



## **The Arc Baltimore, Inc. BY-LAWS**

### **Article 1 Name**

The name of the Organization shall be: The Arc Baltimore, Inc. and it is sometimes referred to in these By-Laws as the “Organization.”

### **Article II Mission and Purpose**

The mission of the Organization is:

*The Arc Baltimore provides advocacy and high quality, life- changing supports to individuals with intellectual and developmental disabilities and their families*

To accomplish the mission of Organization, it shall:

- 1.) Promote systemic advocacy on educational issues aimed at securing well-funded and integrated public education programs for students with intellectual and developmental disabilities and advocacy activities on other issues affecting services for children and youth such as day care, foster care, infants and toddlers programs, etc.;
- 2.) Interact with all branches and levels of Government aimed at securing new and expanded funding for needed services for all persons with intellectual and developmental disabilities, and promote laws and regulations that assure equal opportunity and treatment for all persons with intellectual and developmental disabilities;
- 3.) Conduct an ongoing program of public and community education aimed at increasing understanding and acceptance of persons with intellectual and developmental disabilities, especially including the promotion and development of voluntary, individual and personal relationships between persons with intellectual and developmental disabilities and others in the community;
- 4.) Provide support services, training and supervision in small, community-based, scattered residential homes that assist the persons with intellectual and developmental disabilities that live there to become part of the community, and that increase the individual’s capacity for more independent functioning;
- 5.) Provide vocational and employment services aimed at giving persons with intellectual and developmental disabilities opportunities to maximize earnings and fringe benefits in settings that allow for interactions with persons without disabilities;

- 6.) Provide developmental training and family support services aimed at increasing the individual's capacity for more independent functioning and further aimed at stabilizing and supporting families;
- 7.) Provide support services to individuals and families that enable individuals to live in family homes and/or homes of their own and over which they exercise control and choice;
- 8.) Assist and support persons with intellectual and developmental disabilities in developing and maintaining health and fitness, recreational interests, social relationships, religious affiliation, long lasting interpersonal bonds including marriage and family and any and all other common human pursuits;
- 9.) Provide transportation services that enable persons with intellectual and developmental disabilities to participate in the aforementioned programs and services and other activities in the community, and to assist them in accessing and using other available means of transportation;
- 10.) Offer a continuing program of staff training and consultation utilizing in-house staff resources, colleges and universities, and other generically available resources; and, offering staff opportunities for membership and participation in professional organizations and training programs;
- 11.) Affiliate and cooperate with other advocacy groups, provider organizations and coalitions that have similar missions and interests, most especially by maintaining its affiliation with The Arc Maryland, Inc. and The Arc United States, Inc.;
- 12.) Participate in voluntary and mandatory programs of accreditation, monitoring and quality assurance for the purpose of maximizing consistency between its mission and its programs, services and activities;
- 13.) Conduct various fundraising events and activities aimed at securing additional funds to aid in the furtherance of the organization's primary mission and goals, including the pursuit of foundation and corporate grants, and the acquiring by will, devise, bequest or legacy any real or personal property;
- 14.) Pursue such other purposes, goals and activities that the Board of Directors may deem from time to time to be consistent with the mission of the Organization and in the best interests of persons with intellectual and developmental disabilities.

### **Article III**

#### **Non-Discrimination and Equal Opportunity**

All activities of the Organization, including admission to programs and services, employment decisions, membership, appointments, nominations and elections of officers and directors, etc., shall be conducted without regard to race, gender, religion, age, national origin or physical or mental disability.

