

YATES COUNTY CHAPTER, NYSARC, INC.

BYLAWS

*As approved by the Chapter's Board of Directors and General
Membership on mo-dy-2011*

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ARTICLE I: NAME OF ORGANIZATION

The organization shall be known as the Yates County Chapter, NYSARC, Inc., hereafter called the Chapter. The State Association will be hereafter called NYSARC. The Chapter will do business as The Arc of Yates.

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ARTICLE II: PURPOSE

The purpose of the Chapter shall be to act locally for NYSARC in accordance with the Certificate of Incorporation and Bylaws of NYSARC and in conformity with state and local laws/regulations, the Chapter Manual, Mission Statement and such rules, regulations and policies as NYSARC may from time to time prescribe.

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ARTICLE III: TERRITORY

The Territory assigned to the Chapter by NYSARC is Yates County of New York State, subject to any change therein as may be made from time to time by the Board of Governors of NYSARC.

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ARTICLE IV: MEMBERSHIP

SECTION 1. REQUIREMENTS

The membership of the Chapter shall consist of all persons who meet the requirements of the Bylaws of NYSARC.

SECTION 2. CLASSES

The provisions of the Bylaws of NYSARC relating to classes of members shall apply to the members of the Chapter.

SECTION 3. DUES

The annual dues of members shall be those fixed by NYSARC. Such dues shall be paid to the Chapter. A member in good standing shall be one whose dues are not more than four months in arrears. The Board of Directors may waive the payment of dues.

SECTION 4. CHARGES

Charges against a member may be preferred, as prescribed in Article VI: Section 11, of the Bylaws of NYSARC.

SECTION 5. MEMBERSHIP LIST

The list of members shall be kept confidential.

ARTICLE V: MEETINGS

SECTION 1. MEMBERSHIP

A meeting of the general membership of the Chapter shall be held each year.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members of the Chapter may be called by the Board of Directors or on the written request of ten percent of the Chapter's members in good standing (minimally five (5) members) delivered to the Secretary of the Board of Directors. Such request, and the notice of the meeting, shall set forth the purpose for which it is called. No other business may be transacted at this special meeting.

SECTION 3. MEETING NOTICES

Written or printed notice of each regular or special meeting shall be mailed to each member at least ten days before the meeting.

SECTION 4. QUORUM

Ten percent of the Chapter's members in good standing (minimally five (5) members) shall constitute a quorum for any regular or special meeting.

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ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. ROLE

The business and affairs of the Chapter shall be managed by a Board of Directors of not fewer than five nor more than fifty members, as may be prescribed by the Board from time to time.

SECTION 2. REGULAR MEETINGS

Meetings of the Board of Directors shall be regularly scheduled. The meeting schedule shall be developed at the first full board meeting following the annual Membership meeting. Written notice of regular meetings should be sent the week prior to the meeting. Meetings will follow the general conventions of Robert's Rules of Order.

SECTION 3. SPECIAL MEETINGS

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. Written notice of a special meeting shall be sent to each member of the Board at least five days before the date of the meeting. The notice shall state the business to be conducted at the meeting. No other business may be conducted at this special meeting.

SECTION 4. QUORUM

A simple majority of the Board of Directors shall constitute a quorum for all regular or special meetings. If arranged in advance, teleconferencing with live, two-way communication will be acceptable attendance.

SECTION 5. LIMITS

All powers herein granted to the Board of Directors are subject to the Bylaws of NYSARC and to the Regulations contained in the Chapter Manual of NYSARC. Any act of the Board may be reversed by vote of two-thirds of the quorum present at the next regular or special meeting, except such expenditure or other action that may affect the rights of third parties. The minutes of the meetings of the Board of Directors shall be available for the Chapter membership.

SECTION 6. EMPLOYEES

The Board of Directors has the responsibility and authority to hire the Executive Director. The Board of Directors within the limits of budget appropriations may employ professional and other staff. It may delegate to an Executive Director authority to hire all employees. Employees are not eligible for Board membership. Consumer Trainees may be eligible for Board membership.

SECTION 7. BOARD COMPOSITION

Minimally, one-third (1/3) of the total complement of the Board of Directors shall at all times be parents or blood relatives of developmentally disabled individuals or consumers.

SECTION 8. TERMS

Directors shall be nominated and elected in the same manner as Officers. The Directors will serve for a term of three years. The Officers will serve a term of one year.

Any Director who is unable to offer an excuse for non-attendance for two (2) consecutive Board Meetings may be considered to be offering a voluntary resignation from this position.

SECTION 9. SUCCESSION

In the event of a vacancy in the office of President, the Vice President shall succeed to such office. In the event of a vacancy in any other office, including that of Director, the Board of Directors, by a majority vote, may appoint a successor to serve until the next annual election.

