

Summary of Proposed Amendments

The Arc of The Central Chesapeake Region, Inc. Bylaws

Proposed For Approval By The Membership On June 28, 2010

- Throughout document: Added "...intellectual and..." before "...developmental disabilities..." to reflect changes adopted by The Arc of The United States.
- Page 1, Article II, Section 2: Corrected "The Arc of Anne Arundel" to "The Arc of the Central Chesapeake Region."
- Page 1, Article III, Section 2: Added that employees are non-voting members.
- Page 1, Article V, Section 2, A.: Changed "Nominating Committee" to "Board Development Committee" to reflect the new name of the committee.
- Page 1, Article VII, Section 1.a.: Clarified that Officers and Directors must be members in good standing of the organization and added that former employees of The Arc cannot be Directors or Officers until one year after ending their employment.
- Page 2, Article VII, Section 7: Clarified that employees may not vote or serve as an Officer, Director, or Delegate for The Arc of Maryland or The Arc of the U.S.
- Page 2, Article VIII, Section 1: added the new Board Development Committee as a standing committee.
- Page 2, Article VIII, Section 2: Defined that each committee or task force chairperson must be a member of the Board.
- Page 2, Article VIII: Added new Section 6 defining the membership and duties of the Board Development Committee.
- Throughout document: Deleted "...Nominating Committee..." and substituted "...Board Development Committee..." to reflect the new name.
- Page 3, Article, XII: Deleted Section 1 which defined the duties of the Nominating Committee and renumbered subsequent sections.
- Page 3, Article XII, Section 3: Clarified that the chair of the Board Development Committee shall conduct the vote for Officers and Directors at the Annual Meeting.
- Page 3, Article XVII: Added the other counties that are being served by The Arc.

BYLAWS - THE ARC OF THE CENTRAL CHESAPEAKE REGION, INC.

ARTICLE II. PURPOSES AND CORE VALUES

Section 1. Purposes

The Arc, in partnership with people with intellectual and developmental disabilities and the families of people with intellectual and developmental disabilities.

- E. To promote prevention of the causes and effects of intellectual and developmental disabilities and on effective practices in fields related to supports and services for The Arc's constituency.

Section 2. Core Values

The Board shall from time to time develop and adopt core values to guide the work of The Arc of Anne Arundel the Central Chesapeake Region.

ARTICLE III. MEMBERSHIP

Section 2. Categories

Membership may be an individual, family or corporate basis. A family membership shall entitle any two (2) family members to vote. Individual or corporate members shall be entitled to one (1) vote. Employees of The Arc are members but they are not voting members.

ARTICLE V. MEETINGS

Section 2. Annual Meeting

An Annual Meeting, usually held in May or June, shall be for:

- A. Election of those Officers, Directors and ~~nominating~~ Board Development committee-Committee members whose terms will expire;

ARTICLE VII. BOARD OF DIRECTORS

Section 1a. Membership Requirement

Each Officer and Director must be a member in good standing of The Arc of the Central Chesapeake Region. Directors appointed by the Board need not be members of The Arc at the time of their appointment, but must become members prior to participating in their first Board meeting. A former employee of any chapter of The Arc may not serve as an Officer or Director of The Arc of the Central Chesapeake Region, Inc. for a period of one year from the date of termination of the employment.

Section 7. Conduct

No employee of any chapter of The Arc may vote on any matters before the membership nor serve as an Officer, Director, or delegate to The Arc of Maryland or The Arc of the United States. A person employed by The Arc may not vote or serve as an Officer, Director or delegate to The Arc of Maryland or The Arc of the United States.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees

There shall be ~~three (3)~~ four (4) standing committees consisting of:

- A. Executive
- B. Finance and Audit

- C. Quality Enhancement
- ~~C.D. Board Development Committee~~

Section 2. Structure

Each of the committees or task forces:

- A. Shall have a chairperson, appointed by the President who shall be a member of the Board, with the exception of the
 1. The Finance and Audit committee Committee, which shall be automatically chaired by the Treasurer.
 2. The Board Development Committee shall be chaired by the Immediate Past President.
 - A.3. Other committee or task force chairpersons shall be appointed by the President.

Section 3. Executive Committee

- A. The Executive Committee shall be composed of the Officers and the immediate-Immediate Past President of The Arc.

Section 6. Board Development Committee

- A. The Board Development Committee shall consist of five (5) members in good standing of The Arc, to be selected in the following manner:
 1. The Immediate Past President shall be chairperson of the committee, or if no Past President exists, a Board appointed chairperson;
 2. Two (2) members to be elected by the membership at the Annual Meeting to serve a one (1) year term for the upcoming fiscal year;
 3. Two (2) members to be selected by the Board from among its members to serve a one (1) year term for the upcoming fiscal year.
- B. The Committee shall function to identify and cultivate willing committee members to ensure ongoing development of future Board leaders.
- A. The Committee shall seek persons who reflect the diversity, skills, and talents of the population of the areas served by The Arc. In particular, the Committee shall encourage the active participation of individuals with intellectual and developmental disabilities and their families.

ARTICLE IX. TERMS OF OFFICE

Section 1. Officers

- A. The elected Officers shall consist of a President, a Vice-President, a Secretary and a Treasurer. At the annual election, following the passage of these Bylaws, each shall be elected by the membership to serve a term of two years, beginning July 1 following their election.

Section 3. Term Limits

- B. The two-term limitation applies to Directors, not Officers. Directors may accede to an Officer position without regard to Director term limits.

ARTICLE X. DUTIES OF OFFICERS

Section 1. President

The President shall:

- B. Be ex-official member of all committees, with exception of the Nominating Board Development Committee, and be responsible for the proper function of each;

ARTICLE XII. ELECTIONS

~~Section 1. Nominating Committee~~

~~The Nominating Committee shall consist of five (5) members in good standing of The Arc, to be selected in the following manner:~~

- ~~A. The Immediate Past President shall be chairperson of the nominating committee, or if no Past President exists, a Board appointed chairperson;~~
- ~~B. Three (3) members to be elected by the membership at the Annual Meeting to serve a one (1) year term for the upcoming fiscal year;~~
- ~~C. One (1) member to be selected by the Board from among its members to serve a one (1) year term for the upcoming fiscal year.~~

Section 21. Slate of Candidates

The Nominating Board Development Committee shall:

Section 32. Nominations

Section 43. Voting

The ~~chair~~ Chair of the Nominating Board Development Committee (or the Secretary in his/her absence) shall present the slate of candidates to the membership at the Annual Meeting and conduct the vote.

ARTICLE XVII. DIVERSITY

In electing members to the Board, the Directors shall seek to maintain a composition that reflects the population of Anne Arundel, Queen Anne's, Talbot, Dorchester, and Caroline Counties~~County~~, Maryland. In particular, The Arc shall encourage the active participation of individuals with intellectual and developmental disabilities and their families as members of the Board and committees.

ARTICLE XIX. DISSOLUTION

In the event The Arc of the Central Chesapeake Region, Inc. is dissolved as a corporation within the State of Maryland, and ceases to exist for the stated purposes, such certification of the dissolution shall be filed with the Secretary of the State, according to the Statutes of the State for the dissolution of nonprofit corporations, and such assets as remain shall revert to an escrow account for a period of three years to allow time for reorganization, and if reorganization is not accomplished in that length of time, then shall revert to a federal income tax exempt agency, organization, or institution for serving persons with cognitive-intellectual and developmental disabilities as directed by the last elected Board of Directors of The Arc.