

**BYLAWS OF  
THE ARC, UPPER VALLEY**

**ARTICLE I. NAME AND LEGAL STATUS**

**Section 1. Corporate Name.**

The name of this corporation is “The Arc, Upper Valley, Inc.” (hereafter the “Association”).

**Section 2. Principal Office.**

The Association’s principal office shall be designated by the board of directors.

**Section 3. Legal Status.**

The Association is incorporated under the nonprofit corporation law of the state of North Dakota, is nonsectarian and is organized exclusively for charitable, scientific and educational purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or successor provisions. The Association is nonpolitical and shall take no position with regard to candidates for elective office, shall not provide financial support for any candidate for elective office or for any political party, and shall take no position on matters of government policy other than those relevant to its purposes.

**ARTICLE II. PURPOSE AND CORE VALUES**

**Section 1. Purposes.**

The Association exists for the following principal purposes:

- A. To promote and protect the human rights of people with intellectual and developmental disabilities (hereafter “I/DD”).
- B. To improve the quality of life of people with I/DD and their families and actively support their full inclusion and participation in the community throughout their lifetimes.
- C. To ensure that people with I/DD have the supports and services they need, are accepted in their communities, and have maximum control of their own lives.
- D. To achieve greater public understanding of strengths, contributions, and needs of people with I/DD.
- E. To promote and support the professionals, their research, and best practices, and others who serve the Association’s constituency and who promote and support the core values of The Arc of the United States.

**Section 2. Core Values.**

The Association subscribes to and pursues the core values as adopted from time to time by the delegate bodies of The Arc of the United States, the national association with which this Association, and The Arc of North Dakota, the state association, are affiliated. These core values are the basic premises that underlie the Association’s principal purposes and guide its actions.

**ARTICLE III. MEMBERSHIP**

**Section 1. Designation.**

There shall be, at least, the following categories of membership. The Association’s board of directors may, in its discretion, establish other categories of corporate, honorary, or lifetime memberships.

**A. Self-Advocate.**

A self-advocate is any person over 18 years of age with I/DD who supports the principal purposes and core values of the Association who submits the prescribed amount of dues, complete name, and mailing address to the Association.

**B. Individual Member.**

An individual member is any person over 18 years of age who supports the principal purposes and core values of the Association who submits the prescribed amount of dues, complete name, and mailing address to the Association.

**C. Family Member.**

A family member is an individual in a family over 18 years of age who supports the principal purposes and core values of the Association who submits the prescribed amount of dues as a family, complete names, and mailing address to the Association.

**Section 2. Privileges and Responsibilities of Members.**

- A. Self-Advocate, individual and family members are automatically members of the Association, The Arc of North Dakota, and The Arc of the United States, and have the following privileges:
  - 1. To vote at the annual meeting or at special meetings of the delegate body if they meet the criteria established in Article V.
  - 2. To be selected as a voting delegate to the annual meeting or special meetings of The Arc of North Dakota or to a meeting of the delegate body of The Arc of the United States, if they meet the criteria established in Article V.
  - 3. To be nominated and elected or appointed to serve as an officer or director of the Association, The Arc of North Dakota, or The Arc of the United States unless otherwise prohibited by these bylaws.

- B. All members of the Association, including corporate, honorary, and lifetime members, may attend events sponsored by the Association at member rates and may receive any and all membership benefits and privileges for which the board of directors determines they are eligible.
- C. All membership dues will be submitted to The Arc of North Dakota and The Arc of the United States by this Association in accordance with their policies.
- D. All members of the Association, regardless of membership category, have the responsibility not to make representations in the name of the Association to any public official or body, or to in any way publicly write, speak, or act in the name of the Association, without prior approval of the president, the executive committee, or the board of directors.

**Section 3. Membership Lists.**

The Association's membership lists shall not be published or otherwise made available outside the Association except where, in the opinion of the board of directors, the furnishings of the lists in confidential status to a legitimate public or private agency is in the best interest of the members and will further the principal purposes of the Association.

**ARTICLE IV. DUES AND FEES**

**Section 1. Membership Dues.**

The Association's board of directors shall determine the amount of annual membership dues for all categories of memberships. Membership dues shall include any amount designated as dues to The Arc of North Dakota and The Arc of the United States.

**Section 2. Collection of Membership Dues.**

The Association's board of directors shall determine the time and manner of payment and any penalties for delinquent payment or nonpayment of membership dues. The executive director may waive or reduce the amount of annual membership dues for self-advocates, individuals or families in specific cases where it is determined that full payment would constitute hardship or where other extenuating circumstances exist.

