

## BYLAWS

### THE ARC OF NORTH DAKOTA, INC.

#### ARTICLE I. NAME AND LEGAL STATUS

##### Section 1. Corporate Name.

The name of this corporation is “The Arc of North Dakota, Inc.” (hereafter “The Arc ND”).

##### Section 2. Principal Office.

The Arc ND’s principal office shall be designated by the board of directors.

##### Section 3. Legal Status.

The Arc ND is incorporated under the nonprofit corporation law of the state of North Dakota, is nonsectarian and is organized exclusively for charitable, scientific and educational purposes as are allowed for a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or successor provisions. The Arc ND is nonpolitical and shall take no position with regard to candidates for elective office, shall not provide financial support for any candidate for elective office or for any political party, and shall take no position on matters of government policy other than those relevant to its purposes.

#### ARTICLE II. PURPOSES AND CORE VALUES

##### Section 1. Purposes.

The Arc of ND exists for the following principal purposes:

- A. To promote and protect the human rights of people with intellectual and developmental disabilities (hereafter “I/DD”).
- B. To improve the quality of life of people with I/DD and their families and actively support their full inclusion and participation in the community throughout their lifetimes.
- C. To ensure that people with I/DD have the supports and services they need, are accepted in their communities, and have maximum control of their own lives.
- D. To achieve greater public understanding of the strengths, contributions, and needs of people with I/DD.
- E. To promote and support the professionals, their research, and best practices, and others who serve The Arc ND’s constituency and who promote and support the core values of The Arc of the United States (hereafter “The Arc”).

##### Section 2. Core Values

The Arc ND subscribes to and pursues the core values as adopted from time to time by the delegate body of The Arc, the national association with which The Arc ND and its local chapters are affiliated. These core values are the basic premises that underlie The Arc ND’s principal purposes and guide its actions.

## ARTICLE III. MEMBERSHIP

### Section 1. Designation.

There shall be, at least, the following categories of membership. The board of directors of The Arc ND may establish other categories of associate, honorary, or lifetime memberships.

#### A. Membership Through Chapters.

There are two (2) categories of membership through chapters:

1. Individual Member. An individual member is any person who pays dues to an affiliated local chapter of The Arc ND. An individual member is automatically a member of The Arc ND and of The Arc.
2. Family Member. A family member is an individual in a family that pays dues as a family to an affiliated local chapter of The Arc ND in accordance with the local chapter's bylaws. A family member is automatically a member of The Arc ND and of The Arc.

#### B. At-Large Member.

An at-large member of The Arc ND is any person who resides in an area of North Dakota where there is no affiliated local chapter and who submits a membership application and pays dues directly to The Arc ND. An at-large member of The Arc ND is automatically an individual member of The Arc.

### Section 2. Privileges and Responsibilities of Members.

#### A. Individual and family members of The Arc ND have the following privileges:

1. To be selected by their local chapter as voting delegates if they meet the criteria established in Article VI.
2. To be nominated and elected or appointed to serve as an officer or at-large director of The Arc ND's board of directors, or as a member of the Board Development Committee of The Arc ND, unless otherwise prohibited by these bylaws.

#### B. At-large members of The Arc ND have the following privileges:

1. To be nominated and elected or appointed to serve as an officer or an at-large director of The Arc ND's board of directors, or a member of the Board Development Committee of The Arc ND, unless otherwise prohibited by these bylaws.
2. If the at-large member is an officer or a director of The Arc ND board of directors, to exercise the voting privileges associated with that position at all meetings of the board of directors, the annual meeting of The Arc ND, or special meetings of The Arc ND.

C. All members of The Arc ND, including associate, honorary, and lifetime members, may attend events sponsored by The Arc ND at member rates and may receive any and all membership benefits for which the board of directors determines they are eligible.

D. Individual and family members of The Arc ND have the responsibility to pay annual membership dues to The Arc ND and The Arc, through their local chapters.

E. At-large members of The Arc ND have the responsibility to pay annual membership dues to The Arc ND and to The Arc, through The Arc ND.

F. All members of The Arc ND, regardless of membership category, have the responsibility to not make representations in the name of The Arc ND to any public official or body, or to in any way publicly write, speak, or act in the name of The Arc ND, without prior approval of the president, the Executive Committee, or the board of directors of the Arc ND.

