

ARC OF GENESEE ORLEANS NYSARC, INC.

CHAPTER BY-LAWS

Article I

Names and Offices: This Chapter shall be known as the Arc of Genesee Orleans, hereinafter called the “Chapter”. 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 Association in accordance with the Certificate of Incorporation and By-Laws of the Association and in conformity with its Chapter Manual and such rules, regulations and policies as the state association may from time to time prescribe.

Article III

Territory

The territory assigned to the Chapter by the Association is Genesee and Orleans Counties, State of New York 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

Section 1. The membership of the Chapter shall consist of all persons who are at least 18 years of age who meet the requirements of the By-Laws of the Association and jurisdiction assigned to the Chapter. Only members in good standing of a chapter may vote in Chapter elections or hold chapter office. However, a member of a chapter who is, at the time of the meeting or action in question, employed by either the Chapter or the State Association, may not hold office in such Chapter; may not vote 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.

Section 2. The provisions of the By-Laws of the State Association relating to classes of members shall apply to the members of the Chapter. The rights of a life member of a Chapter shall be and remain those to which s/he was entitled at the time at which such membership took effect, except that a life member who is or becomes a paid employee of the Chapter shall not have the right to vote or otherwise participate in the Chapter election and may not vote on any other matter which may be put before the membership, during such employment nor shall a member

in any class who is or becomes an employee of the Association or of the Chapter be an officer, governor or director of the association or any of its Chapters.

- Section 3.** The annual dues of members shall be those fixed by and paid to the Chapter. A member in good standing shall be one whose dues have been paid for the current membership year. 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 membership year of the chapter shall be from July 1st through and including June 30th of the following year. Annual dues paid by a member shall be deemed to establish membership during the membership year in which paid.
- Section 4.** The Board of Directors may waive the payment of dues for active membership in cases of financial hardship.
- Section 5.** Charges against a member may be preferred, as prescribed in Article I, Section 12, of the By-Laws of the Association.
- Section 6.** The list of members shall be confidential and shall be kept in duplicate, one by the President and one by the Secretary. The Secretary shall cause a copy of the list of members to be sent to the Central Office of the Association.

Article V **Meetings**

- Section 1.** 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 from time to time designate.
- Section 2.** Special meetings of the members of the Chapter may be called by a majority vote of the Board of Directors, or on the written request of at least one third of the members in good standing of the Chapter or 50 members, whichever is less, delivered to the Secretary. Such request, and the notice of the meeting, shall set forth the purpose for which it is called, and no other business may be transacted at the special meetings.
- Section 3.** Written or printed notice of each regular or special meeting shall be mailed to each member at least fifteen (15) days or seven (7) days respectively, before the meeting, except that 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.** At such times as the chapter shall have fewer than 1,000 members – no fewer than 20 members in good standing of the Chapter, present in person, shall constitute a quorum for any regular or special meeting. For Chapters having membership in excess of 1,000 members – 50 members in good standing 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.** The business and affairs of the Chapter shall be managed by a Board of Directors of not fewer than five (5) or more than twenty-five (25) members; as such number may be prescribed by action of the membership taken at the annual meeting of the Chapter upon prior recommendation of the Chapter Board. Newly created director seats shall be filled by the nominating committee as provided in Article X, Section 5 of these by-laws, except that a special membership meeting may be called as provided for in Article V, Section 2 of these By-Laws for the election of such a director.
- Section 2.** The officers of the Chapter shall be members of the Board of Directors who minimally have served a one (1) year term as a duly elected Board Member prior to serving as a Board Officer.
- Section 3.** Regular meetings of the Board of Directors shall be held at least once each month, for a total of at least ten (10) board meetings annually. The dates of such regular meetings shall be fixed by the Board at their first meeting after the annual election.
- Section 4.** Special meetings of the Board of Directors may be called by the President at his/her own instance, or on the 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 mailed to each member of the Board at least five (5) 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 thereat.
- Section 5.** A majority of the Board of Directors shall constitute a quorum for all regular or special meetings, provided, however, that any 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 only shall constitute presence in person at a meeting and permit voting by such board member on any matter properly before the board at such meeting.
- Section 6.** All powers herein granted to the Board of Directors are subject to the By-Laws 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 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 the regular meetings of the Chapter membership.