**Section 3. Affiliation Fees.**

The Association shall pay any affiliation or support fees and any memberships owed to The Arc of North Dakota and to The Arc of the United States in accordance with their policies for affiliated local chapters.

**ARTICLE V. DELEGATE BODY**

**Section 1. Composition.**

The delegate body of the Association shall be composed of members in good standing.

**Section 2. Staff.**

Any person who is a paid employee or paid consultant of the Association may be a member of the Association, but they shall not be eligible to be a voting member of the Association’s delegate body, The Arc of North Dakota or The Arc of the United States delegate bodies.

**Section 3. Powers, Duties, and Responsibilities.**

The Association’s delegate body shall have the following powers, duties and responsibilities:

- A. To elect the officers and specified directors of the Association.
- B. To establish or amend the Association’s bylaws.
- C. To act on any business that may appropriately come before the Association’s delegate body, including core values, position statements, policies and substantive resolutions.

**Section 4. Allotment of Votes.**

- A. Members in good standing have voting privileges at meetings of the Association.
- B. For purposes of determining vote allotment, a self-advocate, individual membership, honorary membership and lifetime membership is counted as (1) vote.
- C. For purposes of determining of vote allotment, a family membership and a corporate membership is counted as (2) votes.

**Section 5. Good Standing Requirement.**

A member in good standing shall be current on his or her dues and have maintained his or her voting privileges.

**Section 6. Loss of Voting Privileges and Termination of Membership.**

The board of directors of the Association shall have the right to deny, or terminate, either the voting privileges or the membership of any voting member, or to deny access to or participation in the programs or services of the Association, if the member fails to meet the qualifications for membership, or engages in activities that negatively reflect upon, or are otherwise contrary to the best interests of the Association.

## **ARTICLE VI. MEETINGS OF THE DELEGATE BODY**

### **Section 1. Annual Meeting.**

The Association shall hold an annual membership meeting for the election of officers and directors not less than forty-five (45) days before the end of the calendar year, at a time and place to be determined by the president. The annual meeting may not be omitted.

### **Section 2. Special Meeting.**

A special meeting of the Association's membership may be held at the call of the president or upon written request of the secretary by at least ten (10) voting members. The written request must state the purpose of the meeting. The special meeting must be held within thirty (30) days of receipt of the request.

### **Section 3. Notice of Meetings.**

#### **A. Annual Meeting.**

Written note of the annual membership meeting shall be mailed to all members of record not less than fourteen (14) days before the meeting date.

#### **B. Special Meeting – Business Limited.**

Written notice of any special meeting of the Association shall be given to all members of record not less than seven (7) days before the meeting date. The notice shall state the time and place of the meeting and the specific purpose for which the meeting is being called. No other business may be conducted at a special meeting.

### **Section 4. Quorum and Proxies.**

A quorum for the conduct of business at any properly called membership meeting shall consist of ten (10) percent of the voting membership qualified to exercise their voting privileges. Voting by proxy is not allowed.

### **Section 5. Methods of Conducting Business.**

The Association's delegate body may conduct business by any means authorized under the laws of North Dakota.

## **ARTICLE VII. BOARD OF DIRECTORS**

### **Section 1. Composition.**

The board of directors shall consist of the officers named in Article VIII and (7) elected directors and no more than (3) directors-at-large.

**Section 2. Eligibility Requirements.**

Each officer, named in Article VIII, each director and each director-at-large must be a voting member of the Association, in accordance with the provisions of Article III, IV and V of these bylaws, at the time of nomination, election or appointment, and continuation in office.

Any person who is a paid employee or paid consultant of the Association shall not be eligible for nomination, election, or appointment as a voting member of the Association's board of directors.

**Section 3. Terms of Office.**

- A. Terms of office for elected positions shall begin at the close of the annual meeting (January 1) or, if applicable, at the close of the special meeting, where the election takes place. All terms of office for an elected or appointed position end at the close of the applicable annual meeting (December 31).
- B. Each officer shall serve the term of office specified in Article VIII.
- C. Each director shall serve for a three (3) year term. No elected director may serve more than three (3) consecutive terms.
- D. Each director-at-large shall serve a one (1) year term for up to three (3) consecutive terms.

**Section 4. Compensation for Services.**

No officer or director of the Association shall be paid compensation for any services rendered to the Association in the capacity of officer or director. Officers and directors may be reimbursed for expenses incurred in connection with their service as officers or directors.

**Section 5. Conflict of Interest.**

Actual or potential conflicts of interest on the part of any officer or director, whether elected or appointed, shall be disclosed and made a matter of record in accordance with the policy and procedures established by the Association's board of directors.