### Section 3. Membership Lists.

The Arc ND's membership list shall not be published or otherwise made available outside The Arc ND except where, in the opinion of the board of directors, the furnishing of such list in confidential status to a legitimate, responsible public or private agency is in the best interests of the members and will further the purposes of The Arc ND.

## ARTICLE IV. CHAPTERS

### Section 1. Designation as Voting Body.

Control of The Arc ND rests with its affiliated local chapters, which constitute the voting body of The Arc ND. Affiliated local chapters exercise their voting rights at the annual meeting and special meetings of The Arc ND through their duly credentialed delegates and at meetings of the board of directors of The Arc ND through the local chapter president or other duly designated local chapter representative.

### Section 2. Affiliated Local Chapter.

A. Any membership-based nonprofit corporation or association organized to promote the general welfare of persons with I/DD, which has at least ten (10) active members, serves a definite geographical area within the state of North Dakota, and has its principal executive office in the state of North Dakota, may apply for local chapter affiliation. Not more than one local chapter shall be permitted to serve the same geographical area.

B. A nonprofit corporation or association seeking affiliation as a local chapter must submit a completed application with the required information, to the secretary of The Arc ND in a format approved by The Arc ND board of directors.

C. Within fifteen (15) days of receipt of an application, the secretary of The Arc ND shall submit the application to the Executive Committee to determine whether the applicant meets the requirements for affiliation. If the applicant meets the requirements, the secretary shall notify each existing affiliated local chapter of the application. Each existing affiliated local chapter shall have sixty (60) days from the date of notification to file any written support or objection to the application with the secretary of The Arc ND. The application shall then be approved or disapproved under procedures established by The Arc ND board of directors.

D. An applicant that is approved as an affiliated local chapter must submit a signed affiliation agreement no later than thirty (30) days after notification of its approval.

### Section 3. Privileges of Local Chapter Affiliation.

Each affiliated local chapter has the following privileges while it remains affiliated:

- A. To be represented by delegates at the annual meeting and special meetings of The Arc ND.
- B. To be represented on The Arc ND board of directors by its chapter president or by its other duly designated chapter representative to the board.
- C. To have its individual or family members serve as delegates to The Arc meetings.
- D. To use “The Arc” name and logo.
- E. To receive any and all chapter benefits for which it is eligible.

### Section 4. Responsibilities of Local Chapter Affiliation.

Each affiliated local chapter has the following responsibilities while it remains affiliated:

- A. To remain a membership-based nonprofit corporation or association.
- B. To provide The Arc ND with the names and addresses of all of the local chapter’s members.
- C. To pay chapter affiliation fees and membership dues to The Arc ND and The Arc when due.
- D. To subscribe to and help implement the mission, core values, position statements, substantive resolutions, and legislative goals of The Arc ND and The Arc.
- E. To refrain from taking a public position as an affiliated local chapter of The Arc ND and The Arc that is contrary to or in conflict with The Arc’s mission, core values, position statements, substantive resolutions, and legislative goals at the state and national levels.
- F. To identify itself at all times as an affiliated chapter of The Arc, including the use of The Arc’s official logo.

### Section 5. Maintaining Affiliation.

To maintain status as a local chapter in good standing, an affiliated local chapter must:

- A. Use The Arc’s name and logo at all times.
- B. Submit changes in leadership, articles of incorporation and constitution/bylaws to The Arc ND and The Arc in accordance with the current Standard Terms and Conditions for Affiliation agreement.
- C. Pay affiliation fees and remit membership dues on the state and national levels in accordance with the current Standard Terms and Conditions for Affiliation agreement.
- D. Maintain a minimum of ten (10) individual and/or family memberships.
- E. Submit required financial and other information to The Arc ND and The Arc on a timely basis.
- F. Sign and comply with the requirements of the current approved affiliation agreement.

## ARTICLE V. DUES AND FEES

### Section 1. Affiliation Fees.

The board of directors of The Arc ND shall first consider and then submit to the delegate body for its approval at the annual meeting the chapter affiliation fee formula and the amount each affiliated local chapter must pay as its annual support for The Arc ND.

### Section 2. Collection of Membership Dues and Affiliation Fees.

The board of directors of The Arc ND shall determine the time and manner of payment of affiliation fees.

