

## **BYLAWS**

### **THE ARC OF BISMARCK**

#### **ARTICLE I. NAME**

##### Section 1. Corporate Name.

The name of this corporation is “The Arc of Bismarck.”

##### Section 2. Principal Office.

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

##### Section 3. Legal Status.

The Arc of Bismarck is a nonprofit, nonsectarian corporation 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 of Bismarck 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 Bismarck 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 achieve greater public understanding of the strengths, contributions, and needs of people with I/DD.
- D. To promote and support the professionals and others who serve The Arc of Bismarck’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 of Bismarck subscribes to and pursues the core values as adopted from time to time by the delegate bodies of The Arc, the national association with which The Arc of Bismarck and The Arc of North Dakota (hereafter “The Arc ND”), the state association, are affiliated. These core values are the basic premises that underlie The Arc of Bismarck’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 of Bismarck may establish other categories of associate, honorary, or life memberships.

#### A. Individual Member.

An individual member is any person who supports the principal purposes and core values of The Arc of Bismarck who submits the prescribed amount of dues, complete name, and mailing address to The Arc of Bismarck.

#### B. Family Member.

A family member is an individual in a family that supports the principal purposes and core values of The Arc of Bismarck who submit the prescribed amount of dues as a family, complete names, and mailing address to The Arc of Bismarck.

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

A. Individual and family members are automatically members of The Arc of Bismarck, The Arc ND, and The Arc, and have the following privileges:

1. To vote at the annual meeting or at special meetings of the delegate body if they meet the criteria established in Article V.
2. To be selected as a voting delegate to the annual meeting or a special meeting of The Arc ND or to a meeting of the delegate body of The Arc, if they meet the criteria established in Article V.
3. To be nominated and elected or appointed to serve as an officer or director of The Arc of Bismarck, or of The Arc ND, unless otherwise prohibited by these bylaws.

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

C. Individual and family membership dues will be paid to The Arc ND and The Arc through The Arc of Bismarck in accordance with their policies.

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

### Section 3. Membership Lists.

The Arc of Bismarck's membership list shall not be published or otherwise made available outside The Arc of Bismarck 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 of Bismarck.

#### **ARTICLE IV. DUES AND FEES**

##### **Section 1. Membership Dues.**

The Arc of Bismarck's board of directors shall recommend the amount of annual membership dues for individual and family memberships, which shall include any amounts designated as dues to The Arc ND and The Arc. The amount of dues must be approved by a majority vote of those voting members present at The Arc of Bismarck's annual meeting or at a special meeting called for that purpose. The Arc of Bismarck's board of directors shall determine the amount of annual membership dues for any other categories of membership that it may establish.

##### **Section 2. Collection of Membership Dues.**

The Arc of Bismarck's board of directors shall determine the time and manner of payment and any penalties for late payment or nonpayment of membership dues. The board may waive or reduce the amount of annual membership dues at its discretion.

#### **ARTICLE V. THE ARC OF BISMARCK DELEGATE BODY**

##### **Section 1. Composition.**

The delegate body of The Arc of Bismarck shall be composed of members in good standing.

##### **Section 2. Staff.**

Any person who is a paid employee or paid consultant of The Arc of Bismarck shall not be eligible to be a voting member of The Arc of Bismarck delegate body, The Arc ND delegate body, or The Arc delegate body.

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

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

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

##### **Section 4. Allotment of Votes.**

- A. Individual and family members in good standing have voting privileges at meetings of The Arc of Bismarck.

B. For purposes of determining vote allotment, an individual membership is counted as one (1) vote.

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

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

A voting member who has had some or all of its voting privileges suspended as part of a disciplinary proceeding or for late payment or nonpayment of membership dues or affiliation fees, shall forfeit his/her voting privileges in accordance with the disciplinary action or with The Arc or Bismarck's board policy for late payment or nonpayment of membership dues.

#### Section 6. Good Standing Requirement.

Each voting member must be in good standing of The Arc of Bismarck and has not lost his/her voting privileges under the provisions of Section 5 above.

