

Proposed Amendments to the Bylaws of The Arc of North Dakota, Inc.

Pursuant to Article XVIII of the bylaws amended November 12, 2014, amendments to these bylaws may be proposed by written request of any officer or director of The Arc of ND, or any affiliated local chapter in good standing to the secretary of The Arc of North Dakota, Inc (hereafter "The Arc ND"). The board shall consider the proposed amendments and shall recommend their adoption, rejection, or alteration. The proposed amendments will be presented to the delegated body, together with the board's recommendation and reasons therefore, to each affiliated chapter and member of The Arc of ND board of directors at least (30) days before the annual meeting of The Arc ND. Each proposed amendment shall become effective immediately upon a two-thirds (2/3) vote of the votes cast by The Arc of ND delegate body.

The board of directors of The Arc ND appointed the executive directors of the affiliated local chapters to work in committee to review and update the bylaws of the organization. The bylaws were updated to reflect modern language as well as the mission, vision and values of the Association in 2018. This document serves as a summary of the proposed changes. The most recently amended bylaws, dated November 12, 2014, as well as the proposed bylaws being recommended at the October 25, 2018 Annual Meeting, are available in their entirety on The Arc of Bismarck website or upon request from The Arc ND.

Key Proposed Changes:

1. The purpose and core values of the organization are reflective of the current mission, vision, and core values of the Association, which were adopted from The Arc of the United States. (Art. II)
2. Membership dues will no longer be collected for individual or family members. Affiliation fees will be submitted by local affiliated chapters to The Arc ND annually, based upon the fee formula that is established each year at the annual meeting. (Art. V)
3. Any person who is a paid employee or paid consultant of The Arc ND or of any affiliated local chapter shall not be eligible to vote as a member of The Arc ND delegate body or 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. (Art. VI, Sec. 2; Art. VII, Sec. 5)
4. Methods of conducting business, originally found in Article VI, has been moved to Article VII. (Art. VI, Sec. 9; Art. VII, Sec. 7)
5. The Arc ND will hold an annual meeting of the delegate body for the election of officers and directors no less than (45) days before the end of the calendar year. The annual meeting shall not be omitted. (Art. VII, Sec. 1)
6. Any special meeting of The Arc ND must be held within (30) days of the receipt of the request of the meeting. (Art. VII, Sec. 2)

7. Language about the composition of the board and eligibility requirements were simplified and refer to other provisions of the bylaws, naming Articles III, IV, V and IX. Terms of office are clarified, stating the starting date of an appointment is January 1st and the ending date is December 31st. (Art. VIII, Sec. 1-3)
8. A conflict of interest statement was added to Article VII, stating that 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. (Art. VIII, Sec. 5)
9. The Arc ND's board of directors will be allowed to appoint an executive director; however, appointing an administrative assistant was removed. The executive director will no longer serve solely under the direction of the president but will serve under the board of directors. The original language of Section 6B was moved to Article X. (Art. VIII, Sec. 6)
10. Officers of the board of directors was originally addressed in Article VIII and is now addressed in Article IX. The office of treasurer may no longer be combined with the office of vice president or secretary. Language was removed stating that the president has general supervision and direction of the affairs of The Arc ND because that is the role of the entire board of directors collectively. (Art. IX)
11. Information about the executive committee can now be found in Article X. The executive committee shall consist of the president, vice president, secretary and treasurer. The language was removed that stated that "the officers named in Article VIII and (1) other member, elected from and by The Arc ND's board of directors at the first board meeting following the annual meeting." (Art. X)
12. Notice of meetings of the executive committee will be waived if all members of the committee sign a waiver either before or after the meeting. A quorum was specified to say a majority, over (51) percent of the board of directors or executive committee. Proxy voting is not allowed at meetings of the board of directors or executive committee meetings. (Art. XI)
13. Article XII addresses vacancies. In the event of a vacancy of vice-president, the board will select a successor to fill the unexpired term. (Art. XII, Sec. 4B)
14. Article XIII addresses nominations and elections. No other changes were made to this section.
15. Article XIV addresses removal from office. The Arc ND's board of directors may remove or suspend an officer or other board member for causes listed in the bylaws. Language was removed that stated that "the board may suspend, but not remove, for cause any director who

represents an affiliated local chapter upon a (2/3) vote of the board's authorized and filled positions." (Art. XIV, Sec. 1)

16. Language was added to Article XIV stating that "Within (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." (Art. XIV, Sec. 2)
17. The original Section 3 was removed from the bylaws. And Article a new section was added addressing 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 (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." (Art. XIV, Sec. 3)
18. Disciplinary proceedings were moved to Article XV.
19. Committees are discussed in Article XVI. The assignment of any committees or task forces shall not conflict the duties of the standing committee. (Art. XVI)
20. Article XVII addresses fiscal matters.
21. Article XVIII addresses rules of order for meetings.
22. Article XIX addresses amendments to the bylaws. The language was removed that stated, "If a person who proposed the amendment agrees to alterations proposed by the board, the changes may be made at any time before the proposed amendment has to be submitted to the affiliated local chapters and the board's recommendation adjusted accordingly." Language was also removed that stated, "A proponent of an amendment may remove the proposed amendment at any time before a vote is taken on the amendment." And, "Amendments may not come before The Arc ND delegate body if they have not met the (30) day notice requirement." (Art. XIX)

23. Article XX addresses dissolution of the organization. Language was reworded to state the following “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.” (Art. XX)
24. The certification at the end of the bylaws state “these bylaws approved by at least a majority, over (51) percent, of the members at the annual meeting or special meeting of The Arc ND called for the purposes and held on (insert date), and the replace all previously approved constitutions and bylaws of The Arc ND.”

These proposed changes to the bylaws of The Arc ND are respectfully submitted to the voting membership for their consideration and approval at the Annual Meeting on October 25, 2018.

Signed: Joan Karpenko, President

Date: September 13, 2018

To view the proposed Bylaws in their entirety at <https://thearcofbismarck.org>