Section 7. The Board of Directors, within the limits of Budget appropriations, shall authorize employment of professional and other staff. It shall delegate to the Executive Director authority to hire and terminate all employees.

Section 8. Where possible, 75% of the Chapter Board of Directors shall be composed of persons with intellectual or other developmental disabilities, or parents, guardians, or blood relatives or their spouses of such persons with intellectual or other developmental disabilities as defined in the Association's by-laws. At no time may the Board of Directors be less than one-third persons with intellectual or other developmental disabilities, or parents, guardians, or blood relatives or their spouses of such persons with intellectual or other developmental disabilities as defined in the Association's by-laws.

Section 9. 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 annually thereafter.

Section 10. The Chapter has elected to have the full Board perform the functions of the audit committee required under the Non-Profit Revitalization Act. As such, the Board of Directors is 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 (i) any risks or weaknesses in internal controls, (ii) restrictions on the auditor's activities or access to requested information, (iii) any significant disagreements between auditor and management, and (iv) the adequacy of the reporting processes. The full Board shall also annually consider the performance of the auditor and oversee the adoption and implementation of, and compliance with conflict and whistleblower policies. Only independent directors may participate in deliberations and voting on these matters.

Article VII

Executive Committee of the Board of Directors

- Section 1.** There shall be an Executive Committee of the Board of Directors which shall consist of all of the elected officers of the Chapter, one of the Chapter's representatives to the Board of Governors in the event none of the representatives is an officer and such other persons as the Board may from time to time designate.
- Section 2.** Meetings of the Executive Committee shall be held at the call of the President, and upon at least five (5) days' notice. The length of notice may be waived with agreement of the full Executive Committee.
- Section 3.** The Executive Committee shall exercise all powers of the Board of Directors during the intervals between meetings of the Board, except as otherwise provided by these By-Laws. 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. Minutes of the Executive Committee shall be mailed by the Secretary to all Board members within thirty (30) days of each meeting.
- Section 4.** A majority of the Executive Committee shall constitute a quorum for all meetings.

Article VIII

Officers and Directors

- Section 1.** The officers of the Chapter shall consist of the following: President, Vice-President, Treasurer, Secretary and such other officers as the Board of Directors deems necessary.
- Section 2.** The President shall preside at all meetings of the Chapter and of the Board of Directors. With the exception of the Nominating Committee which shall be elected as set forth in Article X, the President shall appoint all special committees and the chairman of all other committees, and shall be an ex-officio member of all

committees, except the Nominating Committee. The President shall ensure that a written annual report is available to the membership of the Chapter. The President shall provide copies of the annual report upon request.

- Section 3.** 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. In the event more than one Vice-President is elected, one Vice President shall be designated as Senior Vice President.
- Section 4.** In the event of the absence of the President and all Vice-Presidents from any meeting of the Chapter or of the Board of Directors, the members of the Board of Directors there present shall elect a chairman pro-tempore.
- Section 5.** The Treasurer shall be responsible for oversight of the receipt and disbursement of the funds 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 ensure a financial report is submitted in writing to the Board of Directors, and the membership at the first meeting of each after the close of the fiscal year such report shall show all receipts, disbursements, assets and liabilities.
- Section 6.** The Secretary shall ensure the preparation the minutes of the meetings of the Chapter and of the Board of Directors and shall oversee the service of all notices required by laws of by these By-Laws.
- Section 7.** All persons receiving or disbursing funds shall be bonded or insured, in an amount fixed by the Board.
- Section 8.** The officers shall be elected for a term of one (1) year. Directors shall be elected for a term of three (3) years with approximately one third of the Board elected each year.
- Section 9.** Directors shall be nominated and elected in the same manner as Officers. The directors first elected after the formation of a chapter shall divide themselves into three (3) classes by lot, one third to serve for a term of one (1) year, one third to serve for a term of two years and one third to serve three (3) years. Thereafter, all shall be elected for a term of three (3) years until nine (9) years has been served. At the end of three (3) terms the member must go off for one (1) year unless an appropriate candidate is not available to fill the vacancy. They are eligible to be nominated for an additional three (3) three (3) year terms subsequent to their absence from the Board.
- Section 10.** In the event of a vacancy in the office of President, the Vice-President or in the event there shall be more than one Vice-President, the Senior Vice-President shall succeed to office. In the event of a vacancy in any other office, including that of