SECTION 10. CHARGES

Charges of malfeasance, nonfeasance or other conduct detrimental to the Chapter, may be cause for dismissal of a Director. Written charges brought forward by at least five Members or Directors, will require a special Board meeting to be called as a hearing for consideration of the charges. The named person will be served a copy of the charges at least ten days prior to the hearing and will be able to attend the hearing in person or by representative. After such hearing, the Directors may sustain the charges by a two-thirds vote—failing a two-thirds vote, the charges will be dismissed

SECTION 11. COMPENSATION

No compensation may be paid to any Director for his/her services.

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SECTION 12. HONORARY DIRECTOR

There is a position of Honorary Member of the Chapter Board of Directors. This position may be awarded by a vote of the Chapter Membership to any former Board Member who is also on the NYSARC Board of Governors and whose Board of Governor term has not expired. The Honorary Board Membership will be awarded for the period of one year and the Honorary Board Member will have no voting authority at the Chapter Board level but will be eligible to serve on the NYSARC Board of Governors.

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ARTICLE VII: OFFICERS AND DIRECTORS

SECTION 1. GENERAL

The officers of the Chapter shall be members of the Board of Directors.

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. The officers of the Chapter shall be elected for a term of one year.

SECTION 2. PRESIDENT

The President shall preside at all meetings of the Chapter's Membership and of the Board of Directors. He/she shall appoint all special committees and the chairperson of all standing committees, and shall be an ex-officio member of all committees with the exception of the Nominating Committee.

SECTION 3. VICE-PRESIDENT

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.

SECTION 4. CHAIRMAN PRO-TEMPORE

In the event of the absence of both the President and Vice-President from any meeting of the Chapter's Membership or of the Board of Directors, the members of the Board of Directors there present shall elect a chairman pro-tempore.

SECTION 5. TREASURER

The Treasurer shall keep and disburse the funds of the Chapter under and by direction of the Board of Directors. The Treasurer will chair the Operations & Finance Committee.

SECTION 6. SECRETARY

The Secretary shall keep the minutes of the meetings of the Chapter Membership and of the Board of Directors and shall send out all communications from the Chapter Membership and the Board of Directors to other bodies and individuals.

SECTION 7. DISBURSEMENTS

The Treasurer will ensure that two persons, one of whom shall be an officer of the Board, shall sign all general operating checks for an amount greater than \$5,000. For operating checks under \$5,000 the following procedures shall be followed: authorized signatures will be printed on the checks; each check and supporting documentation shall be reviewed and approved via initialing the check by either the Chief Financial Officer, Controller or Executive Director; and all checks shall be accounted and reconciled.

SECTION 8. BONDING

The Agency shall carry Employee Dishonesty insurance coverage that covers all employees up to an amount of \$500,000.

The Agency shall carry Excess Crime insurance coverage for cyber-criminal acts in an amount equal to or greater than its normal operating account balance.

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**ARTICLE VIII: NOMINATION AND ELECTIONS OF DIRECTORS, OFFICERS
AND NOMINATING COMMITTEE MEMBERS**

SECTION 1. GENERAL

The election of the Chapter's Directors, Officers and Nominating Committee Members shall take place at the Chapter's Annual Membership Meeting. Voting shall be in person or by proxy as set forth in Article VIII, Section 3. Elections.

The Board of Directors' meeting, which is scheduled to be held five months prior to the Chapter's Annual Membership Meeting, will mark the start of the Nomination and Election cycle.

SECTION 2. NOMINATIONS

Nominations for Chapter elective positions will be made by the Nominating Committee or by petition. The process for both is described below. Nominations from the floor at the Annual Membership Meeting will not be accepted.

SECTION 2. A; NOMINATIONS BY THE NOMINATING COMMITTEE

The Nominating Committee (see Article IX: Nominating Committee) shall be advised of its charge four months prior to the Chapter's annual elections.

The Nominating Committee shall receive written acceptance of nomination from each candidate. The Nominating Committee shall not publish the name of any candidate prior to presentation of the slate and written acceptances to the Secretary of the Chapter.

At least ninety days prior to the Annual Meeting of the Chapter, the Chairman of the Nominating Committee shall deliver the slate of nominees and written acceptances by each of the nominees for Directors, Officers and Nominating Committee members to the Secretary of the Chapter.

The Secretary shall send the Nominating Committee's a copy of the slate of nominees to the Chapter's membership within 45 days of the annual meeting.

SECTION 2.B; NOMINATIONS BY PETITION

Other candidates may be nominated by a petition designating the position for which election is sought and signed by minimally, fifteen percent of the membership or thirty members in good standing, whichever is less. The Secretary of the Chapter must receive the petition and the written acceptance of the nominee at least thirty days prior to the Chapter's Annual Membership Meeting.

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SECTION 3. ELECTIONS

The Chapter's Directors, Officers and Nominating Committee Members shall be elected for their prescribed terms of office in the following manner:

- The election of the Chapter's Officers, Directors and Nominating Committee Members shall take place at the Annual Membership Meeting.
- Voting shall be in person or by proxy as set forth in Section 3.A & 3.B below.