#### Section 7. Methods of Conducting Business.

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

### **ARTICLE VI. MEETINGS OF THE ARC OF BISMARCK**

#### Section 1. Annual Meeting.

The Arc of Bismarck shall hold an annual meeting of a delegate body 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.

#### Section 2. Special Meeting.

A special meeting of The Arc of Bismarck's membership may be held at the call of the president or upon written request to the secretary by at least ten (10) voting members. The written request must state the purpose of the meeting. The special meeting must be held within thirty (30) days of receipt of the request.

#### Section 3. Notice of Meetings.

##### A. Annual Meeting.

Written notice of the annual membership meeting shall be mailed to all members of record not less than fourteen (14) days before the meeting date.

##### B. Special Meeting - Business Limited.

Written notice of any special meeting of The Arc of Bismarck shall be given to all members of record not less than eight (8) days before the meeting date. If the special meeting is being called for the purpose of amending the bylaws, written notice shall be given not less than fourteen (14) days before the meeting date. The notice shall state the time and place of the meeting and the specific purpose for which the meeting is being called. No other business may be conducted at a special meeting.

Section 4. Quorum and Proxies.

A quorum for the conduct of business at any properly called membership meeting shall consist of ten (10) percent of the voting membership qualified to exercise their voting privileges. Voting by proxy is not allowed.

**ARTICLE VII. OFFICERS OF THE ARC OF BISMARCK**

Section 1. Composition.

The officers of The Arc of Bismarck 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 secretary.

Section 2. Duties of Officers.

All officers of The Arc of Bismarck 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 have general supervision and direction of the affairs of The Arc of Bismarck and shall authenticate by his or her signature, when necessary, all acts, orders and proceedings of The Arc of Bismarck. 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. Eligibility Requirements.

Each officer or director, whether elected or appointed, must be a voting member of The Arc of Bismarck, in accordance with the provisions of Article V of these bylaws, at the time of nomination, election or appointment, and continuation of office.

Any person who is a paid employee or paid consultant of The Arc of Bismarck shall not be eligible for nomination, election, or appointment as a voting member of The Arc of Bismarck's board of directors.

Section 3. Terms of Office.

Terms of office begin on January 1 following election and end on December 31.

- 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.

Section 4. Compensation for Services.

No officer or director of The Arc of Bismarck 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 of Bismarck's board of directors.

#### Section 6. Powers and Duties of the Board of Directors of The Arc of Bismarck.

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

A. To appoint an executive director or administrative assistant to carry out the administration and management of The Arc of Bismarck.

1. Any appointed executive director or administrative assistant shall serve under the direction of The Arc of Bismarck's president, shall carry out the general management of The Arc of Bismarck, and shall serve at the pleasure of The Arc of Bismarck board of directors.

2. The executive director is responsible for:

a. Overseeing the implementation of The Arc of Bismarck's policies, programs, and activities developed, formulated, and approved by the board of directors.

b. Assisting with management of the finances of the organization, including budgets, investments, and resource development.

c. Working with members of the board of directors, committees or task forces, and other volunteers to strengthen The Arc of Bismarck.

d. Such other duties as may be assigned by the board of directors.

3. The executive director or administrative assistant is authorized to speak for The Arc of Bismarck within the limits established by the board of directors.

4. A member of the board of directors who wishes to apply for a position as a paid staff member or paid contractor of The Arc of Bismarck shall resign from the board of directors before submitting an application for employment or contract for services.

#### Section 6. Delegate Body May Override Board.

Any action of The Arc of Bismarck's board of directors, except for grievance and disciplinary action taken under the provisions of Article XII and Article XIV, may be reviewed at the succeeding annual meeting of The Arc of Bismarck's membership or at a special meeting on written request as submitted to the secretary by five (5) percent of the eligible voting members. 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 membership's action.

### **ARTICLE VIII. EXECUTIVE COMMITTEE**

The Executive Committee will exercise all powers of The Arc of Bismarck's board of directors between board meetings.