### Section 3. Penalties for Late Payment or Nonpayment of Membership Dues and Affiliation Fees.

The board of directors of The Arc ND shall determine the time and manner of payment and any penalties for late payment or nonpayment of affiliation fees. Late payment or nonpayment of fees may result in a loss of votes and in other chapter privileges being suspended or terminated in whole or in part at the discretion of the board of directors.

## ARTICLE VI. DELEGATE BODY

### Section 1. Composition.

The delegate body of The Arc ND shall be composed of those eligible voting members who have been appointed as delegates by the affiliated local chapters, each officer of The Arc ND, and the immediate past president of The Arc ND.

### Section 2. Staff.

Any person who is a paid employee or paid consultant of The Arc ND or of any affiliated local chapter of The Arc ND shall not be eligible to be a voting member of The Arc ND delegate body or of The Arc delegate body. Local affiliated chapters may, through the approval of their individual chapter boards, assign a paid employee to serve as voting proxy for the affiliated chapter, if that employee is not also a paid employee or consultant of The Arc ND.

### Section 3. Powers, Duties, and Responsibilities.

The Arc ND delegate body shall have the following powers, duties, and responsibilities:

- A. To elect the officers of The Arc ND.
- B. To elect the specified members of the Board Development Committee of The Arc ND.
- C. To establish individual and family member annual dues, local chapter affiliation fees, and amend or replace the bylaws of The Arc ND.
- D. To act on any other business that may appropriately come before The Arc ND delegate body, including core values, position statements, policies, and substantive resolutions.

### Section 4. Allotment of Votes.

A. Each affiliated local chapter shall be allotted two (2) votes plus one (1) additional vote for each twenty (20) members according to membership records on file with The Arc ND as of December 31 of the previous year, provided that in no event can any one local chapter be allotted more than forty-nine percent (49%) of the total number of votes.

B. Any new local chapter that is approved as an affiliated local chapter more than thirty (30) days before a meeting of The Arc ND delegate body shall have the same rights at that meeting as other local chapters except that the new chapter's voting allotment until the next December 31 shall be based on The Arc ND's record of members for whom dues were paid at the time the chapter was approved as an affiliated local chapter.

C. For purposes of determining vote allotment, a family membership is counted as two (2) votes.

D. Each officer of The Arc ND and the immediate past president shall be allotted one (1) vote at meetings of The Arc ND's delegate body.

#### Section 5. Loss of Voting Rights.

An affiliated local chapter that has had some or all of its voting privileges suspended as part of a disciplinary proceeding against the chapter, or for late payment or nonpayment of membership dues or affiliation fees, shall forfeit its allotted votes in accordance with the disciplinary action or with The Arc ND board of directors' policy for late payment or nonpayment of membership dues and affiliation fees.

#### Section 6. Notification of Allotted and Eligible Votes.

The secretary of The Arc ND shall notify each affiliated local chapter of the number of its allotted votes under Section 4 above and the number of its votes eligible to be cast after taking into account any loss of votes for late payment or nonpayment of membership dues, affiliation fees, or other causes, at least thirty (30) days before the date of the annual meeting of The Arc ND delegate body and at least twenty (20) days before the date of a special meeting of The Arc ND delegate body.

#### Section 7. Allocation of Votes to Delegates.

An affiliated local chapter that wants to divide its eligible votes among more than one delegate may do so, provided that no delegate holds a fraction of a vote as a result of such division.

#### Section 8. Good Standing Requirement.

Each voting delegate or proxy, with the exception of an at-large member, must be a member in good standing of a local chapter that has not lost all its voting privileges under the provisions of Section 5 above. A voting delegate or proxy who is an at-large member must be a member in good standing of The Arc ND.

### ARTICLE VII. MEETINGS OF THE ARC ND

#### Section 1. Annual Meeting.

The Arc ND shall hold an annual meeting of a delegate body, for the election of officers and directors, not less than forty-five (45) days before the end of the calendar year, at a time and place to be determined by the board of directors. The annual meeting may not be omitted.

## Section 2. Special Meeting.

A special meeting of The Arc ND delegate body shall be held at such time and place as the Executive Committee or the board of directors may direct, either upon the motion of either body or upon the written request of one-third (1/3) of the affiliated local chapters in good standing, submitted to the secretary of The Arc ND. The special meeting must be held within (30) days of the receipt of the request.

