
By-Laws of The Arc of Island & Skagit

ARTICLE 1 FUNCTION

The following by-laws are to be used as the governing rules and guidelines for the conducting of meetings of the Arc of Island & Skagit, hereinafter referred to as the Association, and its Board of Directors, and for the carrying on of all of its business.

1.1 STANDING RULES.

The Board of Directors may adopt and amend a set of standing rules in addition to the by-laws to implement the general operation of the Association. These rules shall not be in conflict with the by-laws.

1.2 RECORD & REVIEW OF STANDING RULES AND BOARD ACTIONS.

The Standing rules of the Organization, along with any Board directives shall be attached to the by-laws. The Standing Rules and Board directives shall be reviewed and updated by the Board of Directors on an annual basis as a minimum.

ARTICLE 2 TYPES OF MEMBERSHIP

2.1 INDIVIDUAL & FAMILY MEMBERSHIP.

Individual and family membership in The Arc of Island & Skagit is obtained by those individuals & families who join the organization and pay a membership fee.

2.2 GOOD STANDING DEFINED.

Whenever the term "good standing" is used relative to any classification of membership, it requires that there be no delinquency in forwarding individual membership dues, support or other fees as defined in Article 4 and the member has not been suspended or expelled under Article 3.

ARTICLE 3 DUES AND FINANCIAL SUPPORT

3.1 MEMBERS.

Members shall pay their dues at times and in such amounts as may be set by the Board of Directors.

ARTICLE 4
OFFICERS

4.1 GENERAL INFORMATION.

The Officers of this Association shall consist of a President, a Vice President, a Secretary and a Treasurer, who shall be elected in a manner hereinafter provided to serve a term of two years, beginning immediately following their election, or until their successors are elected. Each officer shall, at the time of his/her election, be a member in good standing. No person shall be elected to the same office for more than two consecutive terms. An extension could be made to extend the office for an additional term by board vote.

4.2 DUTIES OF THE PRESIDENT.

The President shall preside at all meetings of this Association and the Board of Directors. The President shall perform the duties of the Executive Director in the event of the absence or disability of the Executive Director or in the event of a vacancy in the office of Executive Director.

The President shall authenticate by signature, when necessary, all acts, orders and proceedings of the Association.

The President shall have such powers and perform such other duties as prescribed by these by-laws and shall have, in general, the powers and duties usually associated with the office of President.

The President shall ensure that any audited financial report, is sent to The Arc of Washington within six months of the close of the fiscal year.

4.3 DUTIES OF THE VICE PRESIDENT.

The Vice President shall succeed to the presidency in the event of the President's vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

4.4 DUTIES OF THE SECRETARY.

The Secretary shall keep an accurate record of the proceedings and business transacted at all meetings of this Association and the Board of Directors. The Secretary shall submit to each member of the Board of Directors within thirty days, the minutes of each meeting of the Association and the Board of Directors. The Secretary shall be custodian of the records of the Association, other than the financial records, except those that may be necessary to the President in the conduct of that office. The Secretary shall be responsible for and conduct such correspondence of the Association and of the Board of Directors as shall be directed by the officers of the organization. The Secretary shall keep accurate records of the membership of the Association and of the names and addresses of the officers and shall inform The Arc of Washington in an appropriate

manner of new members admitted into membership dropped from membership. The Secretary shall issue notice of all meetings.

4.5 DUTIES OF THE TREASURER.

The Treasurer shall be responsible for receipt of all revenues, shall be primarily responsible for collection of dues and support payments, shall issue receipts therefore, and shall be responsible for keeping an accurate and complete account of all funds received and disbursed. The Treasurer shall deposit all funds in the name of the Association in a bank or banks approved by the Board of Directors. All checks drawn on the Association shall carry a minimum of two (2) signatures, as may be designated by the Board of Directors. The Treasurer shall provide a financial statement at each meeting of the Association and the Board of Directors. The Treasurer shall have custody of all important financial documents of the Association and shall render a complete inventory of all such documents at the close of the fiscal year. The Treasurer shall prepare a complete financial report immediately after the close of the fiscal year showing all receipts and disbursements by budget categories, and shall make the books and records available for audit if required. Immediately upon completion of any audit, the Treasurer shall deliver to the new Treasurer all funds, records, papers, and financial documents in his/her possession.

4.6 ASSIGNMENT OF DUTIES.

For practical reasons, the Board of Directors may delegate the actual performance of some of the duties of the Secretary &/or Treasurer and the custody of any records, financial or otherwise, to the Executive Director and his/her staff, and may utilize professional services such as those of an accounting firm to keep the financial records and prepare financial statements. Though certain duties may be delegated, the Board of Directors will retain the responsibility to oversee the performance of these tasks.

