

YATES COUNTY CHAPTER, NYSARC, INC.

BYLAWS

*As approved by the Chapter's Board of Directors and General
Membership on 6/12/07.*

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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 hereinafter called NYSARC, Inc. The Yates County Chapter, NYSARC, Inc. will do business as the Yates ARC.

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 its Chapter Manual, Mission Statement and such rules, regulations and policies as NYSARC may from time to time prescribe.

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.

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 for Active Membership in instances, which they deem worthy.

SECTION 5. CHARGES

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

SECTION 6. MEMBERSHIP LIST

The list of members shall be confidential and shall be kept in duplicate.

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.

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

Regular meetings of the Board of Directors shall be held monthly. The notice of regular meetings should be mailed at least 10 days before the meeting.

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

SECTION 4. QUORUM

A majority of the Board of Directors shall constitute a quorum for all regular or special meetings.

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 members 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 at the regular meetings or for the Chapter membership.

SECTION 6. EMPLOYEES

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.

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 mentally retarded or 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.

Any Board Member 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

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 members, may remove an officer or director. A copy of the charges shall be served on the person against whom they have been brought not less than ten 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 11. COMPENSATION

No compensation may be paid to any officer or director for his services in his office. No employee of the Chapter may be an officer or director thereof.

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.

SECTION 13. EXECUTIVE DIRECTOR

The Board of Directors has the responsibility and the authority to hire the Executive Director.

The Board of Directors' employment contract with the Executive Director shall not exceed one year's length of term.

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 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 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 and of the Board of Directors and shall send out all communications from the Chapter, the Board of Directors, Officers, and Committees to other bodies and individuals.

SECTION 7. DISBURSEMENTS

The Treasurer will ensure that two persons, one of who shall be an officer of the Board, shall sign all general operating checks for an amount greater than \$5,000. The Executive Director, Assistant Executive Director, Comptroller or a Board Officer may be authorized to sign operating checks for an amount less than \$5,000. The checks under \$5,000 also require two signatures, but not necessarily a Board Officer's signature.

SECTION 8. BONDING

All persons receiving or disbursing funds shall be bonded.

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, 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 receive its charge from the Board of Directors at the monthly Board of Directors meeting held four months prior to the Chapters annual elections.

At this meeting the Board of Directors will offer candidates to the Nominating Committee for Officers of the Chapter to be nominated for election at the next annual Chapter meeting.

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.

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.

Candidates may not be nominated from the floor at the time of election.

SECTION 3. ELECTIONS

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

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.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 Committee and those submitted by petition, including the number to be elected for said office.

Additionally, the Secretary shall mail to each member, not less than twenty (20) days prior to the Annual Meeting, a proxy. With this proxy a member may designate the Secretary to act in the member's behalf to vote for the nominees as specifically designated by the member. Proxies shall be exercised by the Secretary's act of casting a secret ballot for the nominees so designated. The Secretary shall retain proxies for a period of three years.

At or prior to the Annual Meeting, the President of the Chapter shall appoint three members of the Chapter to act as Inspectors of Election. None of the Inspectors shall be a nominee for any of the Chapter's elected positions. It shall be the duty of such Inspectors to conduct the voting and tallying of the ballots and proxies for contested elections. No member shall be entitled to review the ballots and proxies except a duly constituted Inspector of Election. Prior to the election, every proxy 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 by proxy.

The Inspectors shall report the election results to the General Membership at the Annual Membership Meeting.

The candidate receiving the greatest number of votes for any office shall be elected to that office. In the event of a tie between two or more candidates for any office, the Board of Directors shall elect one of the candidates to the office at its first regular meeting after the election.

SECTION 4. INSTALLATION OF NEWLY ELECTED CHAPTER DIRECTORS, OFFICERS AND NOMINATING COMMITTEE MEMBERS

Newly elected Chapter Directors, Officers and Nominating Committee Members shall be installed at the Annual Meeting or at a later time as the Board of Directors deems appropriate.

SECTION 5; OTHER ELECTIVE POSITIONS

SECTION 5.a; BOARD OF GOVERNORS

Board of Governors representative's candidates shall be selected 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 at the Annual Convention.

SECTION 5.b; DELEGATES TO CONVENTIONS

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. BOARD COMMITTEES

Board Committees will be chaired by a Board Member, but may include non-Board Members from the community. 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. The Executive Director may appoint staff volunteers to serve on Board Committees in an advisory capacity.

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 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.

SECTION 2. STANDING COMMITTEES

The following are standing committees of the Yates Chapter. For the charge to each committee, refer to the Board Operating Procedures.

- Executive Committee
- Development Committee
- Facilities Committee
- Guardianship Committee
- Operations & Finance Committee
- Program & Policy 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. EXECUTIVE COMMITTEE

The primary purpose of the Committee will be to function as an agent of the Board in the period between Board Meetings and to coordinate the functions of the committees. The Board of Directors may delegate other powers to this Executive Committee.

The Executive Committee will consist of the four current board officers and the chairs of the Policy/Program, Operation & Finance and Activity Committees. The President of the Board will serve as the Chair of the Executive Committee.

The powers of the Executive Committee will be only those delegated to that Committee by the full Board of Directors. The Board of Directors at their next meeting to become official Board policy must ratify policy actions taken by the Executive Committee.

In the event that all members of the Executive Committee cannot attend a scheduled meeting, a simple majority of members of the Executive Committee will constitute a quorum.