## **Article IV Membership**

- 1.) Membership in the Organization is available to any individual upon application to the principal office of the Organization, subject to payment of the minimum dues as established by the Board of Directors from time to time.
- 2.) At its discretion, the Board of Directors may grant complimentary or honorary memberships (not subject to the payment of dues) to designated individuals or groups of individuals. The granting of voting privileges to complimentary or honorary members shall be at the discretion of the Board of Directors.
- 3.) A member in good standing is one whose dues payment is current according to guidelines and amount established by the Board of Directors from time to time and who has not been expelled as described below. Only members in good standing are eligible to serve as officers or directors of the Organization subject to nomination and election procedures described elsewhere in the By-Laws. Only members in good standing are eligible to vote in all elections and on such other matters as may be put before the general membership at the annual meeting or any special meetings of the membership of the Organization.
- 4.) The members of the Organization shall meet annually in May of each year for the purpose of electing the officers and directors of the Organization for the ensuing year and for transacting such other business as may come before the membership. A notice of the date, time and place of the annual meeting, the slate of officers and directors to be voted upon and the agenda of such other business as may be transacted shall be mailed to all members in good standing at least ten days in advance of the meeting. In lieu of mailing such notice, the Organization may email and post such notice to its website at least seven (7) days in advance of the meeting. Any member that so requests may continue to receive such notice through regular mail. Unless Maryland law, these By-Laws or the charter of the Organization provides otherwise, a majority of the votes cast by members in good standing at a meeting of members at which a quorum is present is sufficient to approve any matter which properly comes before the meeting.
- 5.) Special meetings of the members may convened for any general or special purpose upon request by any member subject to approval by a majority vote of the Board of Directors at a meeting at which a quorum is present. Notice of the date, time and place of any special meeting shall be mailed to members in good standing at least ten days in advance. In lieu of mailing such notice, the Organization may email and post such notice to its website at least seven (7) days in advance of the meeting. Any member that so requests may continue to receive such notice through regular mail.
- 6.) All notices required in these By-Laws shall be mailed to each member in good standing at his/her address as it appears in the records of Organization. In lieu of mailing such notice, the Organization may email and post such notice to its website at least seven (7) days in advance of the meeting. Any member that so requests may continue to receive such notice through regular mail.

- 7.) A member whose actions are judged contrary to the best interest of the Organization, the persons it supports or persons with intellectual and developmental disabilities generally may be expelled. The individual member making such complaint against another member shall present his/her concerns in writing to the President of the Board of Directors. The President shall present the complaint to the member against whom the complaint is directed and request a written reply. Both the complaint and the reply shall be presented to the Board of Directors at its next regular meeting. The Board of Directors may interview either or both members, as it deems appropriate. Upon a three-fourths majority vote of the members of the Board of Directors present at such meeting and at which a quorum is established, the member shall be deemed expelled. Any member who has been expelled may not reapply for membership.
- 8.) For the annual meeting and any special meeting of the members in good standing, a quorum shall be the members in good standing present for said meeting.

## **Article V Fiscal Year and Board Year**

The Organization fiscal year shall begin on July 1<sup>st</sup> of each year and end June 30<sup>th</sup> the following year. The Board year for purposes of determining the starting and ending date of the terms of offices and for determining a year of Board service shall be the same.

## **Article VI Board of Directors**

1. The Board of Directors shall consist of: (a) five directors who shall be elected by membership to serve as the officers of the Organization as defined below, and who are referred to in these By-Laws as officers, and, (b) twenty-one directors (non-officers) who shall be elected by the membership, and who are referred to in these By-Laws as directors.
2. The Board of Directors is responsible for the overall governance of the activities and affairs of the Organization. It shall develop, review and establish policies and goals for the Organization relevant to its mission and purposes as described above. It shall further act on all business and financial matters inherent in the operation of the Organization except as may be delegated to the employees of the Organization as defined in Article XIII.
3. The Board of Directors shall meet at least four times annually on an approximately quarterly basis. Additional, special meetings of the Board of Directors may be convened at the discretion of the President or at the request of any three officers or directors. All regular and special meetings of the Board of Directors shall be held on days, times and

places as determined by the Board of Directors from time to time. At least ten days advance notice of all meetings shall be provided.

4. If any member of the Board of Director fails to attend at least fifty percent of all meetings of the Board, he/she may be removed from his/her position upon majority vote of the Board of Directors at any meeting at which a quorum is present.
5. At any meeting of the Board of Directors, at least one-half of current members of the Board of Directors must be present to establish a quorum.
6. Any one or more Directors and Officers may participate in a meeting of the Board or its Committees by means of a conference telephone, video conferencing or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The Board may establish limits or restrictions on such participation as mutually agreed upon from time to time.
7. The Board shall be authorized to take any action required or permitted to be taken by the Board without a meeting if a majority of the voting members of the Board consent in writing to the adoption of the resolution authorizing the action. Any such consent shall be in writing. A “writing” shall include any communication transmitted or received by electronic means, including e-mail or facsimile, provided that such writing is signed, whether by physical or electronic signature, or can be verifiably associated with the sender.