## Section 3. Notice of Meetings.

### A. Annual Meeting.

Written notice of the annual meeting of The Arc ND to each affiliated local chapter and to each officer and director of The Arc ND's board of directors at least thirty (30) days before the date of the meeting.

### B. Special Meeting - Business Limited.

Written notice of any special meeting of The Arc ND delegate body to each affiliated local chapter and to each officer and director of The Arc ND's board of directors at least twenty (20) days before the date of the meeting. The notice shall state the time and place of the meeting and the specific purpose for which the meeting is called. No other business may be conducted at a special meeting.

## Section 4. Quorum.

A quorum for any meeting of The Arc ND delegate body shall consist of voting delegates present in person or by proxy representing not less than sixty percent (60%) of the affiliated local chapters eligible to exercise some or all of their voting privileges.

## Section 5. Proxies.

An affiliated local chapter may designate any other credentialed voting delegate in The Arc ND delegate body, including any officer or the immediate past president of The Arc ND, as its proxy for purposes of casting the chapter's votes at the annual meeting or a special meeting of The Arc ND delegate body. Local affiliated chapters may, through the approval of their individual chapter boards, assign a paid employee to serve as voting proxy for the affiliated chapter, if that employee is not also a paid employee or consultant of The Arc ND. The officers and the immediate past president of The Arc ND may not designate a proxy and must cast their allotted votes as officers or immediate past president in person.

## Section 6. Credentialing of Delegates.

The Arc ND shall provide a form for credentialing delegates to each affiliated local chapter along with the call for the annual meeting or a special meeting of The Arc ND delegate body. The names of the local chapter's voting delegates and their alternates (persons from the same local chapter as the delegates) or their proxies (credentialed delegates or alternates from a different local chapter or any officer of The Arc ND or the immediate past president of The Arc ND) must be entered on the form.

## Section 7. Methods of Conducting Business.

The Arc ND delegate body may conduct business by any means authorized under the laws of North Dakota.

## ARTICLE VIII. BOARD OF DIRECTORS

### Section 1. Composition.

The board of directors of The Arc ND shall consist of the officers named in Article IX, the president or duly appointed representative of each affiliated local chapter, and no more than five (5) directors-at-large.

### Section 2. Eligibility Requirements.

Each officer named in Article IX, each director who represents an affiliated local chapter, and each director-at-large must be a member of an affiliated local chapter in good standing, in accordance with the provisions of Articles III, IV, V and IX of these bylaws, at the time of nomination, election or appointment, and continuation in office.

Any person who is a paid employee of The Arc ND or of any affiliated local chapter of The Arc ND shall not be eligible to be nominated, elected, or appointed as a voting member of the board of directors of The Arc ND.

### Section 3. Terms of Office

- A. Terms of office for elected positions shall begin at the close of the annual meeting (January 1) or, if applicable, at the close of the special meeting, where the election takes place. Terms of office for the appointed directors-at-large shall begin immediately upon appointment. All terms of office for elected or appointed positions on the board of directors end at the close of the applicable annual meeting (December 31).
- B. Each officer of The Arc ND shall serve the term of office specified in Article IX.
- C. Each director who represents an affiliated local chapter shall serve for as long as that person remains the chapter's president or duly appointed representative.
- D. Each director-at-large shall serve a term that ends at the completion of the annual meeting of The Arc ND delegate body. Each director-at-large may be appointed for up to three (3) additional consecutive one-year (1-year) terms.

### Section 4. Compensation for Services.

No officer or director of The Arc ND shall be paid compensation for any services rendered in the capacity of officer or director, but they may be reimbursed for expenses incurred in their service as officers or directors.

### Section 5. Conflict of Interest

Actual or potential conflicts of interest on the part of any officer or director, whether elected or appointed, shall be disclosed and made a matter of record in accordance with the policy and procedures established by The Arc ND board of directors.

### Section 6. Powers and Duties of the Board of Directors



The Arc ND's board of directors shall have and exercise all lawful powers necessary to conduct the business of The Arc ND and to carry out the purposes of The Arc ND as stated in these bylaws. These include, but are not limited to, the following:

To appoint an executive director to carry out the administration and management of The Arc ND.