SECTION 3.A; UNCONTESTED ELECTIONS

Voting for uncontested positions may be done by a show of hands of the members.

SECTION 3.B; CONTESTED ELECTIONS

In the event there is a contest for any position, the voting for that position shall be by secret ballot. The ballots will be prepared in advance of the Annual Membership Meeting by the Secretary of the Chapter. The ballot shall contain with equal prominence the names of the candidates by the Nominating 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.

ARTICLE IX: NOMINATING COMMITTEE

The Nominating Committee shall be responsible for generating a slate of candidates for all the elective Chapter's Directors, Officers and Nominating Committee Members in accordance with the Chapter's Bylaws, particularly:

- Article VI: Chapter Directors and the Board of Directors
- Article VII: Chapter Officers
- Article VIII; Nomination and Elections of Directors, Officers and Nominating Committee Members

The Nominating Committee shall consist of no less than three persons who shall be active members of the Chapter. Each member shall serve for a term of one year. Each member shall be elected as provided in Article VIII.

Unless designated in the election, the Nominating Committee shall elect its own chairman from among its members at their first meeting following their election.

Members of the Nominating Committee may not serve more than three consecutive terms.

Interim vacancies on the Nominating Committee shall be filled by majority vote of the Board of Directors. A member elected to fill a vacancy shall serve for the predecessor's remaining term.

ARTICLE X: YATES CHAPTER COMMITTEE STRUCTURE

SECTION 1. CHAPTER AND BOARD COMMITTEES

“Board Committees” will be chaired and populated by board members, but may include staff and/or community members. “Chapter Committees” will be chaired and populated by staff and/or community members but will include board member representation. The Committees are purely advisory to the Board of Directors. The Executive Director and Board President serve as ex-officio members of all Board Committees except for the Nominating Committee. Committees will keep minutes and attendance records of all meetings. The Executive Assistant will keep a reading file of these minutes in the Chapter Administrative Offices. In order to conduct business, a simple majority of Committee members will constitute a quorum for any scheduled Committee meeting. It is expected that each Committee will meet at least six times a year. Each Committee will establish a tentative yearly agenda. Committees will report to the full Board at each regular Chapter Board Meeting. Committees will develop an Operating Manual describing/defining their purpose and activities and will maintain and update it as needed. The manual will be developed within the framework of a control document and will be approved by the full Board.

SECTION 2. STANDING BOARD COMMITTEES

- Executive Committee
- Development Committee
- Facilities Committee
- Operations & Finance Committee
- Program & Policy Committee
- Corporate Compliance Committee
- Residential Life Committee

The Board President on an as needed basis will appoint Ad Hoc Committees. Ad Hoc committees should be employed only when the mission of the Committee is not consistent with the purposes and functions of any of the standing Committees.

SECTION 3. STANDING CHAPTER COMMITTEES

- Guardianship Committee
- Special Review Committee
- Residential Placement Committee

ARTICLE XI: MISCELLANEOUS MATTERS

SECTION 1. FISCAL CALENDAR

The Yates Chapter's fiscal calendar is January 1st through December 31st.

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ARTICLE XII: AMENDMENTS

SECTION 1. PROPOSAL OF AMENDMENTS

Amendments to these By-Laws may be proposed in writing to the Board of Directors with the signature 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 of the proposed amendment(s). If the board approves the proposed amendment then a special meeting of the general membership shall be called for the sole purpose of voting for the amendment's approval or rejection. 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, and 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 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 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. ADOPTION OF AMENDMENT

After such adoption such amendment shall be submitted to the Board of Governors of NYSARC for approval. If approved by said Board, such amendment shall become effective immediately unless a later date is specified therein. If not approved by said Board, it shall be of no effect.

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ARTICLE XIII: GOVERNANCE

The By-Laws and Chapter Manual of NYSARC shall govern all matters not specifically provided for herein.

In the event of any possible conflict between these By-Laws and those of NYSARC the By-Laws of NYSARC shall predominate.

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CHAPTER BY-LAWS REVISION HISTORY:

Date	Action	Details
Jan, 22, 1985	Adopted	
Dec. 15, 1992	Revised	
Nov. 1, 1993	Revised	
Nov. 23, 1999	Revised	
May 27, 2003	Revised	
June 12, 2007	Revised	- Revisions to Arts VIII and IX re: Nominations - Addition of Facilities Committee - Document structural and format revisions
Mn. Day, 2011	Revised	-Added/defined committees -Streamlined/Grammatical refinements

CHAPTER BY-LAWS APPROVAL:

Approved by Chapter Membership:

President: _____, mo-dy-2011
Peter Honsberger

Approved by NYSARC, Inc Board of Governors:

President: _____, mo-dy-2011

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