**Section 6. Powers and Duties of the Board of Directors.**

The Association's board of directors shall have and exercise all lawful powers necessary to conduct the business of the Association and to carry out the purposes of the Association as stated in these bylaws. These include, but are not limited to, the following:

- A. To appoint an executive director to carry out the administration and management of the Association.
  - 1. Any appointed executive director shall serve under the direction of the Association's board of directors and shall carry out the general management of the Association.
  - 2. The executive director is responsible for:

- a. Overseeing the implementation of the Association's policies, programs, and activities developed, formulated, and approved by the board of directors.
  - b. Assisting with management of the finances of the organization, including budgets, investments, and resource development.
  - c. Working with members of the board of directors, committees or task forces, and other volunteers to strengthen the Association.
  - d. Such other duties as may be assigned by the board of directors.
3. The executive director (or his or her designate) is authorized to speak for the Association within the limits established by the board of directors.

**Section 8. Delegate Body May Override Board.**

Any action of the Association's board of directors, except for grievances and disciplinary action taken under the provisions of Article XIII and Article XIV, may be reviewed at the succeeding annual meeting of the Association's membership or at a special meeting of the Association's membership called for the purpose, on written request submitted to the secretary by five (5) percent of the qualified voting members. The board's action may be altered or rescinded by a two-thirds (2/3) vote of the votes cast, provided that no irrevocable rights of third parties shall be affected by the membership's action.

**ARTICLE VIII. OFFICERS**

**Section 1. Composition.**

The officers of the Association shall consist of a president, vice president, secretary, treasurer and immediate past president. The office of treasurer may be combined with the office of secretary.

**Section 2. Duties of Officers.**

All officers of the Association shall perform duties usually pertaining to their respective offices and such other necessary duties as the board of directors may assign. The president shall authenticate by his or her signature, when necessary, all acts, orders and proceedings of the Association. The president shall appoint all committee and task force members and shall be a non-voting, ex officio member of such committees and task forces.

**Section 3. Terms of Office.**

- A. A term of office shall be two (2) years. The president and vice president shall be elected in odd-numbered years and the secretary and treasurer shall be elected in even-numbered years.
- B. The immediate past president shall serve one two (2) year term or until replaced.
- C. No person may be elected to the same office for more than two (2) consecutive terms.

## **ARTICLE IX. EXECUTIVE COMMITTEE**

The executive committee will exercise all powers of the Association's board of directors between board meetings.

- A. The executive committee shall consist of the president, vice president, secretary and treasurer.
- B. The executive committee must report its actions to the full board of directors by mail, by electronic communication where appropriate and feasible, or at the next board of directors meeting and be reflected in the minutes of the board meeting.
- C. The board of directors may override or modify executive committee action by two-thirds (2/3) vote of the votes cast, provided that no irrevocable rights of third parties shall be affected by the board's action.

## **ARTICLE X. MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

### **Section 1. Notice of Meeting of the Board of Directors.**

#### **A. Regular Meeting.**

The Association's board of directors shall hold a regular meeting at least four (4) times per year at such times and places as determined by the board, unless the board votes to omit a specific meeting. The secretary shall ensure that the written notice of all regular meetings is provided to board members at least seven (7) days before the meeting date.

#### **B. Special Meeting.**

A special meeting of the Association's board of directors shall be held at the call of the president upon written request to the president of any three (3) board members. The request shall state the reasons for calling the meeting and the business to be transacted. The secretary shall ensure that written notice of the special meeting is provided to all members of the board of directors at least three (3) days before the date of the meeting. The notice shall state the time and place of the meeting and the specific purpose for which it is being called. No other business except that stated in the notice can be conducted at the special meeting of the board of directors.

### **Section 2. Notice of Meeting of Executive Committee.**

Meetings of the executive committee shall be held at the call of the president or upon the request of at least two (2) members of the executive committee. Members of the executive committee shall be notified at least seven (7) days before the date of the meeting if notified by mail or at least two (2) days before the date of the meeting if notified by telephone or electronic communication. Notice may be waived if all members of the executive committee sign a waiver either before or after the meeting.



**Section 3. Methods of Conducting Business.**

The Association’s board of directors and executive committee may conduct business by any means authorized by the laws of North Dakota, including mail, electronic means, and telecommunication.

**Section 4. Quorum – Board of Directors and Executive Committee.**

A majority, over fifty-one (51) percent, of the sitting number of members of the Association’s board of directors or of the Association’s executive committee shall constitute a quorum for the respective bodies. No business may be conducted until a quorum is established.

**Section 5. Voting by Proxy Prohibited.**

Voting by proxy is not allowed at meetings of the Association’s board of directors or executive committee.

