

THE ARC OF CENTRAL VIRGINIA CONSTITUTION AND BYLAWS

ARTICLE I

NAME

The name of the organization shall be The Arc of Central Virginia, hereafter referred to as The Arc.

ARTICLE II

PURPOSE

Section 1. The Arc of Central Virginia is dedicated to improving the quality of life for people with intellectual and developmental disabilities by creating and encouraging opportunities for growth and development. The Arc serves individuals in the counties of Amherst, Appomattox, Bedford and Campbell, and the cities of Lynchburg and Bedford.

Section 2. The Arc shall:

- a. Promote the general welfare of persons with intellectual and developmental disabilities wherever they may be.
- b. Foster the development of programs on their behalf.
- c. Encourage research related to intellectual and developmental disabilities.
- d. Advise and aid parents in the development of solutions for their problems and in the development of coalitions to resolve common concerns.
- e. Develop a better understanding of the challenges of intellectual and developmental disabilities by the public.
- f. Cooperate with public, private, philanthropic, religious and professional groups in the furtherance of these ends.
- g. Associate with and support financially The Arc on a state and national level in order to promote the common cause.
- h. Gather and disseminate information regarding intellectual and developmental disabilities.
- i. Solicit and receive funds to accomplish the above purposes.

Section 3. The Arc is a 501(c)(3) organization as defined by the Internal Revenue Service. The Arc shall be non-political and may take no other position in matters of governmental policies other than those concerning persons with intellectual and developmental disabilities.

ARTICLE III.
MEMBERSHIP AND DUES

- Section 1. Membership shall be open to all individuals with disabilities, parents, relatives, guardians, residential providers, and foster parents of people with intellectual and developmental disabilities and to other people interested in the mission of The Arc.
- Section 2. Dues are payable upon joining to cover a one-year period. The Board of Directors shall set the amount of annual dues which shall include membership in the local, state and national associations. A family membership shall be considered a single membership in paying dues to the state and national organizations.
- Section 3. Membership shall be on either an individual or family basis. A family membership shall entitle the family to two votes.
- 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.
- Section 6. Members whose dues have not been waived and who are in arrears for one year shall be dropped from the membership roll. Dues may be waived in specific cases by the Board of Directors when the payment of dues would constitute a hardship.
- Section 7. The president and/or the executive director are the spokespersons for the organization. No member shall act or speak in the name of the organization without the approval of the Board of Directors.
- Section 8. In the event that the actions of a member are prejudicial to the interests of The Arc, membership shall be terminated by the Board of Directors.

ARTICLE IV.
MEMBERSHIP MEETINGS

- Section 1. Members shall be notified in advance of all meetings.
- Section 2. A meeting in the late fall shall be designated as the annual meeting for the election of directors and officers.
- Section 3. A quorum shall consist of a majority of members present and voting.

Section 4. Membership meetings, other than the annual meeting, shall be called by the president upon action of the Board of Directors or upon written request of ten or more voting members. Notice of such meetings shall be given at least two weeks in advance of the meeting and shall state matters to be considered. No other business may be transacted.

ARTICLE V.
FISCAL YEAR

The fiscal year begins on July 1 and ends on June 30 or such dates as determined by the Board of Directors.

ARTICLE VI.
BOARD OF DIRECTORS

Section 1. The Board of Directors, hereafter referred to as the Board, shall be responsible for the oversight of the business of The Arc of Central Virginia and all programs operated by the organization.

Section 2. The Board shall consist of the elected officers, the immediate past president and the directors.

Section 3. The officers shall be president, president-elect, secretary, and treasurer. No employee of the organization may serve as officer, director, committee chairperson or delegate.

Section 4. Members of the Board shall serve for a term of two years, commencing on January 1, following election at the annual meeting. Directors shall not serve for more than three consecutive terms. Approximately one-third of the directors should be elected each year. Directors are eligible for re-election after they have been off the Board for one year.

Section 5. Members are eligible to hold office only during their regular term of service on the Board. The only exception may be the immediate past president who will serve until a new president is elected. No officer may be elected to serve for more than three consecutive years in the same office.

Section 6. All vacancies in the elective positions may be filled for the unexpired term by a majority vote of the Board, with their tenure beginning the following January 1.

Section 7. A Board member who has made extraordinary contributions to The Arc of Central Virginia over a long period of time may be named a Director Emeritus, a lifetime designation. The criteria for recognition includes:

- Distinguished service,
- Active board participation and visionary leadership,
- Greater than usual contributions of time, expertise and/or resources,
- Strong support of The Arc's purpose and mission over time.