A. Any appointed executive director shall serve under the direction of The Arc ND's board of directors and shall carry out the general management of The Arc ND.

B. The executive director is responsible for:

1. Overseeing the implementation of The Arc ND's policies, programs, and activities developed, formulated, and approved by the board of directors.
2. Assisting with management of the finances of the organization, including budgets, investments, and resource development.
3. Working with members of the board of directors, committees or task forces, affiliated local chapters, and other volunteers to strengthen The Arc ND.
4. Such other duties as may be assigned by the board of directors.

C. The executive director (or his or her designate) is authorized to speak for The Arc ND within the limits established by the board of directors.

Section 6. Delegate Body May Override Board.

Any action of The Arc ND's board of directors, except for grievance and disciplinary action taken under the provisions of Article XIII and Article XV, may be reviewed at the succeeding annual meeting of The Arc ND delegate body or at a special meeting of The Arc ND called for that purpose, on written request as submitted by any three (3) affiliated local chapters in good standing and submitted to the secretary. The board's action may be altered or rescinded by a two-thirds (2/3) vote of the votes cast, provided that no irrevocable rights of third parties shall be affected by the delegate body's action.

## ARTICLE IX. OFFICERS OF THE ARC ND

Section 1. Composition.

The officers of The Arc ND shall consist of a president, a vice president, a secretary, a treasurer, and the immediate past president. The office of treasurer may be combined with the office of

Section 2. Duties of Officers.

All officers of The Arc ND shall perform the duties usually pertaining to their respective offices and such other necessary duties as the board of directors may assign. The president shall authenticate by his or her signature, when necessary, all acts, orders and proceedings of The Arc ND. Except for the Board Development Committee, the president shall appoint all committee and task force members and shall be a nonvoting, ex officio member of such committees and task forces.

Section 3. Terms of Office.

- A. The term of office shall be two (2) years. The president and vice president shall be elected in odd-numbered years and the secretary and treasurer shall be elected in even-numbered years.
- B. The immediate past president shall serve one two-year (2-year) term or until replaced.
- C. No person may be elected to the same office for more than two (2) consecutive terms.

#### ARTICLE X. EXECUTIVE COMMITTEE

The executive committee will exercise all powers of the board of directors of The Arc ND between meetings of the board.

- A. The Executive Committee shall consist of president, vice president, secretary and treasurer.
- B. The Executive Committee must report its actions to the full board of directors by mail, by electronic communication where appropriate and feasible, or at the next board of directors meeting and be reflected in the minutes of the full board meeting.
- C. The board of directors may override or modify Executive Committee action by a two-thirds (2/3) vote of the votes cast, provided that no irrevocable rights of third parties shall be affected by the board's action.

#### ARTICLE XI. MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

##### Section 1. Notice of Meeting

###### A. Regular Meetings.

The Arc ND's board of directors shall be held at least four (4) times per year at such times and places as determined by the board, unless the board votes to omit a specific meeting. The secretary shall ensure that written notice of all regular meetings is provided to the members of The Arc ND board of directors and to each affiliated local chapter at least ten (10) days before the date of the meeting.

###### B. Special Meetings.

The Arc ND's board of directors shall be held at the call of the president if the president deems a special meeting necessary, or at the call of the president upon the written request to the president of at least three (3) officers or directors or any three (3) affiliated local chapters in good standing. The request shall state the reasons for calling the meeting and the specific business to be transacted. The secretary shall ensure that written notice of the special meeting is provided to all members of the board of directors and to each affiliated local chapter at least ten (10) days before the date of the meeting. The notice shall state the time and place of the meeting and the specific purpose for which it is being called. No other business except that stated in the notice can be conducted at a special meeting of the board of directors.

##### Section 2. Notice of Meeting of Executive Committee.

Meetings of the Executive Committee shall be held at the call of the president or upon the request to the president of at least two (2) members of the Executive Committee. Members of the Executive

Committee shall be notified at least seven (7) days before the date of the meeting if notified by mail or at least two (2) days before the date of the meeting if notified by telephone or electronic communication. Notice may be waived if all members of the executive committee sign a waiver either before or after the meeting.

### Section 3. Methods of Conducting Business.

The Arc ND's board of directors and the Executive Committee may conduct business by any means authorized by the laws of North Dakota, including mail, electronic means, and telecommunication.

