

BYLAWS

The Arc of Greater Beaumont

These Bylaws (referred to as “the Bylaws”) govern the affairs of The Arc of Greater Beaumont, a chapter affiliate of The Arc of Texas INC., a nonprofit organization (referred to as “the Arc” or “the Organization”).

ARTICLE I

Names & Offices

- 1.01 Name. The name of this Organization shall be The Arc of Greater Beaumont.
- 1.02 Principal Office. The principal office of the Organization shall be located in Jefferson County, Texas. The Organization may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine.

ARTICLE II

Obtaining Membership & Dues

- 2.01 Membership. Membership may be obtained by submitting a completed application and annual dues to the office of the Arc.
- 2.02 Types of membership. Membership may be on an individual, family, or corporate basis. A family membership shall entitle any two members of a family to vote. Individual or corporate members shall be entitled to one vote.
- 2.03 Dues. Membership dues are to be set annually by the Board of Directors. This amount shall include dues to the state chapter of The Arc and the Arc of the United States. The Board of Directors may waive dues in specific cases when the payment of dues would constitute a hardship. Members whose dues have not been waived and who are in arrears for one year shall be dropped from the membership roll.
- 2.04 Member in good standing. A member in good standing is one whose dues are not delinquent or has been waived. Members in good standing shall be eligible to hold office and vote (but only in person) on all questions at general membership meetings when they have been a member in good standing for at least thirty days. The Board of Directors reserves the right to revoke membership of anyone who has not met the requirements to be a member in good standing of the Arc.
- 2.05 Representations. No member shall make representations to any public officials or body, or speak or act publicly in the name of the Arc without prior approval from the President or the Board of Directors.

ARTICLE III

Board of Directors

- 3.01 Management of the Organization. The Board of Directors shall hire an Executive Director to manage the affairs of the Organization.
- 3.02 Number, Qualifications, and Tenure of Directors. The Board of Directors shall consist of the officers, the immediate past president, and no less than fifteen (15) directors and no more than twenty one (21) directors. A Director may resign or be removed by majority vote of the Board of Directors. The terms of office of Directors shall be three (3) years effective immediately following the annual meeting. Directors may serve consecutive terms if duly nominated by the Nominating Committee and elected by the majority of the Board Members then serving. Requests for renewals will be submitted to the Chairman of the Nominating Committee.
- 3.03 Rotation of Directors. A rotational system shall be maintained whereby one third of the members of the Board of Directors shall be elected or re-elected each year. The rotation will be established by a drawing of 1, 2, or 3 year terms by each of the board members the first year.
- 3.04 Vacancies. Should a Director resign during the year that position may be filled by the Board of Directors within sixty (60) days for the unexpired term.
- 3.05 Annual Meeting. The annual meeting of the membership shall be held during the spring of each year. Time and place as determined by the Board of Directors.
- 3.06 Regular Meetings. The Board of Directors shall hold regular meeting at a time and place established by the President of the Board. Members shall receive notice of meetings no less than three no more than thirty (30) days before the meeting. The notice shall state the place, day, time and purpose or purposes for which the meeting is called.
- 3.07 Special Meetings. Special meeting may be called by the President or on written application of five members to the Secretary who shall notify all members prior to the meeting, stating the purpose of the meeting. No other business may be transacted at a special meeting.
- 3.08 Emergency Meetings. If the need arises for an emergency meeting, twenty four hour notice by telephone to each Director shall be allowed.
- 3.09 Meeting by Telephone & Electronic Transmission. The Board of Directors and any committee of the Organization may hold a meeting by telephone or electronic transmission in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

- 3.10 Quorum. Twenty percent (20%) of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if Directors leave the meeting and less than a quorum remains. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting without further notice.
- 3.11 Electronic/Telephonic Voting A vote can be made electronically and/or telephonically
- 3.12 Duties of Directors. Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Organization and that are not unlawful. The Board of Directors shall be responsible for the conduct of business of the Arc and shall be empowered to employ such professional personnel as required to administer the affairs of the Organization and to prescribe their duties and terms of their employment. The Board of Directors shall exercise all powers except those expressly reserved to the membership.
- 3.13 Executive Committee. The officers and standing committee chairs of the Organization shall constitute an Executive Committee of the Board of Directors, of which the President shall serve as chairman. The Executive Committee shall have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Organization as the Board of Directors may from time to time confer. A majority of the members of the Executive Committee may determine its action and fix the time and place of its meetings unless the Board of Directors shall otherwise provide. *(Amended 4/8/2013)*
- 3.14 Compensation. Directors shall not receive salaries for their services. Disbursements to board members are limited, with approval of the Executive Committee, for the following purposes: A) A Director may serve the Organization in a consultant capacity and receive compensation commensurate to services rendered as a professional; or B) Directors may be reimbursed for seasonable expenditures incurred in the course of performing duties as a board member, upon submission of proof of expenses.
- 3.15 Removal of Directors. The Board of Directors may vote to remove an Officer or Director at any time, with or without good cause. If a member misses three (3) consecutive regularly scheduled meetings of the Board in a calendar year, without excused absence, his or her board service will be ended, with no action by the board required. The President will give the member notice of his or her status.