Any member may submit a letter of nomination to the Executive Committee for consideration, with specific reference to the stated criteria. After review, the Executive Committee may recommend Board approval in recognition of significant contributions.

Section 8. Directors Emeritus shall have the right attend Board meetings with voice but no vote.

Section 9. The number of board members shall not be less than nine or more than seventeen. The members of the organization shall endeavor to ensure that the Board is constituted so as to represent, in no specified proportions, segments of the community or communities in which the organization maintains its operations: family members and care providers of people with intellectual disabilities, self-advocates, people and organizations within the community-at-large, business and community leaders who have an interest in the work of our organization, and individuals and organizations providing services to people with intellectual and developmental disabilities.

Section 10. The Board shall hold at least six meetings per year. The Executive Committee has the authority to cancel a regular board meeting.

Section 11. Special meetings of the Board shall be called by the president or by the secretary upon written request of three board members. At least seven days notice must be given to board members.

Section 12. Three unexcused absences from regular monthly meetings of the Board during a twelve month period will result in the termination of Board membership. Extenuating circumstances regarding absences may be reviewed by the Executive Committee of the Board. Excessive absences from regular meetings of the Board by a member will be reviewed by the Executive Committee.

Section 13. A majority of the total voting members of the Board shall constitute a quorum and a passing vote. When a decision is needed on a specific issue which is timely in nature, a board member who is unable to attend the board meeting may cast his or her vote by email to the president of the board or the presiding officer with a copy to the executive director.

Section 14. The chairperson, in the absence of the president, shall be the president-elect.

Section 15 Any officer or director may be removed from office, for just cause, by a two-third (2/3) vote. The accused officer or director may be afforded the opportunity to be heard on the charges, which shall be in writing and signed by at least four elected members of the Board. A copy of the charges shall be served on the accused officer or director, by certified mail, at least five days in advance of the date set for the hearing by the Board.

ARTICLE VII. ***DUTIES OF OFFICERS***

Section 1. The **president** shall preside at all meetings of the organization and of the Board. He or she shall appoint the chair of all standing and ad hoc committees, serve as an ex-officio member, and supervise directly or indirectly their work. He or she may appoint special committees or task forces as required. The president serves as the Chair of the Executive Committee. The president heads the policy making body of the organization (Board) and works with the executive director to insure that the policy of the board is carried out. The president shall work with the executive director to prepare an annual report. The president shall perform all duties usually associated with the office including serving as spokesperson where appropriate.

Section 2. The **president-elect** shall assume the office of president when the current officer completes the term of office or resigns prior to completion. The president-elect shall preside in the absence of the president. He or she will be a member of the Executive Committee and will chair the Planning Committee. The president-elect will represent the organization at meetings and other functions at the president's request.

Section 3. The **secretary** shall maintain a record of the proceedings of all meetings of the membership and the Board and handle correspondence as requested. He or she sees that members are properly notified of meetings. The secretary is responsible for keeping attendance records of all meetings of the Board. The secretary shall maintain or cause to be maintained a complete roster of names and addresses of the members of The Arc.

Section 4. The **treasurer** shall have responsibility for oversight and review of the organization's fiscal transactions. He or she will chair the Finance Committee. He or she is responsible for reviewing the annual audit. He or she shall present a complete fiscal report at each regular board meeting and at the annual membership meeting.

Section 5. The **immediate past president** shall serve on the Executive Committee

and Board. He or she will serve as chair of the Nominating Committee. He or she will represent the organization at meetings and other functions at the president's request.

ARTICLE VIII.

ELECTIONS

- Section 1. There shall be a Nominating Committee composed of three members that shall include the immediate past president as chair. The Board may elect two members of the Nominating Committee with at least one being a non-board member if possible. The Nominating Committee should not include any incumbent officers.
- Section 2. The Nominating Committee shall prepare a slate of candidates for election as directors and officers and shall secure the consent of nominees to serve if elected. It shall report nominations to the membership by mail thirty days prior to the election. The slate of officers and directors may be derived from a pool of nominations suggested by board members, the general membership and friends and supporters of the organization.
- Section 3. Officers and directors shall be elected at the annual meeting and shall take office January 1.
- Section 4. All nominees shall be members in good standing.

ARTICLE IX.

DUTIES OF STANDING COMMITTEES

- Section 1. All standing committee terms begin on January 1 and end on December 31.
- Section 2. The **Executive Committee** shall consist of the president, president-elect, secretary, treasurer and immediate past president. The Executive Committee shall have general oversight of all affairs of the organization between Board meetings. In addition, the Executive Committee may serve as the Personnel Committee for the organization. The Executive Committee shall complete an annual performance review of the work of the Executive Director. The Executive Committee will recommend a salary annually, based on that year's evaluation for consideration (or vote) by the Board. The Executive Committee may be empowered to act on behalf of the full Board in situations which require immediate action. A report of these actions must be made at the next regularly scheduled meeting of the Board.