### Section 4. Quorum - Board of Directors and Executive Committee.

A majority, over fifty-one (51) percent, of the sitting number of members of the board of directors or The Arc ND's executive committee shall constitute a quorum. No business may be conducted until a quorum is established.

### Section 5. Voting by Proxy Prohibited.

Proxy voting is not allowed at meetings of The Arc ND's board of directors or Executive Committee.

### Section 6. Meeting by Ballot.

When a decision of The Arc ND board of directors or Executive Committee is needed at once and it is not practical to call a special meeting, the president may take a ballot of the board or Executive Committee members by mail, by electronic mail, or by telephone, immediately confirmed in writing. Replies must be received from at least three-fourths (3/4) of the board or Executive Committee members and three-fourths (3/4) of those replying must reply in the affirmative for the action to be approved.

## ARTICLE XII. VACANCIES

### Section 1. How They Occur.

A vacancy in an elected or appointed position on The Arc ND's board of directors or on the Board Development Committee may occur because of a resignation, death, incapacity, removal from office, failure to continue to meet the eligibility requirements for the position as specified in these bylaws, or failure to meet attendance requirements as determined by the board of directors.

### Section 2. Eligibility Requirements for Filling a Vacant Position.

Any person who is elected or appointed to fill a vacancy must meet all the eligibility requirements for election or appointment to that vacant position.

### Section 3. Unexpired Terms.

When a person fills a vacancy in an unexpired term and serves in that position for more than half a term, the person is considered to have served a full term for purposes of term limitations under these bylaws. A person who fills a vacancy for half or less than half of the unexpired term has not held the position for a full term and is eligible to serve the number of full consecutive terms allowed under these bylaws.

### Section 4. Filling Vacancies.

A. President.

The vice president shall automatically succeed to the position of president.

B. Vice President.

In the event there is a vacancy in the office of vice president, the board shall elect a successor to fill the unexpired term.

C. President and Vice President.

In the event there is a vacancy in both the positions of president and vice president, the secretary of The Arc ND shall immediately call a special meeting of the board of directors for the purpose of electing a president and, at the board of directors' option, a vice president. The secretary shall serve as president pro tem of The Arc ND during the time between the notice of the special meeting and the election by the board.

D. Immediate Past President.

The next most recent immediate past president who is willing, and continues to meet the eligibility requirements, may fill a vacancy in the position of immediate past president.

E. Secretary, Treasurer, or Board Development Committee Member.

The board of directors shall elect a successor to serve the unexpired term when a vacancy occurs in the position of secretary, treasurer, or Board Development Committee member.

F. Director-at-Large.

The president may, at his or her discretion, choose a successor to fill the unexpired term of any vacancy in an appointed director-at-large position.

## ARTICLE XIII. NOMINATIONS AND ELECTIONS

### Section 1. Board Development Committee.

A. Composition - Eligibility Requirements.

The Board Development Committee shall be chaired by the immediate past president of The Arc ND and shall be composed of the chair and three (3) members in good standing who are either at-large members of The Arc ND or individual or family members of an affiliated local chapter. All committee members must be in good standing at the time of nomination, election or appointment and continuation in office. If there is no Immediate Past President, the Board Development Committee shall be composed of only three (3) members.

B. Selection Process.

Two (2) members of the Board Development Committee shall be elected at the annual meeting of The Arc ND delegate body. At the first board of directors meeting following the annual meeting, the board shall elect from among its members one (1) member of the Board Development Committee. If there is no immediate past president, the board shall also elect a chairperson from among the three (3) elected Board Development Committee members.

C. Term of Office - Limitations.

Each elected Board Development Committee member shall serve a term of office that begins at the close of either the annual meeting of The Arc ND delegate body or the board of directors meeting at which the Board Development Committee member is elected and shall end at the close of the next annual meeting of The Arc ND delegate body.

Each elected Board Development Committee member may be elected for four (4) consecutive terms.

D. Duties and Responsibilities.

The Board Development Committee shall solicit names of potential nominees and shall select a slate of one or more eligible nominees for the following positions when applicable: president, vice president, secretary, treasurer, and two (2) Board Development Committee members.

