

BYLAWS OF The Arc- Dane County

ARTICLE I. PURPOSE

We believe that all persons have a basic right to the education, training, job opportunities and social supports necessary to participate fully in society.

The Arc is committed to promoting changes which remove social barriers, and individual perceptions and attitudes which prevent the full inclusion of persons with cognitive and developmental disabilities within communities.

We are further committed to assisting persons with cognitive and developmental disabilities and their families in solving common problems and achieving the ultimate goal of inclusion as valued members within communities.

MISSION

The Arc-Dane County will ensure that, by example, education, advocacy, support and legislation, all children and adults with developmental disabilities and their families are offered the same opportunities, choices, rights and respect due all people in our community.

VISION

The Arc-Dane County will work to create opportunities for children and adults with developmental disabilities to reach their full potential by creating acceptance, respect and participation in the community through advocacy, education and information. We accomplish this by encouraging active participation of membership, gaining support of communities and collaborating with appropriate local, state, and national groups.

ARTICLE II. MEMBERSHIP & DUES

Section 1. Membership may be obtained upon payment of dues for the current year.

Section 2. Membership may be as follows: Individual/Family, Patron, Sustaining, Corporate for Profit, , and Self-Advocate/Limited Income or other categories as the board deems necessary.

Section 3. Members shall pay yearly dues as established by the Board of Directors. Dues shall be utilized to support the local, state and national interests of the ARC as determined by the Board of Directors.

Section 4. The Board of Directors may waive dues in individual cases whenever it deems it to be advisable.

Section 5. Members whose dues have not been waived and who are in arrears for one year shall be dropped from the membership roll.

Section 6. A member in good standing is one whose dues is not delinquent or has been waived.

Section 7. Members in good standing shall be eligible to hold office and to vote in person on all questions at general membership meetings.

Section 8. Control of this corporation shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on request of any member at the regular or at a special meeting called for that purpose. An action of the Board of Directors may be altered or rescinded by a two-thirds vote of members in good standing present, provided no rights of third parties are affected.

Section 9. Opportunities for membership in The Arc-Dane County are available without regard to age, race, ethnicity, religion, color, gender, disability, marital status, sexual orientation, national origin, cultural differences, ancestry, physical appearance, arrest or conviction record, military record, source of income or political beliefs.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Meetings of the membership shall be held. In no event shall less than one such meeting (the Annual Meeting) be held in any one

fiscal year. Members shall be notified at least five (5) days in advance of all meetings.

Section 2. The membership meeting in April shall be designated as the Annual Meeting for the election of officers, directors, and Nominating Committee members.

Section 3. Special membership meetings may be called by the Board of Directors or by the President at any time and shall be called upon written request therefore signed by no fewer than five- (5) members in good standing. Notice of special membership meetings shall be given as provided for the Annual Meeting and in addition to time and place shall specify the purpose for which the meeting is called. No other business may be transacted at a special meeting.

Section 4. Those members in good standing present at any properly called membership meeting shall constitute a quorum and can transact such business as may properly come before the meeting.

ARTICLE IV. FISCAL YEAR

The fiscal year shall begin January 1, and end December 31.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, and 4-10 additional members who must be willing to accept committee portfolios. The membership of the Board of Directors shall at all times consist of no fewer than nine (7) members and no more than nineteen (14) members, of whom the majority are or have been the parent, guardian, foster parent, or immediate relative of a person with cognitive disabilities or is a self-advocate. The Executive Director of the Arc- Dane County shall be an Ex-Officio member of the Board of Directors. The Board of Directors, at its discretion, may appoint other Ex-Officio members of this Board of Directors. Ex-Officio members shall be non-voting members and shall not be counted in determining quorums.

Section 2. Then officers of the Board of Directors shall be President, Vice-President, Secretary, Treasurer, and the Immediate Past President.

Section 3. Any member shall have the right to attend and speak at meetings of the Board of Directors but shall not vote.

Section 4. The Board of Directors may hold closed meetings for personnel matters or other confidential business. The meeting shall be closed by majority vote of officers and directors present.

Section 5. The Board of Directors shall hold at least one meeting between each membership meeting unless a majority of the Board votes not to have one.

Section 6. Special meetings of the board shall be held at such times and places as may be designated in the call for the meeting, and may be called by the president or by any two- (2) members of the Board. The Secretary shall give notice of such meetings to each member by telephone or mailing to be received at least 24 hours in advance.