- A. The Executive Committee shall consist of president, vice president, secretary, treasurer, and immediate past president.
- B. The Executive Committee must report its actions to the full board of directors either by mail, by electronic communication where appropriate and feasible, or at the next board of directors meeting.
- C. The board of directors shall review the actions of the Executive Committee and that review shall be reflected in the minutes of the board meeting.
- D. 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 IX. MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

### **Section 1. Notice of Meeting of The Arc of Bismarck's Board of Directors - Regular Meeting and Special Meeting.**

- A. Regular meetings of The Arc of Bismarck'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 of Bismarck's board of directors at least ten (7) days before the date of the meeting.
- B. A special meeting of The Arc of Bismarck'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 any three (3) board members. 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 at least three (3) 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.

### **Section 3. Methods of Conducting Business.**

The Arc of Bismarck'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. A majority of the sitting number of members of the board of directors shall constitute a quorum. No business may be conducted until a quorum is established.
- B. A majority of the sitting members of the Executive Committee shall constitute a quorum. No business may be conducted until a quorum is established.

Section 5. Proxies.

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

Section 6. Meeting by Ballot.

When a decision of The Arc of Bismarck's 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 X. VACANCIES**

Section 1. How They Occur.

A vacancy in an elected or appointed position on The Arc of Bismarck'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 or, at the board's option, the board may call for a special meeting of The Arc of Bismarck's voting membership to elect a person 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 of Bismarck 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 to serve the unexpired terms. The secretary shall serve as president pro tem of The Arc Bismarck 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, Director, 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, director, or Board Development Committee member.

## ARTICLE XI. 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 of Bismarck and shall be composed of the chair and three (3) members in good standing. All committee members must be in good standing at the time of nomination, election or appointment and continuation in office.

B. Selection Process.

Two (2) members of the Board Development Committee shall be elected at the annual meeting of The Arc of Bismarck. 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 on January 1 or at the close of the board of directors meeting at which the Nominating Committee member is elected or appointed and ends on December 31.

Each elected Board Development Committee member may be elected for four (4) consecutive terms. No more than two (2) of the three (3) elected or appointment Board Development Committee members can be current members of the board of directors.

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, one (1) or two (2) directors, and two (2) Board Development Committee members.

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 The Arc of Bismarck 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 or paid consultant of The Arc of Bismarck.

B. Presentation of Slate - Nominations from the Floor.

The Board Development Committee shall present its slate of nominees to the secretary of The Arc of Bismarck at least thirty (30) 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 of Bismarck, at least ten (10) 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 or director 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 (2) candidates receiving the highest number of votes.

Board Development Committee members shall be elected by plurality vote, with the two (2) candidates receiving the highest number of votes deemed elected.

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

## **ARTICLE XII. REMOVAL FROM OFFICE**

### **Section 1. Suspension or Removal.**

The Arc of Bismarck's board of directors may remove or suspend any officer, director, or Board Development Committee member for cause upon a two-thirds (2/3) vote of the board's authorized and filled positions. 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 of Bismarck's business.
- C. Unauthorized expenditures or misuse of The Arc of Bismarck's funds.
- D. Actions that seriously hinder the board from carrying out its duties as outlined in Article VII, Section 2.
- E. Misrepresentation of The Arc of Bismarck and its governing body to outside parties.
- F. Unexcused absence from more than two (2) board of directors meetings within a twelve-month (12-month) period.
- G. Conviction of a felony while in office.
- H. Conduct reflecting poorly on The Arc of Bismarck.

### **Section 2. Request for Removal or Suspension.**

Any two (2) directors of The Arc of Bismarck board of directors may submit a signed, written request to the secretary of The Arc of Bismarck 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 of Bismarck. If the president is the subject of the request, the secretary shall inform the vice president.

### **Section 3. Proceedings for Removal or Suspension.**

The Arc of Bismarck's board of directors shall adopt procedures to review and determine the appropriate resolution of a request for removal or suspension from office. The procedures shall provide adequate notice, opportunity to be heard, and opportunity to challenge the determination.