Each potential nominee must provide a completed application form approved by the board of directors, which includes a written statement to the effect that the nominee is willing to serve if elected.

E. Meetings - Methods of Conducting Business.

The Board Development Committee shall meet at the call of the chairperson within the time required to meet the deadlines set forth in Section 2 of this Article.

The Board Development Committee may conduct its business by any means authorized for the conduct of the board of directors' business.

F. Quorum - Proxy.

Three (3) members of the Board Development Committee shall constitute a quorum. Voting by proxy is not allowed. The chairperson shall vote only in the case of a tie.

G. Member of Board Development Committee as Nominee.

A member of the Board Development Committee who becomes a candidate for nomination shall resign from the committee before any discussion or action is taken on the nomination.

Section 2. Nomination Process.

A. Eligibility.

Any person who is an individual or family member of an affiliated local chapter of The Arc ND or an at-large member of The Arc ND is eligible to be nominated for and elected to the office of president, vice president, secretary, treasurer, or Board Development Committee member, provided that the person is a member in good standing and the person is not a paid employee of either The Arc ND or an affiliated local chapter. The affiliated local chapter to which the individual or family member belongs must be a chapter in good standing at the time of nomination, election to office, and continuation in office.

B. Presentation of Slate - Nominations from the Floor.

The Board Development Committee shall present its slate of nominees to the secretary of The Arc ND at least forty-five (45) days before its annual meeting. The secretary shall include the slate with the notice of the annual meeting.

Nominations shall be permitted from the floor for all elective positions. A person who may be nominated from the floor is encouraged to provide the secretary of The Arc ND, at least fifteen (15) days before the annual meeting, a written notice of the nominee's intention to run from the floor, proof that the nominee meets all eligibility requirements, and the nominee's willingness to serve if elected. If the person nominated from the floor is not present at the annual meeting, he or she must have indicated in writing that the nominee is willing to serve if elected.

C. Elections.

1. Each officer must be elected by a majority of votes cast for that position. If no candidate for the office receives a majority of the votes cast, the election shall continue with a vote being taken on the two candidates receiving the highest number of votes.

Board Development Committee members shall be elected by plurality vote, with the two candidates receiving the highest number of votes deemed elected.

2. All contested elections shall be conducted by secret ballot.

ARTICLE XIV. REMOVAL FROM OFFICE

Section 1. Suspension or Removal.

The Arc ND's board of directors may remove or suspend any officer, director-at-large, or Board Development Committee member for cause upon a two-thirds (2/3) vote of the current board Cause includes, but is not limited to, the following:

- A. Willful or continued neglect of the duties of the office.
- B. Failure or refusal to disclose necessary information on matters pertaining to The Arc ND's business.
- C. Unauthorized expenditures or misuse of The Arc ND's funds.
- D. Actions that seriously hinder the board from carrying out its duties as outlined in Article ~~X~~ VIII, Section ~~5~~ 6.
- E. Misrepresentation of The Arc ND and its governing body to outside parties.
- F. Unexcused absence from more than two (2) board of director's meetings within a twelve-month (12-month) period.
- G. Conviction of a felony while in office.
- H. Conduct reflecting poorly on The Arc ND.

Section 2. Request for Removal or Suspension.

Any two (2) directors of The Arc ND or any two (2) affiliated local chapters may submit a signed, written request to the secretary of The Arc ND requesting the suspension or removal and stating the grounds for the request. If the secretary is the subject of the request, the request shall be submitted to the president of The Arc ND. If the president is the subject of the request, the secretary shall inform the vice president.

Within ten (10) days of receipt of a request for suspension or removal, the executive committee shall review the request and take any further steps necessary to investigate the stated grounds. If a member of the executive committee is the subject of the request, the member shall excuse himself or herself from all deliberations on the matter. If the executive committee determines the request warrants further action, it shall call a special meeting of the board of directors. If the executive committee determines no further action is warranted, it shall advise the requesters of its decision and reason for the decision. The executive committee may immediately suspend the individual that is the subject of the request from the individual's position pending the hearing on the matter.