- Section 3. The **Finance Committee** shall consist of at least two members of the Board. The Treasurer shall serve as the chair. Other members may be appointed by the chair in consultation with the president. The Finance Committee will review the annual budget and submit the budget to the Board for approval. The Finance Committee will review the annual audit, make a report to the Board and recommend an auditor every two years. The Finance Committee will work with the Treasurer to present a financial report to the membership at the Annual Meeting.
- Section 4. The **Planning Committee** shall consist of at least two members of the Board. The president-elect shall serve as chair. Other members may be appointed by the chair in consultation with the president. This committee will develop a long-range plan and annual goals and objectives for the organization. The Planning Committee will assess the organization's progress in meeting its goals and objectives. It will also develop strategies for furthering the mission of The Arc.
- Section 5. The **Fund Raising Committee** shall consist of at least two members of the Board, one of whom shall be appointed chair. Other members may be appointed by the chair in consultation with the president. The Fund Raising Committee will plan and carry out events to raise money for the organization and The Arc's programs.
- Section 6. The **Legislative Advocacy Committee** shall consist of at least two members of the Board, one of whom shall be appointed the chair. Other members may be appointed by the chair in consultation with the president. The committee shall be responsible for keeping abreast of legislative and educational issues, on the local, state and national levels, that might have an impact on the lives of people with intellectual and developmental disabilities and their families. The committee will maintain contact with Central Virginia local, state and federal representatives regarding our concerns and perspectives on issues. The committee will develop liaisons and partnerships with groups whose purposes are compatible with those of The Arc. The committee will work to educate government officials. The committee will link with the state and national organizations in order to make the best use of resources to promote the work of The Arc.
- Section 7. The president of the Board may appoint other committees or task forces as needed.

ARTICLE X.
EMPLOYEES

Section 1. The Arc of Central Virginia shall employ an executive director to serve as the chief executive officer of the organization. Selection and employment of the executive director shall be made by the Board upon the recommendation of the Executive Committee.

Section 2. The executive director is responsible for the execution and administration of policies and programs approved by the Board. He or she attends and participates in discussion in all meetings of the Board and of the Executive Committee, except when matters concerning his or her employment and/or performance are under consideration. He or she is an ex-officio member of all standing, advisory and special committees.

The executive director acts as the agent of the Board in the employment, evaluation and release of staff according to the policies and procedures established by the Board. He or she has the final responsibility for employment and release of all staff. As head of staff, he or she is responsible for the supervision and direction of staff and for the implementation of approved personnel policies.

Section 3. Other professional staff, under the leadership of the executive director, are responsible for relating their specialized work to the total mission of The Arc. They attend and participate in meetings of any committee for their area of work, as assigned by the Executive Director.

Section 4. No employed staff member is eligible for membership on the Board, or for election to any office, or for appointment as chair of any committee provided for in the organization's constitution and bylaws.

ARTICLE XI.
RELATIONSHIP WITH STATE AND NATIONAL ORGANIZATIONS

The organization agrees to maintain membership in The Arc of Virginia and The Arc of the United States and to adhere to their policies, as required. The Arc will maintain close contact with the state and national organizations in order to develop and maintain an understanding of the issues and concerns of people with intellectual and developmental disabilities and their families and to promote our common interests.

ARTICLE XII.
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and bylaws.

ARTICLE XIII.
INDEMNIFICATION

The corporation shall indemnify its Officers and Directors against any liability which they may reasonably incur, by reason of serving in such capacity, for all expenses not covered by directors and officers insurance to the maximum permitted by law. Such indemnity shall continue as to a person who previously served as a Director or Officer of the Corporation (including as a member of its Board of Directors) for events occurring during the person's term of office and shall inure to benefit the person's heirs, executors, and administrators.

ARTICLE XIV.
DISSOLUTION

In the event of the dissolution of this organization, or in the event it may cease to carry out the objects and purposes herein set forth, all the property and assets of the organization shall go to The Arc of Virginia, Incorporated. In the event there may not then be in existence such a state organization, then all the property and assets shall go and be distributed to The Arc of the United States. Under no circumstances shall any of the property and assets of this organization during the existence and/or upon the dissolution thereof go and be distributed to any officer, member or subsidiary of this organization.