ARTICLE 5
BOARD OF DIRECTORS

5.1 COMPOSITION OF BOARD OF DIRECTORS.

The Board shall consist of member(s) of both Counties. The Board of Directors shall be composed of the immediate Past President of the Association with a minimum of seven and no more than eleven Directors. At least one of the Directors shall be a self advocate (a person with a disability).

No employee or consultant of The Arc may serve as an officer, director, committee chairperson or delegate.

5.2 TERMS OF DIRECTORS.

Each director shall, at the time of election, be a member in good standing. No person shall be elected to the same director's position for more than two consecutive terms.

5.3 POWERS AND DUTIES.

In addition to the powers and authorities by these by-laws expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by these by-laws directed or required to be exercised or done by the shareholder.

5.4 OPEN MEETINGS.

All meetings of the Board of Directors shall be open to all members of this Association, except that the Board may hold confidential discussions when necessary, as requested by a majority vote of directors. Any action(s) resulting from these discussions must be taken in an open session. Such purposes may include discussions and actions regarding staff and their contracts or law suits in which the Association is involved or which may, in the judgment of the Board be pending. A motion to close the meeting shall state, in as precise a manner as possible, consistent with maintaining confidentiality, the matters to be discussed, and no other business shall be conducted during the closed session.

5.5 REVIEW OF ACTIONS BY MEMBERSHIP.

Any action by the Board of Directors may be reviewed at the succeeding Annual Meeting of the Association or at a special meeting called for the purpose on written request, lodged with the Secretary at least two weeks prior to the meetings by one third of local members in good standing. Such action may be altered or rescinded by a two-thirds affirmative vote of the membership, provided no irrevocable rights of third parties shall be affected by such revision or alteration. The Board of Directors shall present through the Executive Director at the Annual Meeting of the Association a report of the progress of goals and objectives from the prior year.

5.6 POWER TO DECLARE VACANT.

The Board of Directors may declare vacant the office of any director or officer or any Immediate Past President who shall move away from the Counties, or who shall be absent from two consecutive meetings of the Board of Directors, unless excused by the President of this Association.

5.6.1 FILLING VACANCIES.

In the event that any officer, the Immediate Past President or a Director vacates office, becomes incapacitated, or is removed from office before the term expires, the Board of Directors shall elect a successor until the next Annual Meeting.

5.7 MEETINGS OF THE BOARD.

The retiring Board of Directors shall meet near the beginning of the Annual Meeting and the newly elected Board of Directors may meet immediately following the Annual Meeting. The Board of Directors shall meet at least quarterly 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, upon written request to the Secretary or by the Executive Director. 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 meetings shall be mailed or e-mailed to the members of the Board of Directors and the local chapters at least ten days in advance.

5.8 TELEPHONE/VIDEO CONFERENCE

If not otherwise restricted by the Articles of Incorporation or Bylaws, members of the Board of Directors, or any Committee designated by the Board of Directors, may participate in a meeting by means of a telephone &/or video conference or similar means of communications. Members so participating shall constitute presence in person at the Meeting.

5.9 EMERGENCY ACTION.

When a decision by the Board of Directors is needed at once and it not practical to call a meeting of the Board or Committee, the President or Executive Director may take a ballot of the members by e-mail or telephone and immediately confirm by e-mail. Replies must be received from three-fourths of the members and three fourths of those replying must vote in the affirmative for the proposal to carry. All actions taken in this manner must be ratified at the next meeting of the Board, ensuring that the decision is properly recorded in the minutes.

5.9 QUORUM.

A majority of the membership of the Board of Directors shall be present at board meetings to constitute a quorum.

ARTICLE 6
EXECUTIVE COMMITTEE

6.1 EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the President, Vice President, the Secretary, the Treasurer and the Immediate Past President. The Executive Committee shall be responsible for the implementation of decisions of the Board of Directors, shall receive reports from committees, review and make recommendations to the Board of Directors on these reports, and shall assume such other responsibilities that may be assigned them by the Board of Directors from time to time.

ARTICLE 7
EXECUTIVE DIRECTOR AND STAFF

7.1 AUTHORITY OF BOARD TO HIRE.

The Board of Directors may employ an Executive Director and establish the Director's salary. The Executive Director shall be the administrative agent of the Association. The Director shall be responsible to the Board of Directors for the implementation of policies and programs approved by the Board. The Executive Director is deemed not to be an officer of the corporation and shall be hired on a contract basis.

7.2 STAFF.

The Executive Director shall hire and supervise such staff as the Board of Directors may authorize.