### Section 3. Notice and Hearing.

If a special meeting of the board of directors is called to consider further action on a request of suspension or removal from office, the special meeting shall constitute a hearing at which the affected office holder may appear and respond to the grounds for the request as stated in the notice of the special meeting. Notice of this special meeting must be given at least fifteen (15) days before the date of the meeting and shall be sent to the affected office holder by certified mail, return receipt requested. Notice shall be deemed given when so deposited in the U.S. mail. At the conclusion of the special meeting, the board shall determine whether removal or suspension is warranted and shall immediately notify the affected person of the board's decision.

## ARTICLE XV. DISCIPLINARY PROCEEDINGS

The Arc ND board of directors shall adopt procedures for disciplinary actions concerning affiliated local chapters. These procedures shall be invoked when serious violations of The Arc ND's mission, bylaws, position statements, core values, affiliation agreement or policies have been alleged and the board of directors deem the allegations to have merit. Disciplinary procedures shall, at a minimum, include who may file a complaint or allegation, how and where to file a complaint or allegation, the timeframe for conducting an initial review of the complaint or allegation, an investigation process if the need for investigation is indicated after the initial review, the notifications required at all stages of the receipt and determination process, an opportunity for the affiliated local chapter to be heard, and the penalties to be considered.

## ARTICLE XVI. COMMITTEES

### Section 1. Appointment.

The president shall appoint all committee chairpersons and members, with the exception of the Board Development Committee. All committee chairpersons shall, at the time of appointment and during the time of service, be members in good standing of an affiliated local chapter in good standing or an at-large member in good standing of The Arc ND.

The president, or his or her discretion, may remove any chairperson or committee member, with the exception of the Board Development Committee.

### Section 2. Standing Committees.

The board of directors shall designate those standing committees required to carry on the continuing functions of The Arc ND. The terms of service for the chairperson and members of standing committees shall begin at the time of appointment and continue until December 31, subject to reappointment.

### Section 3. Special Committees or Task Forces.

The president may appoint special committees or task forces as needed or desirable to facilitate the work of The Arc ND. The assignment of any committees or task forces shall not conflict with the duties of any standing committee. The president shall fully define the duties and fix the duration of the activities of any special committee or task force.

## ARTICLE XVII. FISCAL MATTERS

Section 1. The Arc ND's fiscal year shall be from January 1 through December 31.

Section 2. The board of directors or the Executive Committee may authorize an independent audit of The Arc ND's financial records at any time.

## ARTICLE XVIII. RULES OF ORDER - PARLIAMENTARY AUTHORITY

*The Standard Code of Parliamentary Procedure* (formerly *Sturgis' Standard Code of Parliamentary Procedure*), in the latest edition, shall govern all deliberations of The Arc ND to which it is applicable and is not in conflict with these bylaws or any laws applicable to The Arc ND. The president shall have the power to appoint a parliamentarian and may seek the advice of the parliamentarian in interpreting these bylaws when a question arises as to the meaning of any part of them.

## ARTICLE XIX. AMENDMENTS

Amendments to these bylaws may be proposed by written request of any officer or director of The Arc ND, or of any affiliated local chapter in good standing. Proposed amendments must be submitted to the secretary of The Arc ND. At its next regular meeting or at a special meeting called for that purpose, the board shall consider the proposed amendment and shall recommend its adoption, rejection, or alteration, stating the reasons for its recommendation. A copy of the proposed amendment, as it is to be presented to the delegate body, together with the board's recommendation and the reasons therefore, shall be provided to each affiliated local chapter and each member of The Arc ND board of directors at least thirty (30) days before the next annual meeting of The Arc ND delegate body or any special meeting of The Arc ND delegate body called for the purpose of considering the proposed amendment.

Each proposed amendment shall become effective immediately upon a two-thirds (2/3) vote of the votes cast by The Arc ND delegate body, unless some other effective date is specified in the amendment.

## ARTICLE XX. DISSOLUTION

In the event The Arc ND should be dissolved and its work abandoned, the board of directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the



Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, as the board of directors shall determine or by a court of competent jurisdiction.

CERTIFICATION

These are the bylaws approved by at least a majority, over fifty-one (51) percent, of the voting members at the annual meeting or special meeting of The Arc ND called for the purposes and held on October 25, 2018, and they replace all previously approved constitutions and bylaws of The Arc ND.

Signed: \_\_\_\_\_  
President

Date: \_\_\_\_\_

Signed: \_\_\_\_\_  
Vice President

Date: \_\_\_\_\_

DRAFT