ARTICLE IV

Officers

- 4.01 Officer Positions. The officers of the Organization shall be a President, President Elect, Vice President, Secretary, and a Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary. *(Amended 4/8/2013)*

- 4.02 Election and Term of Office. The officers of the Organization shall remain in office for a two year term, to be elected bi-annually by the Board of Directors at the regular annual meeting of the membership or as soon thereafter as conveniently possible.
- 4.03 Removal. The Board of Directors may remove any officer elected or appointed by the Board of Directors by a super majority (2/3) of the Board of Directors.
- 4.04 Vacancies. The Board of Directors may fill a vacancy in any office for the unexpired portion of the officer's term.
- 4.05 President. The President shall be the chief executive officer of the Organization. The President shall supervise and control the business and affairs of the Organization. The President shall preside at all meetings of the members and of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors may authorize to be executed. However, the President may not execute instruments on behalf of the corporation if the Board of Directors expressly delegates this power to another officer or agent of the Organization. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President.
- 4.06 President Elect. The President Elect shall be a member of the Executive Committee and will be next in line for the Arc Board of Directors Presidency.
- 4.07 Vice President. When the President is absent, is unable to act, or refuses to act, a Vice President shall perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order determined by the Board of Directors. A Vice President shall perform other duties as assigned by the President or the Board of Directors.
- 4.08 Treasurer. The Treasurer or their designee shall:
- (a) supervise and monitor the financial accounting system and controls of the Organization, including chairing the budget and finance committee.
 - (b) present periodic financial reports to the officers and Board of Directors.
 - (c) prepare and present an annual budget to the Board of Directors
 - (d) direct the engagement of independent certified public accountants to perform a periodic audit.
 - (e) perform other duties as assigned by the President or by the Board of Directors.
 - (f) perform all other duties incident to the office of Treasurer.

4.09 Secretary. The Secretary or their designee shall:

- (a) give notices as provided in the Bylaws or as required by law
- (b) Sign and approve minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) maintain custody of the organizations records.
- (d) keep a register of the mailing address of each Director, officer, an employee of the Organization.
- (e) perform duties as assigned by the President or by the Board of Directors.
- (f) perform all other duties incident to the office of Secretary.

ARTICLE V

Executive Director and Committees

5.01 Executive Director. The Executive Director of the Organization, who shall be selected and employed by the Board of Directors, shall have general charge of the management of the operations of the Organization. Subject to the approval of the Board of Directors, the Executive Director shall employ and direct such other personnel as may be deemed to be in the best interest of the Organization. The Executive Director is authorized to speak for the Organization, within limits established by the Board. In absence of an Executive Director, the Board of Directors will perform these duties.

5.02 Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee. A committee shall include one or more Directors and may include persons who are not Directors. If the Board of Directors shall delegate any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law.

5.03 Standing Committees: The following are standing committees of the Organization: Finance and Audit; Public Policy, Advocacy, and Membership; Strategic Planning and Governance. *(Amended 4/8/2013)*

5.04 Term of Office. Each member of a committee shall continue to serve on that committee until a successor is appointed by the Board of Directors, unless the committee shall be terminated sooner, or unless such member can no longer serve on the committee, due to death, loss of qualifications, or removal by the Board.