**Section 6. Meeting by Ballot.**

When a decision of the Association’s board of directors or executive committee is needed at once and it is not practical to call a special meeting, the president may take a ballot of the board or executive committee members by mail, electronic mail, or by telephone, immediately confirmed in writing. Replies must be received from at least three-fourths (3/4) of the board or executive committee members and three-fourths (3/4) of those replying must do so in the affirmative for the action to be approved.

**ARTICLE XI. VACANCIES**

**Section 1. How They Occur.**

A vacancy is an elected or appointed position on the Association’s board of directors may occur because of the resignation, death, incapacity, removal from office, failure to continue to meet the eligibility requirements for the position as specified in these bylaws, or failure to meet attendance requirements as determined by the board of directors.

**Section 2. Eligibility Requirements for Filling a Vacant Position.**

Any person who is elected or appointed to fill a vacancy must meet all the eligibility requirements for election or appointment to that vacant position.

**Section 3. Unexpired Terms.**

When a person fills a vacancy in an unexpired term and serves in that position for more than half a term, the person is considered to have served a full term for purposes of term limitations under these bylaws. A person who fills a vacancy for half or less than half of the unexpired term has not held the position for a full term and is eligible to serve the number of full consecutive terms allowed under these bylaws.

**Section 4. Filling Vacancies.**

**A. President.**

The vice president shall automatically succeed to the position of president.

**B. Vice President.**

In the event there is a vacancy in the office of vice president, the board shall elect a successor to fill the unexpired term.

**C. President and Vice President.**

In the event there is a vacancy in the positions of both president and vice president, the secretary of the Association shall immediately call a special meeting of the board of directors for the purpose of electing a president and, at the board of directors' option, vice president. The secretary shall serve as president pro tem of the Association during the time between the notice of the special meeting and the election by the board.

**D. Secretary and Treasurer.**

The board of directors shall elect a successor to serve the unexpired term when a vacancy occurs in the position of secretary or treasurer.

**E. Past President.**

The next most recent past president who is willing, and continues to meet the eligibility requirements, may fill a vacancy in the position of immediate past president.

**ARTICLE XII. NOMINATIONS AND ELECTIONS**

**Section 1. Nomination Process**

**A. Eligibility.**

Any person who is a voting member of the Association is eligible to be nominated for and elected to the office of president, vice president, secretary, treasurer, or director, providing the member is in good standing and is not a paid employee or consultant of the Association.

**B. Presentation of Slate – Nominations from the Floor.**

The board of directors shall present a slate of nominees to the secretary of the Association at least thirty (30) days before the annual meeting. The secretary shall include the slate with the notice of the annual meeting.

Nominations shall be permitted from the floor for all elective positions. A person who may be nominated from the floor is encouraged to provide to the secretary of the Association at least ten (10) days before the annual meeting a written notice of the nominee's willingness to serve if

elected. If the person nominated from the floor is not present at the annual meeting, he or she must have indicated in writing that the nominee is willing to serve if elected.

**C. Elections.**

1. Each officer or director must be elected by majority of votes cast for the position. If no candidate for the position receives a majority of the votes cast, the election shall continue with a vote being taken on the two (2) candidates receiving the highest number of votes.
2. All contested elections shall be conducted by secret ballot.

**ARTICLE XIII. REMOVAL FROM OFFICE**

**Section 1. Suspension or Removal.**

The Association's board of directors may remove or suspend any officer or director for cause upon a two-thirds (2/3) vote of the current board. Causes include, but, are not limited to the following:

- A. Willful or continued neglect of the duties of the office.
- B. Failure or refusal to disclose necessary information on matters pertaining to the Association's business.
- C. Unauthorized expenditures or misuse of the Association's funds.
- D. Actions that seriously hinder the board from carrying out its duties as outlined in Article VII, Section 6.
- E. Misrepresentation of the Association and its governing body to outside parties.
- F. Unexcused absences from more than two (2) board meetings within a twelve (12) month period.
- G. Conviction of a felony while in office.
- H. Conduct reflecting poorly on the Association.

**Section 2. Request for Suspension or Removal.**

Any two (2) directors of the Association's may submit a signed, written request to the secretary of the Association requesting the suspension or removal of a board member and stating the grounds for the request. If the secretary is the subject of the request, the request shall be submitted to the president of the Association. If the president is the subject of the request, the secretary shall inform the vice president.

Within ten (10) days of receipt of a request for suspension or removal, the executive committee shall review the request and take any further steps necessary to investigate the stated grounds. If a member of the executive committee is the subject of the request, the member shall excuse himself or herself from all deliberations on the matter. If the executive committee determines the request warrants further action, it shall call a special meeting of the board of directors. If the executive committee

determines no further action is warranted, it shall advise the requesters of its decision and reasons for the decision. The executive committee may immediately suspend the individual that is the subject of the request from the individual's position pending the hearing on the matter.