7.3 NON DISCRIMINATION.

In the employment of the Executive Director and the staff, and in all other respects, it shall be the policy of the Association not to discriminate against any person in any fashion illegal under state and federal law.

ARTICLE 8
LONG RANGE PLANNING

8.1 RESPONSIBILITIES OF LONG RANGE PLANNING

Annually the Board of Directors will develop the goals and budget of the Association consistent with the long range strategic plan. Status reports of the activities and budget of the organization will be provided quarterly at Board meetings.

8.2 LONG RANGE STRATEGIC PLAN

Every five years the Board of Directors will develop a long range strategic plan for the organization.

ARTICLE 9
ADVISORY BOARD

9.1 DEFINITION AND DUTIES.

The Board of Directors may establish an Advisory Board to consist of prominent citizens, professional leaders, and others for the purpose of furthering the objectives of the Association. The Advisory Board shall have no administrative authority but shall make recommendations to the Board of Directors for their consideration or the consideration of the membership.

9.2 MEMBERSHIP OF THE ADVISORY BOARD.

Members of the Advisory Board shall be selected by the Board of Directors from nominations made by members. The Board of Directors shall arrange, insofar as possible, to meet jointly with the Advisory Board at least once a year. The Board of Directors shall establish the term of the members of the Advisory Board. The Advisory Board shall meet at such other times as it and the Board of Directors may deem advisable.

ARTICLE 10
MEETINGS OF THE MEMBERSHIP

10.1 ANNUAL MEETING.

The Annual Meeting of the Association shall be held at the time and place designated by the Board of Directors.

10.2 SPECIAL MEETINGS.

Special meetings of the Association may be called by the Board of Directors upon a petition by one-third of the members in good standing or at the direction of the Board of Directors. The call for the meeting shall state the business to be transacted. No other business may be transacted at the meeting.

10.3 NOTIFICATION.

Notification of all meetings of the Association will be given to local members prior to the meeting as set forth in the Rules of the Association.

10.4 VOTING RIGHTS.

While multiple family members may share a single membership, each membership, in good standing, shall be allocated a single vote.

10.5 VOTING RIGHTS SUSPENDED OR EXPELLED.

If a local member has been suspended or expelled, that member has lost their voting privileges but may attend and participate in meetings. Thirty (30) days prior to each Annual or Special Meeting the Secretary shall prepare and distribute a list of members. The list shall show whether a member is in good standing, suspended or expelled.

10.6 VOTES BY OFFICERS AND DIRECTORS.

Each officer of the Association shall have one vote at meetings of the Association. Each director shall have one vote at meetings of the Association.

10.7 NEW MEMBERS.

Any local member in good standing admitted to the Association more than 30 days prior to a meeting of the Association shall have the same rights as other members at that meeting and subsequent meetings of the Association.

10.8 QUORUM.

A quorum at a meeting of the Association shall consist of voting delegates representing in person a majority of the members in good standing.

ARTICLE 11
ELECTIONS

11.1 ELECTIONS.

Directors will be elected from a slate of nominees during the business session of the Annual Meeting.

11.2 SECRET BALLOT.

Voting shall be by secret ballot for any position for which there is more than one candidate. In the event that there is only one person running for a Director position the vote can be taken as a voice vote.

11.3 VOTE COUNTING.

The chairperson of the meeting shall appoint three tellers to count the votes. They shall give the count to the chairperson, who shall announce the count before the end of the business session. To be elected, a candidate must receive a majority of the votes cast for that position.

ARTICLE 12
FISCAL MATTERS

12.1 FISCAL YEAR.

The fiscal year shall be a twelve month period, from January to December.

ARTICLE 13
COMMITTEES

13.1 AUTHORITY AND RECORDS.

Standing or temporary committees may be appointed by the President with the advice of the Board of Directors from time to time, and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall comply with any responsibility imposed by law.

13.2 STANDING COMMITTEES.

The President with the advice of the Board of Directors shall appoint standing committees as soon as feasible following the President's election. Standing committees shall include: Budget and Finance, Governmental Affairs and Membership. Each committee shall serve until the next election of the Association President, but the President may discharge any committee chairperson or members, and the Board of Directors may, by a three-fourths vote, discharge any committee chairperson who fails to carry out the responsibilities of his/her office.

13.3 SPECIAL COMMITTEES.

The President with the advice of the Board of Directors may appoint special committees as needed. The President with the advice of the Board of Directors shall define the duties of each such special committee and fix the duration of its activities.