SECTION 4. DEVELOPMENT COMMITTEE

The Development Committee is charged with organizing special events of the ARC, including but not limited to the Annual Dinner and fund raising events. In addition the Committee is charged with developing positive public awareness of this organization: its goals and objectives. The Development Committee should make frequent recommendations to the Board of policy that is needed.

The Committee also serves a role as advisor to the Executive Director and that individual to whom the Executive Director delegates the public relations accountability, if applicable.

The Development Committee does not set policy. It recommends policy to the full Board. Final accountability for the public relations of the Agency rests with the Board, as a whole, not just the Development Committee.

Each year the committee should develop a schedule of special events and goals for developing public awareness of the organization. The Committee should make recommendations to the Board that will establish the needed structure, adequate funds, and qualified personnel to carry out the public relations program.

The Committee recommends policy to the Board and serves as an advisory resource to the Executive Director and staff in implementing this policy. The Committee should seek input from the Executive Director and staff relative to needed policy from the Board.

The Development Committee is charged with overseeing the publication of the Yates Chapter's Newsletter.

SECTION 5. FACILITIES COMMITTEE

The Facilities Committee is accountable to the Board of Directors for the acquisition, design/development, and on-going maintenance of all Chapter facilities and real properties.

The committee will be staffed with board members demonstrating specific attributes in facilities related disciplines such as construction/design or real property planning/sales.

The Chapter's "Facility Manager" will be a permanent, adjunct member of the committee. This will be a non-voting position.

Occasionally, as program needs may warrant, various Chapter staff may be asked to join the meetings for the purpose of demonstrating required attributes of proposed facility development/procurement.

At all times, the approach to facility issues shall be governed by information developed via the "Person Centered Planning" process.

The committee will work closely with the Executive Director in all instances.

The Facility Committee acts in an advisory capacity to the full board and as such takes direct actions subsequent only to approved resolutions.

SECTION 6. GUARDIANSHIP COMMITTEE

The mission of the Corporate Guardianship program of the Yates Co. Chapter, NYSARC, Inc. is to serve the best interests of individuals for whom NYSARC, functioning through Yates ARC, has been appointed guardian. The Guardianship Program is committed to taking into consideration the personal wishes, preferences and beliefs that afford each individual the greatest amount of independence and participation in decisions affecting his or her life. To accomplish this the members of the Guardianship Committee will advise and assist the individual, parents, relatives and friends to ensure continuity of care and protection while promoting individuality, autonomy, dignity and self worth.

SECTION 7. OPERATIONS AND FINANCE COMMITTEE

The Operations and Finance Committee of the Board of Directors is accountable to the Board of Directors for all fiscal policies of the organization.

The Operations and Finance Committee is charged with recommending to the Board all policies governing fiscal affairs of the organization. It is also accountable for making reports to the Board and Executive Committee that give good insight into current fiscal operations of the chapter and to what degree operations are being conducted within the policy framework established by the Board.

The Operations and Finance Committee of the Board of Directors is further accountable to the Board of Directors for all financial development policies of the organization. The Committee is charged with projecting the organization's need for funds and identifying potential sources for these funds from both the public and private sector. This focus is upon insuring the long-term stability of the organization.

The Operations and Finance Committee also serves a role as advisor to the Executive Director and to that individual to whom the Executive Director delegates the financial development function.

The Committee works closely with the Executive Director of the Organization. The Executive Director may appoint a staff management person to serve as liaison to the committee.

The Operations and Finance Committee does not set policy. It recommends policy to the full board and may pass on recommendations for administrative financial management to the Executive Director.

Final accountability for fiscal affairs of the Organization rests with the Board of Directors as a whole, not just the Board's Operations and Finance Committee.

SECTION 8. PROGRAM AND POLICY COMMITTEE

The Program and Policy Committee of the Board of Directors is accountable to the Board of Directors for the human resources, personnel policies and practices and for program development and evaluation.

The Program and Policy Committee is charged with recommending to the Board all policies governing human resources and personnel affairs of the organization. The Committee may advise the Executive Director on administrative personnel matters.

The Committee is charged with developing programs to serve the developmentally disabled citizens of Yates County. The Committee must explore the needs of the developmentally disabled population of Yates County, the capabilities of the ARC and the anticipated future program needs.

The Committee will work closely with the ARC Staff and the Executive Director for professional program advice.

This Committee does not set policy. It recommends policy to the full Board. Final accountability for human resources, personnel policies, practices and other

functions of this committee of the organization rests with the Board as a whole, not just the Program and Policy Committee.

The Committee is responsible to review the bylaws and approve changes to bylaws to be submitted to NYSARC, Inc. for final approval. Any changes to the bylaws will be voted on at the Annual Membership Meeting and submitted to NYSARC for final approval.

ARTICLE XI: MISCELLANEOUS MATTERS

SECTION 1. FISCAL CALENDAR

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

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. If the Board approves the proposed amendment, it shall be submitted to the membership at special meetings 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 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 the Association 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, 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.

ARTICLE XIII: 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.

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	<ul style="list-style-type: none"> - Revisions to Arts VIII and IX re: Nominations - Addition of Facilities Committee - Document structural and format revisions

CHAPTER BY-LAWS APPROVAL:

Approved by Chapter Membership:
 President: _____, June 12, 2007
 Andrew DeMAY

Approved by NYSARC, Inc Board of Governors:
 President: _____