## **Article VII Officers**

The officers of the Organization and their duties and responsibilities shall be as follows:

President - The President shall convene and preside over all meetings of the Board of Directors, Executive Committee and members. He/she shall appoint the Chairpersons of all standing and special committees, subject to approval of the Board of Directors. He/she shall be responsible for overseeing and coordinating the work of the various committees. He/she shall convene and preside over periodic Board meetings called for purpose of planning both general and specific goals and activities aimed at the furtherance of the mission and purpose of the Organization. He/she shall present an annual report to the membership and shall represent the Organization before such other groups and organizations as may be appropriate and relevant to the operation of the Organization, including the State and National “parent” organizations of the Organization.

Vice President - The Vice President shall assist the President in such duties as he/she may delegate and shall perform special duties and accept special assignments as requested by the President. The Vice President shall preside over any meetings that the President is unable to attend and shall temporarily assume the other duties of the President in his/her absence. In the event that the President is unable or unwilling to complete any term of office, the Vice-President shall become the President for the balance of that term.

Secretary - The Secretary shall record and attest to the minutes of all meetings of the Board of Directors, Executive Committee and members. He/she shall attest to all motions, resolutions and other corporate actions duly enacted by the Board of Directors, Executive Committee and/or members. In the event that both the President and Vice President are unable to preside over any meeting or otherwise carry on the duties of the President, the Secretary shall assume those duties either temporarily or for the balance of the term as the circumstances dictate.

Treasurer - The Treasurer shall assist the Board of Directors in the exercise of its fiduciary responsibility to the Organization. He/she shall serve as Chairperson of the Finance and Audit Committee and in that role and in concert with the Committee shall: 1.) review the annual budget of the Organization and submit it to the Board of Directors for its approval, 2.) select and engage an independent auditing firm to annually audit the financial records of the Organization and to review and present such report to the Board of Directors, 3.) periodically review and recommend improvements to the Organization's accounting practices, in conjunction with the annual audit, 4.) review and ensure the adequacy of the Organization's various insurance coverages, and, 5.) review the periodic, internal financial statements of the Organization to ensure that revenues and expenses are in reasonable accord with the adopted budget.

Past President - The immediate past President of the Board of Directors shall assist the President in assumption and discharge of his/her duties and shall serve as an advisor to the President as needed. The Past President shall also perform any special duties and assignments as requested by the President.

- 1.) Officers shall be elected by vote of the members for a one year term.
- 2.) The President and Vice-President may serve a maximum of two full consecutive or total terms in the same office. The Secretary and Treasurer may serve a maximum of five full consecutive or total terms in the same office.
- 3.) In the event of succession to the Presidency by either the Vice-President or Secretary as described above, any resulting vacancy (ies) in officer positions may be filled from the roster of current directors upon majority vote of the Board of Directors.

## **Article VIII Directors**

- 1.) The Board of Directors shall include up to twenty-one regular director positions, in addition to the officers.
- 2.) The term of service on the Board of Directors for a director shall be three years.
- 3.) The terms of service of one-third of the directors will expire each year, thus providing for the election of seven new or re-elected directors annually.

- 4.) No individual member may serve for more than ten (10) consecutive years in a director position except that (i) Members may serve additional consecutive years in excess of such ten year limitation if such additional years are for service in an officer position(s) and shall not exceed fourteen (14) consecutive years of total service, and (ii) Members may serve one additional term beyond such fourteen year limitation in order to fulfill a term as Past President.
- 5.) In addition to attending regular and special meetings of the Board of Directors and members, directors are expected to serve an active role on at least one committee.
- 6.) Directors may be appointed to Chair a standing or special committee according to the process described above. In this event, he/she is not considered to have vacated his/her regular director position.
- 7.) In the event of Board Members related by blood or marriage, they may not serve on the same committee nor may both hold officer positions at the same time.
- 8.) No employee of the organization may serve as a voting member of the Board.