13.4 COMMITTEE MEMBERS.

All Committee members shall at the time of their appointment be members in good standing or Honorary or Life Members of this Association. However, the President may appoint other persons such as educational and professional leaders, to serve with a committee in an advisory or consulting capacity.

13.5 REPORTING.

Each committee shall report to the Board of Directors through the President.

ARTICLE 14
DUTIES OF COMMITTEES

14.1 MEMBERSHIP COMMITTEE shall:

14.1.1 Encourage and assist in membership in Island & Skagit Counties in accordance with the purposes and objectives of this Association, and encourage and assist such members to comply with the standards of membership of this Association and The Arc of Washington.

14.1.2 Assure the maintenance of membership standards of The Arc of Washington State and set up such other standards not in conflict with The Arc of Washington State standards, which will strengthen the functioning of this Association.

14.1.3 Develop for approval of the Board of Directors standards for the admission of member-at-large, honorary members and life members.

14.2 THE BUDGET AND FINANCE COMMITTEE shall:

14.2.1 Draft the annual budget.

14.2.2 Propose changes to the budget.

14.2.3 Review all proposals for budgetary changes and make recommendations on those proposals.

14.2.4 Present a monthly review of the Arc's financial position which may include last month's and year-to-date profit/loss statements, a balance sheet and a written, itemized statement of current financial issues.

14.3 GOVERNMENTAL AFFAIRS COMMITTEE shall:

14.3.1 Draft Legislative Goals for recommendation to the State Board that are not in conflict with Arc of Washington Legislative Goals.

14.3.2 Review action necessary for federal issues.

14.3.3 As appropriate, testify on issues.

14.3.4 Keep the Arc of Washington informed and up to date on all issues.

ARTICLE 15
DISCIPLINARY ACTION

15.1 GROUNDINGS FOR ACTION.

Any member, honorary member or life member, or member-at-large may be suspended or expelled from the Association for the following reasons.

15.1.1 DETRIMENTAL ACTIVITIES.

Activities which are not in accordance with the policies of the Association or The Arc, or;

15.1.2 PREJUDICIAL ACTIVITIES.

Activities which are prejudicial to the interests of this Association or The Arc.

15.1.3 PUBLIC STATEMENTS.

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

15.1.4 SALE OF MEMBERSHIP LISTS.

Membership lists shall not be published or made available outside the Association except where, in the opinion of the Board of Directors, the furnishing of such lists in confidential status to a legitimate, responsible, public or private agency will be in the best interests of the members and will serve constructively the purpose of this Association.

15.2 TYPES OF ACTION

15.2.1 SUSPENSION.

Suspension shall mean the temporary loss of board voting and membership rights and privileges. (see also Section 10.5)

15.2.2 EXPULSION.

Expulsion shall mean the loss of board voting and membership rights and privileges for one year. (see also Section 10.5)

15.3 METHOD OF INSTITUTING DISCIPLINARY ACTION.

15.3.1 WRITTEN PETITION.

To initiate the suspension, expulsion or disaffiliation process, a written petition shall be filed with the Association president. The petition must have been approved by a two-thirds vote of the local chapter's Board of Directors or by majority vote of the state Board of Directors. The petition shall set forth the complaint and present evidence to substantiate it.

15.3.2 NOTIFICATION OF ACCUSED.

The President shall notify the accused immediately, in writing, and give the date of the meeting of the Board of Directors at which the complaint will be heard.

15.3.3 RIGHT TO BE HEARD.

The accused and the complainant shall have the right to be heard by the Board of Directors prior to action by Board.

15.3.4 VOTE NEEDED.

A two-thirds vote of the Board of Directors is required to suspend or expel.

15.3.5 RIGHT TO APPEAL.

The accused shall have the right to appeal a decision to expel or suspend to the membership at its next meeting.

15.3.6 REINSTATEMENT AFTER EXPULSION.

Application for reinstatement may be made one year after the decision, if the board votes to expel the member.

15.3.7 REINSTATEMENT AFTER SUSPENSION.

Application for reinstatement may be made as soon as the cause is removed.

ARTICLE 16

PARLIAMENTARY AUTHORITY

16.1 ROBERT'S RULES.

Robert's Rules of Order, latest edition shall govern the conduct of business at meetings of this Association and the Board of Directors in all cases in which they are applicable and not in conflict with the Articles of Incorporation or by-laws.

ARTICLE 17

AMENDMENTS

17.1 METHOD OF AMENDMENT.

These by-laws may be amended by a two-thirds vote of the accredited votes cast at the Annual Meeting of this Association or at a Special Meeting called for that purpose. The proposed amendment shall be presented in writing to each local member at least six weeks prior to the meeting at which it is to be voted upon.