial records. They shall file with the state and national chapter, two copies of the constitution and by-laws when amended.

SECTION 4. The Treasurer shall receive all revenues of the chapter and maintain a complete and accurate account of all funds received and disbursed. They shall deposit and disburse all such funds. The Treasurer shall be bonded in an amount to be determined by the Board of Directors. They shall present an annual report of the membership immediately after the close of the fiscal year listing all receipts and disbursements by budget categories. They shall be responsible for sending State and National dues and membership lists to the state and or national chapter.

ARTICLE VIII ELECTIONS

SECTION 1. There shall be a Board Leadership Development Committee composed of three to five members. One member will be a sitting member of the Board of Directors, appointed by the Board and one shall be the Immediate Past President. The other members shall be elected by the membership at a regular membership meeting at least two months prior to the Annual Meeting. The immediate past president serves as chair of the committee.

SECTION 2. The Board Leadership Development Committee shall prepare a slate of candidates for election as officers and directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations at the meeting prior to the Annual Meeting.

SECTION 3. Officers and Directors shall be elected at the annual meeting and shall take office immediately following their election.

SECTION 4. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall be members in good standing who have given consent to the nomination.

ARTICLE IX STANDING COMMITTEES

SECTION 1. The standing committees shall be Finance and Audit, Advocacy and Public Policy and Community Living and Outreach.

SECTION 2. The President may appoint special committees or short-term task forces as the need arises.

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SECTION 3. Terms of all committee members shall expire at the time of the annual meeting.

ARTICLE X. DUTIES OF STANDING COMMITTEES

SECTION 1. Finance and Audit Committee. This committee shall oversee the finances of The Arc of the Hill Country. The committee shall prepare a budget for approval by the Board of Directors for the forthcoming fiscal year and assist the Board of Directors in adjusting the budget from time to time to fit the program and financial status of the chapter. This committee will also serve as an advisory group to the Treasurer in all their activities. The Finance Committee shall be responsible for the audit of the financial records of the corporation at the conclusion of each fiscal year. The chairperson, who may not be the Treasurer, shall be responsible for assuring that a copy of the audited end-of-the year financial report is available to all members, is reviewed at the annual meeting and is provided to both the state and national chapters of The Arc.

SECTION 3. Community Living and Community Outreach. This committee shall acquaint the general public with all appropriate facts and development disabilities and on the activities of The Arc of the Hill Country in order that the public may become aware of what is being done and what remains yet to be done properly provide supports and services to persons with developmental disabilities and their families. It will make full use of available press, radio, newspaper and television facilities. It may issue newsletters and operate a speaker's bureau. It may also utilize electronic communication to reach the membership with accurate and consistent information regarding best practices.

SECTION 3. Public Policy and Advocacy. This committee shall compile information of a legal or governmental nature to be of benefit to persons with developmental disabilities and their families concerning the status of legislation affecting persons with developmental disabilities and their families, health care and access to public benefits, rights, questions of taxation, inheritance etc., and analyze needs to be met through legislation and work to coordinate such activity with state and national chapters of The Arc. The Public Policy Committee should keep the membership informed of changes in legislation and access to benefits including supports and services.

ARTICLE XI. EXECUTIVE DIRECTOR

SECTION 1. The Board may employ an Executive Director, establish the duties of the position; and, fix the salary. The Executive Director shall serve under the direction of the Board by suitable written agreement and shall function within the policies established by the Association and the Board. All other employees of the Association are accountable to the Executive Director.

SECTION 2. The Executive Director shall be the administrative head of the Association, serving at all times under the direction of the Board, with day-to-day direction and accountability through the President. The Executive Director shall be responsible for implementing and executing policies, programs and activities approved by the Board and/or Membership. They shall have the authority to employ, terminate and fix the duties and salaries of the other employees of the Association, subject to standards, rules,

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regulations and limitations adopted by the Board.

SECTION 3. The Executive Director is authorized to speak for the Association, within limits established by the Board.

ARTICLE XII. RELATIONSHIP WITH STATE AND NATIONAL CHAPTERS

The Arc of the Hill Country agrees to maintain affiliation with the state and national chapters of The Arc, to support these associations in every way and to adhere at all times to their position statements, legislative goals and core values. The Arc of the Hill Country will send to the state and national chapters, a copy of its annual report and its audited annual financial report, including a list of all income and disbursements and to support financially the activities of these associations in accordance with their stated policies.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The Standard Code of Parliamentary Authority by Alice Sturgis shall govern the conduct of business in cases in which they are applicable and not in conflict with this constitution and by-laws.

ARTICLE XIV. AMENDMENTS

Any proposed amendment to these By-Laws, along with the date it is to be voted upon, shall be presented in writing to the Board of Directors at least three weeks prior to the meeting at which it is to be voted upon, and a two-thirds (2/3) vote required, for ratification.

These are the current by-laws approved and adopted by the membership
on February 27, 2010.