#### **Article IX Directors Emeritus**

Upon nomination by the Governance Committee and majority vote at the annual meeting of the membership, any individual who has provided exemplary service on the Board of Directors shall be a *director emeritus*. *Directors emeritus* shall continue their service to the Organization and the Board of Directors in an honorary, non-voting capacity. They shall serve in an advisory capacity to the Board of Directors and the Executive Director on an as needed basis and shall also accept special assignments from the President and the Board of Directors as may be requested from time to time. Election as a *director emeritus* shall be for a lifetime term.

#### **Article X Executive Committee**

The Executive Committee shall consist of the officers of the Organization as defined above. The Executive Committee shall meet and act on behalf of the entire Board of Directors on an as needed and/ or emergency basis between regular meetings of the Board of Directors and/or as specifically requested or authorized by the Board of Directors. A quorum at a meeting of the Executive Committee shall require at least three members to be present. Additionally, any action by the Executive Committee shall require at least three votes in favor of any proposed action. All actions of the Executive Committee shall be deemed as actions of the full Board of Directors. Any action by the Executive Committee, not given prior authorization by the Board of Directors, may be subject to review by full Board of Directors upon the request of at least five members of the Board of Directors. A two-thirds majority vote of the Board of Directors at a meeting where a

quorum is established is necessary to alter or rescind an action of the Executive Committee, and can only be done provided the change of action does not place the Organization at risk of liability for breach of any contractual or legal obligation.

## **Article XI Governance Committee and Elections**

The Governance Committee is comprised of the Board Officers/Executive Committee, any past-presidents still serving on the Board, and other Board members or Directors Emeritus appointed by the president. The president shall appoint one of the committee members to serve as the Chairperson of the committee.

The committee pursues strategic actions that address these key elements of overall Board development and operations, namely:

- Prospective member identification, cultivation and recruitment
- New member orientation and continuing education
- Engagement and activity (standards and expectations)
- Former member engagement
- Planning the annual Board 'retreat' a/k/a Strategic Planning Meeting
- In concert with the full Board, periodically appointing an ad hoc Strategic Planning committee to review and update a 3-5 year strategic plan that defines annual goals aimed at enabling the organization to fulfill its mission and realize its vision.

Consistent with its first charge above, the Governance Committee shall carry out the nominations responsibility of preparing a slate of officers, directors and any directors emeritus as delineated above. This slate of nominees shall be mailed to all members, with an announcement as to date, time and place of the annual meeting, at least ten days in advance of the annual meeting. In lieu of mailing such notice, the Organization may email and post such notice to its website at least seven (7) days in advance of the meeting. Any member that so requests may continue to receive such notice through regular mail.

The Governance Committee shall seek to ensure that the composition of the Board reflects the diversity of the greater Baltimore community and includes individuals with developmental disabilities and their families among its membership. The Committee shall further attempt to ensure that members have the various qualifications, skills and experiences to enable the Board and its Committees to carry out its responsibilities in the most effective manner.

The Chairperson of the Governance Committee shall present the slate at the annual meeting. The President shall request additional nominations from the floor. The President shall then call for a vote for each nominee for each position. A majority vote of the members present shall be required for the election of each officer, director and director emeritus.

## **Article XII Committees**

- 1.) In order to accomplish the mission and purposes of the Organization as delineated above, there shall be the following committees with the stated duties and purposes and such other duties and purposes as may be assigned by the Board of Directors from time to time:
- 2.) Additional special, *ad hoc*, or standing committees may be established from time to time as needed to further the mission and purposes of the Organization. Such committees shall be established upon recommendation of the President with approval by a majority vote of the Board of Directors at a meeting where a quorum is present.
- 3.) At the beginning of each Board year, the President shall appoint a director or member as the Chairperson of each standing or special committee (except the Self Advocacy Group). These appointments shall be subject to approval by majority vote of the Board of Directors at a meeting where a quorum is present
- 4.) In the event that a Chairperson is not a director, he/she shall be invited to attend all meetings of Board of Directors in a non-voting capacity