ARTICLE XV.
AMENDMENTS

Any proposed amendment, along with the date, time and place it is to be voted upon, will be available to the entire general membership via internet or as requested, at least three weeks prior to the meeting at which it is to be voted upon. A majority of those voting members present will be required for ratification.

Approved by the Membership of The Arc of Central Virginia on November 15, 2011.

Board President

Board Member

ADDENDUM #1 TO THE CONSTITUTION AND BY-LAWS

Annual Awards Program

Awards are generally presented during the Annual Membership Meeting. A sub-committee of the board will review the nominations and make recommendations to the board. In a given year, individuals may be recognized in one or more of these award categories. The form of recognition and its cost will be determined by the board.

1. **Corporate support award:** recognizes a local corporate entity for significant sustaining support for enhancing the quality of life of individuals with intellectual and developmental disabilities.
2. **Citizen award:** recognizes an individual from the community who has made a significant contribution to the lives of individuals with intellectual and developmental disabilities. The recipient would not be an individual who is involved in direct services to persons with disabilities.
3. **Professional staff award:** recognizes an individual who was involved in direct services to persons with intellectual and developmental disabilities and who has provided exemplary support and service.
4. **Self-advocate award:** recognizes an individual with intellectual and developmental disabilities who has made significant progress in developing skills toward independence, self-advocacy, and/or positive contributions to his/her peers and the community.
5. **Government service award:** recognizes an individual in the city, county, state, or federal government who, through his or her work within the government, has made significant contributions to enhance quality of life for individuals with intellectual and developmental disabilities.

ADDENDUM #2 TO THE CONSTITUTION AND BY-LAWS

Whistleblower Policy

This policy is intended to encourage Board Members, staff (paid and volunteer) and others to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) without retribution.

1. The Whistleblower should promptly report the suspected or actual to his/her supervisor.
2. If the Whistleblower would be uncomfortable or otherwise reluctant to report to his/her supervisor, then the Whistleblower could report the event to the next highest or another level of management, including to an appropriate Board committee or member.
3. The Whistleblower can report the event with his/her identity or anonymously.
4. The Whistleblower shall receive no retaliation or retribution for a report that was provided in good faith – that was not done primarily with malice to damage another or organization.
5. A Whistleblower who makes a report that is not done in good faith is subject to discipline, including termination of the Board or employee relationship, or other legal means to protect the reputation of the organization and members of its Board and staff.
6. Anyone who retaliates against the Whistleblower (who reported an event in good faith) will be subject to discipline, including termination of Board or employee status.
7. Crimes against person or property, such as assault, rape burglary, etc., should be reported to local law enforcement personnel.
8. Supervisors, managers, and/or Board members who receive the reports must promptly act to investigate and/or resolve the issue.
9. The Whistleblower shall receive a report within five business days of the initial report, regarding the investigation, disposition or resolution of issue.
10. If the investigation of a report, that was done in good faith and investigated by internal personnel, is not to the Whistleblower's satisfaction, then he/she has the right to report the event to the appropriate legal or investigative agency.
11. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case members of the organization are subject to subpoena.

ADDENDUM #3 TO THE CONSTITUTION AND BY-LAWS

Conflict of Interest Policy

SECTION 1. PURPOSE:

The Arc of Central Virginia hereafter known as “The Arc” is a non-profit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of The Arc as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between The Arc and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of The Arc honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of The Arc. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with The Arc or knowledge gained there from for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but to all employees who can influence the actions of The Arc. For example, this would include all who make purchasing decisions, all persons who might be described as “management personnel”, and anyone who has proprietary information concerning The Arc.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to The Arc.
2. Persons and firms from whom The Arc leases property and equipment.
3. Persons and firms with whom The Arc is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting The Arc.
6. Agencies, organization, and associations which affect the operations of The Arc.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with The Arc.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with The Arc.
3. Receiving remuneration for services with respect to individual transactions involving The Arc.
4. Using The Arc's time, personnel, equipment, supplies, or good will for other than, The Arc's approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with The Arc. Receipt of any gift is disapproved except gifts of a value less than \$50.00, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The Areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of The Arc.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and

4. The Board of Directors, Executive Committee or Finance Committee has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the Board of Directors, Executive Committee or Finance Committee.

Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board President-Elect who shall bring these matters to the Board of Directors, Executive Director or Finance Committee.

The Board of Directors, Executive Committee or Finance Committee shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair and reasonable to The Arc. The decision of Board of Directors, Executive Committee or Finance Committee on these matters will rest in their sole discretion, and their concern must be the welfare of The Arc and the advancement of its purpose.