Directors, the Board of Directors, by a majority vote, shall elect a successor to serve the remainder of the predecessor's term except that the Board of Directors shall only fill vacant director positions effective until the next annual meeting of the Chapter.

Section 11. The Board of Directors may declare vacant and fill, as permitted by these By-Laws, the Board seat of any director who is absent without valid excuse from 2 consecutive meetings of the board. Also, an officer or director may be removed by the Board of Directors at a special meeting called therefore, after a hearing upon written charges of malfeasance, nonfeasance or other conduct detrimental to the Chapter preferred by at least five chapter members. A copy of the charges shall be personally delivered to the person against whom they have been brought, or to a person of suitable age and discretion at such person's residence or place of business or employment, not less than fourteen (14) days before the date of such special meeting. The person against whom charges have been brought may appear at the hearing in person or by counsel. After such hearing, the Board may sustain the charges and remove the officer or director by a two-thirds vote, failing which the charges shall be dismissed.

Section 12. No person may be elected to the same office for more than three (3) consecutive terms. No compensation may be paid to any officer or director for his services in his office. No employee of the Chapter or the Association may be an officer or director thereof, nor serve on its Nominating Committee.

Article IX **Elections**

Section 1. At least sixty days prior to the Annual Meeting of the Chapter, the Chairman 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. The Secretary shall notify Chapter members by mailing, at least forty-five days prior to the date of the Annual Meeting, the names of the nominees as submitted by the Nominating Committee.

Section 3. Other candidates for any of the offices may be nominated by a petition designating the office for which election is sought signed by at least thirty members in good standing provided such petition together with the written acceptance of the nominee is received by the Secretary 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.** The election of Officers and Directors and members of the Nominating Committee shall take place at the Annual meeting each year. Voting shall be in person or by absentee ballot as set forth in Section 5 below. Voting for any office where there is a contest shall be by written ballot. No nominations may be made from the floor.
- Section 5.** 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 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 or her behalf in any manner in any annual, general or special meeting of the membership.
- Section 6.** 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 7.** 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 8.** 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 9.** Delegates to conventions of the State Association shall be elected by vote of the Board of Directors no later than two (2) weeks before the first day of the convention. The President of the Chapter and the members of the Board of

Governors shall automatically become delegates to the convention. Unless a majority of the Chapter delegates determine otherwise, the President shall be Chairman of the Delegation.

- Section 10.** Board of Governor 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 by the delegate assembly at the Annual Convention.
- Section 11.** 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.** The Nominating Committee shall consist of active members of the Chapter, elected as provided in Article IX above.
- Section 2.** The Nominating Committee shall consist of no less than three members who shall be active members of the Chapter. Each member shall serve for a term of one year.
- Section 3.** 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 4.** Members of the Nominating Committee may not serve more than three consecutive terms. Vacancies on the Nominating Committee shall be filled by the Board and shall serve for the remainder of the predecessor's unexpired one year term.
- Section 5.** The Nominating Committee shall nominate, by separate vote for each office, a slate of candidates for all elective offices of the Chapter, Board of Directors 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 an annual meeting, and Nominating Committee and shall obtain written acceptance from each candidate.
- Section 6.** The Chairman of the Nominating Committee shall deliver the Committee's slate of nominees as provided in Article IX, Section 1 above.