**Finance and Audit** - assists the Board of Directors in fulfilling its fiduciary responsibility by oversight of the financial condition of the Organization; operates in accordance with the Finance and Audit Committee charter adopted by the Board and amended and updated as needed to reflect the most current standards and requirements; reviews the capital assets of the Organization and plan for the use of such assets to carry out the mission of the Organization; makes recommendations regarding future capital projects; makes recommendations regarding the annual budget necessary for accomplishing the Organization's mission; reviews the adequacy of insurance coverages; contracts for and reviews the annual, independent audit, ensuring that the audit is conducted in accordance with GAAP and GAAS

**Human Rights** (also known as and referred to in COMAR 10.22.02.14 (E) as the "Standing Committee") - ensures that all policies, procedures, programs and activities of the agency are consistent with the rights and dignity of all individuals supported, promotes innovative, quality supports consistent with individual program requirements; reviews behavior management programs; reviews all reported individual incidents in an effort to identify practices and recommends necessary corrective or preventative action to assure compliance with human rights standards; reviews complaints of human rights violations to assure proper administrative action has been taken; reviews allegations of abuse and neglect; serves as the final review body for proposed research projects.

**Development and Marketing** - Creates the annual resource development plan and accesses community sources such as Foundations, Organizations, and individuals (i.e. 'members') that

will provide financial support to the organization. Develops and oversees a plan to promote the programs and services of the organization and enhances the knowledge and image of the organization in the community generally; advertises and promotes special events; keeps a positive image in the public eye through the media, etc.

**Public Policy or Governmental Affairs** - coordinates and initiates efforts to advance and support legislation and other governmental actions that benefit persons with intellectual and developmental disabilities and which advances their human and legal rights and cooperates in similar activities with The Arc Maryland's and The Arc United States' Governmental Affairs Committees.

**Quality Assurance** - develops and implements parent, volunteer and consumer monitoring/oversight systems that will enhance and improve the quality of the programs and services operated by the Organization; makes recommendations regarding programs, services, staff development and other areas affecting the quality of programs and services.

**Self Advocacy Group** - Individuals who receive services from the Organization may choose to form a special interest group aimed at increasing the responsiveness of the services to their needs and choices. The specific goals and activities of this group shall be at the discretion of those who choose to participate. Each year, the self-advocacy group shall recommend representatives to serve on the Board of Directors. Upon review by the Governance Committee, these individuals shall be placed on the slate of officers and directors as described above and shall serve as nominated for the specified term as a director or officer upon election by the membership.

### **Article XIII Executive Director**

- 1.) The Organization shall employ an Executive Director who shall function as chief executive officer of the Organization. The Board of Directors shall employ the Executive Director through a letter of agreement or contract that delineates salary, fringe benefits, job duties and responsibilities and other terms and conditions as may be established from time to time by the Board of Directors. In the event of a sudden or pending vacancy in the Executive Director position, the President shall appoint a special committee to plan and conduct the search, recruitment and selection process. The final selection shall be ratified by the Board of Directors.
- 2.) The Executive Committee shall annually review the performance of the Executive Director, establishing specific goals and objectives to be attained in the ensuing year and recommending any changes in compensation that it deems appropriate. If the Executive Committee determines that the Executive Director's performance is insufficient and wishes to recommend termination (or ask for the Executive Director's resignation), that recommendation shall be made to the full Board whose ratification is required to

effectuate the recommendation. Specific guidelines for this annual review shall be established from time to time.

- 3.) The Executive Director shall have broad responsibility and authority over all operations of the Organization, managing all day-to-day aspects of the Organization, subject to the policies, guidelines and practices adopted by the Board of Directors.
- 4.) The Executive Director shall have full and complete responsibility and authority over all other employees of the Organization. Only the Executive Director shall report directly to and be accountable to the Board of Directors. The Executive Director shall employ such assistants and staff as needed to fulfill the mission of the Organization and to operate the programs and services of the Organization, consistent with the annual, approved budget.
- 5.) The Executive Director is authorized to act on behalf of the Organization. He/she is empowered to execute any and all documents that may bind and obligate the Organization, including bonds, notes, mortgages, grant applications, compliance statements, contracts, leases, purchase agreements, etc. This authority may be subject to resolution or approved motion by a majority vote of the Board of Directors at a meeting where a quorum is present.

