

**Proposed Amendments to the Bylaws of The Arc, Upper Valley, Inc.
Presented to the Voting Membership on November 15, 2021**

Pursuant to Article XVIII of the bylaws dated November 2, 2017, amendments to the bylaws of The Arc, Upper Valley, Inc. (hereafter the “Association”), may be proposed by written request of any officer, director, or voting member of the Association. The board of directors is responsible for considering proposed amendments and recommending their adoption to the voting membership. A copy of proposed amendments, the board’s recommendations and their rationale must be provided to each voting member at least fourteen (14) days before the annual meeting. Each proposed amendment will become effective immediately upon a two-thirds (2/3) vote of Association’s voting membership or the effective date specified in the amendment.

The board of directors of the Association has met on numerous occasions since the beginning of the COVID-19 pandemic to address its impact on the organization’s administration and management. To ensure continuity of operations, the board of directors proposed changes to the bylaws of the Association on June 10, 2020. These amendments were scheduled to be presented and voted on November 5, 2020, at the annual meeting, but because the Association had a joint meeting with other chapters of The Arc, no voting took place.

On October 13, 2021, the board of directors began to prepare for the 2021 annual meeting that will be held by mail (with mail-in or electronic voting options). The same amendments to the bylaws that were recommended in 2020 are being resubmitted to the voting membership. The proposed changes, written in bold typeface, are therefore respectfully submitted to the voting membership for their consideration and approval. All amendments that are approved by the voting membership in 2021 will be made retroactive to November 5, 2020, unless articles list specific beginning or ending dates.

Article VI. Meeting of the Delegate Body

Rationale: The ongoing pandemic has impacted the Association’s ability to have in-person meetings. The following changes to Article VI will allow the organization to host hybrid annual meetings, which can be held virtually, by mail-in, or by electronic ballot. These updates are based on “North Dakota Century Code, Chapter 10-33, Nonprofit Organizations.”

Section 5. Methods of Conducting Business: This section currently reads “The Association’s delegate body may conduct business by any means authorized under the laws of North Dakota.” It is proposed that the sentence end with the following additional language: “**...North Dakota, including mail, electronic means, and telecommunication.**”

Section 6. Meeting by Ballot: This entire section is new to the bylaws and reads as follows: “**Members with voting rights may take action by mail or electronic ballot as long as a ballot is mailed or delivered electronically to every member entitled to vote on a matter. The ballot must set forth each proposed action and provide an opportunity for or against each proposed action. The number of votes cast by ballot must equal or exceed the quorum required to be present at an in-person meeting. Solicitations for votes by ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify the time by which a ballot must be received by the Association in order to be counted.**”

Article XX. Extension of Terms of Office for Board of Directors and Officers

Rationale: The temporary addition of Article XX is written to remove barriers to organizational administration and management and to ensure continuity of operations during the ongoing COVID-19 pandemic. This article gives specific attention to the temporary extension of terms of office held by directors and officers of The Association.

The amendment reads as follows: **“This article temporarily amends Articles VII and VIII of the Bylaws of The Arc, Upper Valley by extending the terms of office for the Association’s board of directors and officers due to the COVID-19 pandemic. This temporary amendment is being implemented to remove barriers to organizational administration and management and to ensure continuity of operations during the ongoing COVID-19 pandemic. This article will take effect (retroactively) January 1, 2021, and will automatically expire on December 31, 2022, without further vote taken. During the period when this article and amended bylaws are in effect, the board of directors may be smaller than the composition specified in Section 1 of Article VII. Directors and officers who are elected or appointed before the effective day of these amended bylaws may also serve an additional term of office.”**



The current bylaws can be found on The Arc, Upper Valley’s website at www.thearcuppervalley.org.