- 5.05 Chairman One member of each committee shall be designated as the chair of the committee. The Chair shall call and preside at all meetings of the committee. Chairman of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also members of the Board.
- 5.06 Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than three no more than 30 days before the date of the meeting. The notice shall state the place, day and time of the meeting, and the purpose or purposes for which the meeting is called. This provision does not preclude the calling of an emergency meeting by telephone if necessary.
- 5.07 Quorum. A majority of the number of committee members shall constitute a quorum for the transaction of business at any meeting of the committee. Committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if members leave the meeting and less than a quorum remains. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting without further notice.
- 5.08 Electronic/Telephonic Voting A vote can be made electronically and/or telephonically
- 5.09 Actions of Committees. Committees shall attempt to act by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or by the Bylaws. A committee member who is present at a meeting and abstains from a vote shall not be considered to be present and voting for the purpose of determining the act of the committee.
- 5.10 Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors, subject to approval by the Board of Directors.

ARTICLE VI

Transactions of the Organization

- 6.01 Contracts. The Board of Directors shall delegate to the Executive Director the authority to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

- 6.02 Deposits. All funds of the Organization shall be deposited to the credit of the Organization in such banks, trust companies, or other depositaries as the Board of Directors may select.
- 6.03 Gifts. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Organization. The Board of Directors may make gifts and charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, or any requirement for maintaining the Organization's federal and state tax status.
- 6.04 Conflict of Interest Statement & Code of Ethics. Board members, staff, volunteers and consultants of The Arc of Greater Beaumont are obligated to uphold the credibility and dignity of the Arc's mission by conducting all business of the Organization in an honest, fair, professional and humane manner. No board member, staff, volunteer, or consultant of the Organization or any family member of his/her family should accept any gift, entertainment, services, loans, or promises of future benefits from any person who personally or whose employer might benefit or appear to benefit because of the member's connection with the Organization. Board members, staff, volunteers, or consultants who individually or as part of a business or professional firm are involved in business transactions or current professional services of the program must make full disclosure to the Board of Directors in a timely manner.

ARTICLE VII

Books and Records

- 7.01 Required Books and Records. The Organization shall keep correct, complete books and records of account. All records and documents of the Organization, including those listed below under sub-sections (a) through (g) shall be kept at the principal office of the Organization. The Organization books and records shall include:
- (a) a copy of the Bylaws, and any amended versions or amendments to the Bylaws.
 - (b) minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
 - (c) a list of the names and addresses of the Directors, officers, and any committee members of the Organization.
 - (d) a financial statement showing the assets, liabilities, and net worth of the Organization at the end of the five most recent fiscal years.
 - (e) a financial statement showing the income and expenses of the Organization for the five most recent fiscal years.
 - (f) all rulings, letters and other documents relating to the Organization's federal, state, and local tax status, and
 - (g) the Organization's federal, state, and local information or income tax returns for each of the Organization's five most recent tax years.
- 7.02 Inspection and Copying. Any Director, officer, or committee member of the Organization may inspect and receive copies of all books and records of the

Organization required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Organization and if the person submits a request in writing. Any person entitled to inspect and copy the Organization's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Organization's books and records may do so at a reasonable time no later than five working days after the Organization's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Organization's books and records by members. The Organization shall provide requested copies of books or records as soon as reasonably practicable and no later than ten working days after the Organization's receipt of a proper written request.

ARTICLE VIII

Fiscal Year

The fiscal year of the Organization shall be the calendar year.

ARTICLE IX

Indemnification

THE TERMS AND PROVISIONS OF ARTICLE VIII ONLY APPLY IF THE ORGANIZATION IS ABLE TO OBTAIN APPLICABLE INSURANCE COVERAGE.

- 9.01 When Indemnification is Required, Permitted, and Prohibited. In the presence of applicable insurance coverage, the Organization shall indemnify a Director, officer, committee member, employee, or agent of the Organization who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity on behalf of the Organization.
- 9.02 Insurance. The Organization may provide and pay for insurance to protect the Directors and officers of the Organization from claims and litigation arising out of the performance of their duties on behalf of the Organization. Such insurance may be in such amount and cover such risks as may be determined by the Board of Directors..

ARTICLE X

Amendments to Bylaws

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XI

Miscellaneous Provisions

- 11.1 Relationship with State and National Chapters. The Arc agrees to maintain affiliation with the state and national chapters of the Arc, to support those associations in every way and to adhere at all times to their position statements, legislative goals, and core values. The Arc will send to the state and national chapters, a copy of its annual report and its audited annual financial report, including a list of all income and disbursements and to support financially the activities of these associations in accordance with their stated policies.
- 11.2 Constructions of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, of their successors, as they may be amended from time to time.
- 11.3 Invalidity. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- 11.4 Headings. The Headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- 11.5 Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.