Article XI **Committees**

- Section 1.** At the first meeting of the Board of Directors after the annual election, the President shall appoint the chairman of each standing committee of the

Chapter. The chairman of each committee, with the consent of the President, may appoint such members of the Chapter to his committee as he sees fit.

Section 2. The committees of the Board shall consist, at minimum, of the following:

- Budget and Finance
- Corporate Compliance
- Audit (Please refer to Article VI, Section 10)
- Guardianship
- Incident Review (which shall be constituted, and shall function and report as required by OPWDD regulation.)

Duties of these committees shall include but not be limited to the following:

- Budget and Finance – Oversees development of the budget; ensures adequate financial controls; ensures accurate tracking, monitoring and accountability of funds, reviews major expenditure, and associated terms.
- Corporate Compliance – ensures the development of a responsive and knowledgeable compliance program, receives and reviews compliance reports in accordance with NYS and Federal guidelines, remains available for direct communication with Compliance Officer.
- Audit – see Article VI, section 10 above.
- Personnel – Guides development, review and authorization of personnel policies and procedures
- Guardianship – Oversees the Chapters Guardianship program and ensures the program meets required NYSARC guardianship criteria, policies and procedures
- Incident Review – Ensures that the chapter staff address and file as necessary all reports as required under the OPWDD/OMH regulations
- Nominating – Identifies needed Board member skills and presents the slates of candidates to the Board for approval in the following categories: Directors, Officers, and Nominating, see Article X above.
- Ethics – Review decisions that could have ethical implications for the Board and senior management of the chapter and offer and objective review and interpretation of Board and Administrative policy and decisions when deemed appropriate.
- Compensation – Reviews current information and trends relative to the compensation of the Executive Director and puts forth recommendations to the full Board of Directors
- Board Development - Ensures effective board processes, structures and roles, including committee development and board evaluation
- Governance/By-Laws- completes periodic review of chapter by-laws and ensures updates as directed by NYSARC and in accordance with applicable NYS and Federal law.
- Investments - Shall oversee the investment practices of the chapter and ensure that the NYSARC guidelines in relation to investments are followed.

- Section 3.** In addition to the Standing Committees the President, with the approval of the Board of Directors, may establish such ad-hoc committees as appropriate and appoint the members thereof.
- Section 4.** 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.** The Chapter shall maintain a 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.** A Community Chapter shall 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 consultations in the connection with the affairs of the Chapter. Appointment of the Executive Director shall be by majority vote of the Board of Directors. He/she may be removed from office by a two-thirds vote of the full Board at a regular meeting of the said Board, if it appears that the best interests of the Chapter are not being served by the incumbent.
- Section 3.** The Executive Director (acting, as in all matters, within levels of expenditures established in the budget adopted by the Chapter Board) shall employ such personnel as may be necessary for the operation of the Chapter, and shall be responsible for their supervision.

Article XIII **Indemnification of Directors, Officers and Committee Members**

- Section 1.** Any and every person made a part to any action, suit, or 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 intestate, 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 attorney's 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 its favor, whether civil or criminal, by reason of the fact that he, his testator or intestate was a Director, Officer, or Committee Member, may be indemnified by the Chapter, to the full extent permitted by law, against expenses, including attorney's 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 a 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 this conduct was unlawful.

Article XIV **Miscellaneous**

Section 1. The fiscal year of the Chapter shall be from January 1st of the year to December 31st of the same year.

Section 2. 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 3. All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Article XV **Amendments**

Section 1. Amendments to these By-Laws may be proposed in writing to the Board of Directors over 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 approves the proposed amendment, it shall be submitted to the membership at a special meeting called for that purpose before the next regular meeting of the Board. If the Board rejects the proposed amendment it shall state to the proponents in writing its reasons for so doing. Should the Board reject the proposed amendment, 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 before the second regular meeting of the board following the filing of such petition with the Secretary. A copy of the proposed amendment with a statement of the Board's reason for its action(s) shall be embodied in the notice of the meeting at which 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 By-Laws 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 By-Laws and those of the Association, the By-Laws of the 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.