## **ARTICLE XIII. 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 voting members in good standing.

The president, at 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 of Bismarck. The terms of service for the chairperson and members of standing committees shall begin at the time of appointment, with exception of the Board Development Committee, 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 of Bismarck. The president shall fully define the duties and fix the duration of the activities of any special committee or task force.

### **ARTICLE XIV. DISCIPLINARY PROCEDURES**

The Arc of Bismarck board of directors shall adopt fair and reasonable procedures for disciplinary actions when serious violations of The Arc of Bismarck's mission, bylaws, position statements, core values, affiliation agreement or policies have been alleged. 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 individuals to be heard, and the penalties to be considered.

### **ARTICLE XV. SUBSTANTIVE RESOLUTIONS**

Any officer, director, or voting member in good standing of The Arc of Bismarck may propose a substantive resolution for consideration by the membership at the annual meeting or at a special meeting called for that purpose. The proposed resolution must be submitted to the secretary of The Arc of Bismarck at least thirty (30) days before the meeting at which it is to be considered. The board of directors shall consider the proposed resolution at its next regular meeting or at a special board meeting called for that purpose, and shall recommend the adoption, rejection, or alteration of the proposed resolution, stating the reasons for the recommendation. If the person who proposed the resolution agrees to any suggested alterations recommended by the board, the changes may be made at any time before the proposed resolution has to be submitted to The Arc of Bismarck's membership and the board's recommendations shall be adjusted accordingly. A copy of the proposed resolution, as it is to be presented to The Arc of Bismarck's voting membership, shall be provided to each voting member at least fourteen (14) days before the annual membership meeting or the special membership meeting called for the purpose of considering the proposed resolution. A majority of votes cast is necessary to adopt a substantive resolution that has met the submission requirements of this article. A proposed substantive resolution that has not met the submission requirements may not be considered by the membership unless the membership, by a two-thirds (2/3) vote of the votes cast, allows the resolution to be presented. If the resolution is then allowed to be presented, it shall be considered as new business and shall require a two-thirds (2/3) vote of the votes cast to be adopted.

## **ARTICLE XVI. FISCAL MATTERS**

Section 1. The Arc of Bismarck'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 of Bismarck's financial records at any time.

## **ARTICLE XVII. 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 of Bismarck when it is not in conflict with these bylaws or any laws applicable to The Arc of Bismarck. 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 XVIII. AMENDMENTS**

Amendments to these bylaws may be proposed by written request of any officer or director of The Arc of Bismarck or by any voting member in good standing. Proposed amendments must be submitted to the secretary of The Arc Bismarck. 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. If the 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 Arc of Bismarck's membership and the board's recommendation adjusted accordingly. A copy of the proposed amendment, as it is to be presented to The Arc of Bismarck's voting membership, together with the board's recommendation and the reasons therefore, shall be provided to each voting member of The Arc of Bismarck at least fourteen (14) days before the next annual meeting of The Arc of Bismarck or any special membership meeting 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 of Bismarck's voting membership, unless some other effective date is specified in the amendment.

A proponent of an amendment may remove the proposed amendment at any time before a vote is taken on the amendment.

Amendments may not come before The Arc of Bismarck voting membership if they have not met the thirty-day (30-day) notice requirement.

## **ARTICLE XIX. DISSOLUTION**

In the event The Arc of Bismarck should be dissolved and its work abandoned, all title to any real or personal property then owned by The Arc of Bismarck that remains after the corporation's debts and other liabilities have been satisfied shall be transferred to The Arc of North Dakota or equally to its existing affiliated local chapters that are qualified under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. If no existing state chapter or affiliated local chapter so qualifies, then the remaining property shall be transferred to a qualified 501(c)(3) organization within the state of North Dakota whose purpose is substantially similar to that of The Arc of Bismarck, as determined by The Arc Bismarck's board of directors or by a court of competent jurisdiction.

These are the bylaws approved by at least a majority vote of the duly certified voting membership at a meeting of The Arc of Bismarck held on \_\_\_\_\_, and they replace all previously approved constitutions and bylaws of The Arc of Bismarck.

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

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