### **Section 3. Notice and Hearing.**

If a special meeting of the board of directors is called to consider further action on a request of suspension or removal from office, the special meeting shall constitute a hearing at which the affected office holder may appear and respond to the grounds for the request as stated in the notice of the special meeting. Notice of this special meeting must be given at least fifteen (15) days before the date of the meeting and shall be sent to the affected office holder by certified mail, return receipt requested. Notice shall be deemed given when so deposited in the U.S. mail. At the conclusion of the special meeting, the board shall determine whether removal or suspension is warranted and shall immediately notify the affected person of the board's decision.

## **ARTICLE XIV. DISCIPLINARY PROCEEDINGS**

The Association's board of directors shall adopt procedures for disciplinary actions concerning members of the Association. These procedures shall be invoked when serious violations of the Association's mission, bylaws, position statements, core values, affiliation agreement with The Arc of North Dakota or The Arc of the United States, or policies have been alleged and the board of directors deems the allegations to have merit. Disciplinary proceedings shall at a minimum, include who may file a complaint or allegation, how and where to file a complaint or allegation, the timeframe for conducting an initial review of the complaint or allegation, an investigation process if the need for investigation is indicated after the initial review, the notifications required at all states of the receipt and determination process, an opportunity for the member to be heard, and the penalties to be considered.

## **ARTICLE XV. COMMITTEES**

### **Section 1. Appointment.**

The president shall appoint all committee members and chairpersons. All committee chairperson shall, at the time of appointment and during the time of service, be voting members of the Association and be in good standing. The president, at his or her discretion, may remove any chairperson or committee member.

### **Section 2. Standing Committees.**

The board of directors shall designate those standing committees required to carry on the continuing functions of the Association. The terms of service for the chairperson and members of the standing committees shall begin at the effective date of appointment and continue until December 31, subject to reappointment.

### **Section 3. Special Committees or Task Forces.**

The president may appoint special committees or task forces as needed or desirable to facilitate the work of the Association. The assignment of any such committees or task forces shall not conflict with

the duties of any standing committees. The president shall define the duties and fix the duration of the activities of any special committees or task forces.

## **ARTICLE XVI. FISCAL MATTERS**

### **Section 1. Fiscal Year.**

The Association's fiscal year shall be from January 1 through December 31.

### **Section 2. Independent Audit.**

The board of directors or the executive committee may authorize an independent audit of the Association's financial records at any time.

## **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

*The Standard Code of Parliamentary Procedure* (formerly *Sturgis' Standard Code of Parliamentary Procedure*), in the latest edition, shall govern all deliberations of the Association to which it is applicable and is not in conflict with these bylaws or any laws applicable to the Association. The president shall have the power to appoint a parliamentarian and may seek the advice of the parliamentarian in interpreting these bylaws when a question arises as to the meaning of any of them.

## **ARTICLE XVIII. AMENDMENTS**

Amendments to these bylaws may be proposed by written request of any officer or director of the Association, or by any voting member in good standing. Proposed amendments must be presented to the secretary of the Association. At its next regular meeting or at a special meeting called for that purpose, the board shall consider the proposed amendment and shall recommend its adoption, rejection, or alteration, stating the reasons for its recommendations. A copy of the proposed amendment, as it is presented to the Association's voting membership, together with the board's recommendation and the reason for the recommendation, shall be provided to each voting member of the Association at least fourteen (14) days before the annual meeting or a special membership meeting called for the purpose of considering the proposed amendment.

Each proposed amendment shall become effective immediately upon a two-thirds (2/3) vote of the votes cast by the Association's voting membership, unless some other effective date is specified in the amendment.

## **ARTICLE XIX. DISSOLUTION**

In the event the Association should be dissolved and its work abandoned, the board of directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal

Revenue Code and its regulations as they now exist or as they may hereafter be amended, as the board of directors shall determine or by a court of competent jurisdiction.

**CERTIFICATION**

These are the bylaws approved by at least a majority, over fifty-one (51) percent, of the voting members at the annual meeting or a special meeting of The Arc, Upper Valley, Inc. called for the purpose and held on \_\_\_\_\_, and they replace all previously approved constitutions and bylaws of The Arc, Upper Valley, Inc.

Signed: \_\_\_\_\_  
President

Date: \_\_\_\_\_

Signed: \_\_\_\_\_  
Secretary

Date: \_\_\_\_\_