Unless the notice indicates to the contrary, all business may be transacted at such special meetings.

Section 7. A quorum of the board of Directors shall consist of a majority of its members.

Section 8. The Board of Directors shall control and manage the affairs and business of the corporation compatibly with the purposes thereof and with such policies or directions as may be adopted by the membership of the corporation. This shall include, but not be limited to the approval of an annual budget and a financial audit of the organization's operation. The Board of Directors shall exercise all power inherent in the corporation except those expressly reserved to the membership.

Section 9
Opportunities for membership on the Board of Directors of The Arc-Dane County are available without regard to age, race, ethnicity, religion, color, gender, disability, marital status, sexual orientation, national origin, cultural differences, ancestry, physical appearance, arrest or conviction record, military record, source of income or political beliefs.

ARTICLE VI. TERMS OF OFFICE

Section 1. The officers shall serve for a term of two (2) years beginning at the time of their election. No officer shall hold this same office for more than two (2) consecutive terms.

Section 2. Members elected to the Board of Directors shall serve for a term of two (2) years beginning at the time of their election. No director

shall serve in that position for more than three (3) consecutive terms. Any director who is elected to office forfeits his/her position as a director.

Section 3. All vacancies in the elected positions, except that of the President, shall be filled for the un-expired term by persons elected by the Board of Directors.

Section 4. Terms of officers and directors shall be appropriately staggered.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall preside at meetings of the membership and the board of Directors. She/he shall appoint the chairperson and members of all committees with the approval of the Board and supervise directly or indirectly their work, except the Nominating Committee. She/he shall act as the executive officer of the corporation, and, in general, perform the duties usually associated with the office of president.

Section 2. In the event of the president's absence or temporary disability, the Vice-President shall perform the duties of the President. In case of a vacancy in the office of the President, the Vice-President shall succeed to the Presidency.

Section 3. The Secretary shall handle the correspondence of the corporation and maintain a record of the proceedings of all the meetings of the membership and the Board of Directors. She/he shall be custodian of all records of the corporation other than financial records. These records shall include the terms or un-expired terms of office of all Board members.

Section 4. The Treasurer shall receive all revenues of the corporation and shall have the responsibility to maintain a complete and accurate account of all funds received and disbursed. She/he shall deposit or arrange for deposit and disbursement of all such funds or delegate such duties to the appropriate staff that shall be bonded in an amount determined by the Board of Directors. Any individual authorized to sign checks shall be bonded in the amount determined by the Board of Directors. She/he shall present a financial report to the membership after the close of the fiscal year, listing all receipts and disbursements by budget categories.

Section 5. The Immediate past President shall serve as the Chair of the Nominating Committee.

ARTICLE VIII. ELECTIONS

Section 1. There shall be a Nominating Committee composed of three (3) members. With the exception of the Immediate past president, the members shall be appointed by the President. The terms of office for Nominating Committee members will be two (2) years and shall be appropriately staggered.

Section 2. Upon soliciting appropriate names from the membership and Board designated committees, the Nominating Committee shall prepare a slate of candidates for election as officers, directors, and members of the Nominating Committee and shall secure the consent of its nominees to serve if elected. It shall report its nominations to the membership in writing at least three (3) weeks before the Annual Meeting in April.

Section 3. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall be members in good standing who have given consent to the nomination.

ARTICLE IX. STANDING COMMITTEES

Section 1. The Board of Directors shall provide for the creation of suitable standing committees that may include, but not be limited to the following: Resource Development/Finance, Membership, Public Awareness, Advocacy, and Newsletter, Fruit Sale and Golf Committee.

Section 2. Special Committees may be provided for by the Board of Directors as the need arises

Section 3. The President shall make all appointments to such committees.

ARTICLE X. PARLIAMENTARY AUTHORITY

A current edition of Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and by-laws.

ARTICLE XI. AREA OF ACTIVITY

The physical boundaries of the area to be served by the unit are the legal boundaries of Dane County.

ARTICLE XII. AMENDMENTS

Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing to the entire general membership at least three (3) weeks prior to the meeting at which it is to be voted upon, and a two-thirds (2/3) vote of members in good standing present, is required for ratification.

Adopted at Annual Meeting of April 14, 2005