#### **Article XIV Fiscal Procedures**

- 1.) The funds of the Organization shall be disbursed only by the Organization's check which shall be two types, payroll and general disbursement. Payroll checks shall be signed by any one of, and general disbursement checks signed by any two of, the following officers or employees of the Organization: President, , Executive Director, Deputy Executive Director, Chief Financial Officer, or Operations Executive. Disbursements, ACH transactions and wire transfers shall be made only upon properly authorized and approved voucher or invoice. Funds shall be disbursed only for purposes designated in the annual, approved budget.
- 2.) Any acquisition or disposition of real property by the Organization shall be upon majority vote of approval by the Board of Directors at a meeting at which a quorum is present.
- 3.) Any instrument such as a note, mortgage or bond that significantly obligates the Organization shall be entered into only upon majority vote of approval by the Board of Directors at a meeting at which a quorum is present.
- 4.) Any financial transaction between the Organization and an officer or director, a member of his/her immediate family, or his/her company/employer shall require a full disclosure of all terms and conditions to the Board of Directors. The Board of Directors shall satisfy itself that any such transactions are in the interest of the Organization.

- 5.) In accordance with IRS requirements associated with The Arc's 501(c) (3) nonprofit status, members of the Board of Directors serve without compensation. Further, they are restricted from receiving any wages or payments from The Arc Baltimore either as an employee or as an independent contractor. In addition, The Arc does not make loans or grants or engage in other business transactions with Board members or their family members or to entities in which the member or his/her family member have an ownership interest. Consequently, all Board members are deemed to meet the "independent" Board representation status as defined by the IRS.
- 6.) Board members may receive reimbursement for out-of-pocket expenses incurred in conjunction with carrying our Arc-related business performed at the direction of and with the prior authorization of the Board President or executive director.
- 7.)

#### **Article XV Indemnification**

- 1.) Any person who is or who has served as Executive Director of the Organization and any person who is or who has served as Director or officer of the Organization, or at the Organization's request, of any other Organization, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Organization against any and all liabilities, costs and legal or other expense, including, without limitation, fines, penalties, judgments and amounts paid in settlement, reasonably incurred by or impressed upon such person in connection with or resulting from any claim, action, suit or proceeding, civil action, criminal administrative or investigative, to the full extent permitted by Section 2-418 of the Organizations and Associations Article of the Annotated Code of Maryland, as amended, or any successor statute.
- 2.) Agents and employees of the Organization who are not Directors or officers of the Organization or Executive Director of the Organization may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Organization.

#### **Article XVI Amendments**

Any proposed amendments to these By-Laws may be presented in writing by any member in good standing. Such amendments shall be transmitted to the Secretary of the Organization, who together with the President, shall notify all members in writing of the proposed amendments and advise them of the date, time and place of the next annual meeting where the amendments will be considered and voted upon. This notice will be mailed at least ten days in advance of the annual meeting. In lieu of mailing such notice, the Organization may email and post such notice to its website at least seven (7) days in advance of the meeting. Any member that so requests may

continue to receive such notice through regular mail. A two-thirds majority vote of the members in good standing present is required for approval of any amendments.

**Article XVII**  
**Parliamentary Procedure**

Robert's Rules of Order shall govern the conduct of business at all meetings of the Organization except in the event of a conflict between them and any provisions contained herein shall take precedent.

CERTIFICATION

We, the undersigned, officers of The Arc Baltimore, Inc. (the "Organization"), hereby certify that the foregoing By-Laws are a true and complete copy of the By-Laws of the Organization, as adopted by the Members of the Organization on May 11, 2011

Mark T. Paré, President

A handwritten signature in blue ink that reads "Mark T. Paré". The signature is written in a cursive style with a large initial 'M'.

Carla Murphy, Secretary

A handwritten signature in blue ink that reads "Carla Murphy". The signature is written in a cursive style with a large initial 'C'.