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Primary Changes to The Arc of Northern Virginia’s Bylaws Proposed by the Board of Directors Approved by the Board of Directors on August 15, 2018

In this brief document we provide an overview of primary changes to The Arc of Northern Virginia’s bylaws, as proposed by the Board of Directors. The Governance Committee, a subcommittee comprising members of the Board met over the course of several months to review and propose changes to the bylaws to update the document so that it better reflects the mission, values, current practices, and goals of the organization. This subcommittee then presented proposed changes to the full Board of Directors in August of 2018, where they were formally approved.

Members may access the previous version of the bylaws and the proposed revisions approved by the Board of Directors and will vote to formally approve this revised version of the bylaws during the annual meeting of The Arc of Northern Virginia.

A. General

- a. Corrected minor editorial mistakes
- b. Ensured that the bylaws reflected that The Arc of Northern Virginia serves individuals with intellectual and developmental disabilities and *related conditions*, consistent with The Arc of the United States and current and on-going practices (see first paragraph of the document)

B. Article I: Name and Purpose

- a. Included statements that The Arc of Northern Virginia serves individuals with disabilities and their families/caregivers, consistent with current and on-going practices in Section 3
- b. Added language related to The Arc of Northern Virginia providing meaningful and reliable education and information in Section 3
- c. Included language that The Arc of Northern Virginia collaborates with community and governmental agencies to support individuals with disabilities and their families/caregivers in Section 3

C. Article II: Definitions and Area of Activity

- a. No major changes proposed

D. Article III: Registered Agent and Office

- a. The Arc of Northern Virginia address was updated in Section 1

E. Article IV: Membership

- a. Removed language related to rejecting membership in Section 5
- b. Removed language related to honorary membership in Section 6

F. Article V: Dues and Financial Affairs

- a. Removed language related to honorary membership in Section 1
- b. Changed language regarding organization auditing procedures in Section 5 to reflect current practice

G. Article VI: Meetings and Parliamentary Procedures

- a. Changed language regarding annual and special meeting notices in Sections 3 and 4 to reflect current practice
- b.

H. Article VII: Board of Directors

- a. Clarified how Board members are elected in Section 2
- b. Changed the number of Board members from 21 to a range from 15-21 in Section 3
- c. Added language clarifying the Board's responsibility to oversee the Executive Director and not all professional staff in Section 8
- d. Added language regarding Board member responsibility to regularly attend meetings in Section 11
- e. Clarified the process by which members of The Arc of Northern Virginia may formally address the Board in Section 14

I. Article VIII: Officers

- a. Updated the roles of Board Officers to reflect current practice.

J. Article IX: Elections

- a. Added language to allow for greater flexibility among Board of Director committees who facilitate the nomination process in Sections 1-3

K. Article X: Relationship with National and State Associations

- a. No major changes proposed

L. Article XI: Dissolution

- a. No changes proposed

M. Article XII: Amendments

- a. Removed language regarding announcements made in The Arc of Northern Virginia's newsletter in Section 1
- b. Added language that the bylaws will be reviewed annually by members of the Board of Directors in Section 4



BYLAWS with Proposed Changes

Mission Statement: The Arc of Northern Virginia promotes and protects the human rights of people with intellectual and developmental disabilities and related conditions, and actively supports their full inclusion and participation in the community throughout their lifetimes.

LIST OF ARTICLES

- ARTICLE I - NAME AND PURPOSE
- ARTICLE II - DEFINITIONS AND AREA OF ACTIVITY
- ARTICLE III - REGISTERED AGENT AND OFFICE
- ARTICLE IV - MEMBERSHIP
- ARTICLE V - DUES AND FINANCIAL AFFAIRS
- ARTICLE VI - MEETINGS AND PARLIAMENTARY PROCEDURE
- ARTICLE VII BOARD OF DIRECTORS
- ARTICLE VIII - OFFICERS
- ARTICLE IX - ELECTIONS
- ARTICLE X - RELATIONSHIP WITH NATIONAL AND STATE ASSOCIATIONS
- ARTICLE XI - DISSOLUTION
- ARTICLE XII - AMENDMENTS

ARTICLE I - NAME AND PURPOSES

Section 1. The name of this organization shall be The Arc of Northern Virginia (hereinafter referred to as "The Arc").

Section 2. The Arc is a nonprofit, nonpolitical, non-sectarian organization organized exclusively for charitable purposes. No part of its net earnings shall inure to the benefit of any member or individual and no officer or director of The Arc shall receive any compensation for his or her services as an officer or director.

Section 3. The Arc shall carry out its charitable purposes by engaging in activities and functions that have the following purposes or results.

- a. Promote the general welfare of persons with intellectual and developmental disabilities (“IDD”) and related conditions
- b. Foster the development of programs, services and facilities on behalf of people with IDD and their families.
- c. Encourage research related to IDD.
- d. Further the motivation, training and education of people who work in the field of IDD.
- e. Advise and aid caregivers of persons with IDD.
- f. Educate the public about IDD and the contributions people with IDD make to their communities.
- g. Partner with various business, religious, and community groups and connect with lawmakers at all levels of government in order to further the mission of The Arc of Northern Virginia.
- h. Further the enactment and implementation of legislation on behalf of people with intellectual and developmental disabilities.
- i. Comply with chapter affiliation expectations and requirements of The Arc of the United States and The Arc of Virginia.
- j. Serve as trusted provider of information, education, services, and advocacy concerning IDD and regional IDD services and systems.
- k. Engage in various fundraising activities in support and in furtherance of the mission of The Arc.
- l. Plan and execute inclusive community activities and foster activities that improve the ability of persons with IDD to be as independent as possible.

ARTICLE II - DEFINITIONS AND AREA OF ACTIVITY

Section 1. The term “people with intellectual and developmental disabilities” as used herein, shall include all persons with intellectual and/or developmental disabilities (IDD).

Section 2. The Arc intends to primarily function in and serve the area within the Commonwealth of Virginia that includes the City of Alexandria, Arlington County, Fairfax County, the City of Fairfax, the City of Falls Church, and all political subdivisions within the boundaries of such areas.

ARTICLE III - REGISTERED AGENT AND OFFICE

Section 1. The registered agent for The Arc is presently Gerard Rugel, who is a member of the Virginia State Bar. The registered office of The Arc is presently 2755 Hartland Road, Suite 200, Falls Church, VA 22043. This agent and office may be changed by the Board of Directors with appropriate notice to the Virginia State Corporation Commission.

ARTICLE IV - MEMBERSHIP

Section 1. Membership in The Arc shall be open to all persons supportive of the purposes of The Arc.

Section 2. Membership in The Arc shall not be denied to any person on account of their race, creed, color, ethnic background, religion or beliefs, or disability.

Section 3. Members of The Arc shall be entitled to vote upon all matters presented at meetings of the membership for a vote, as specified by these Articles, The Arc's bylaws or as set by the Board of Directors.

Section 4. Control of the organization shall ultimately rest with the membership. Any action of the Board of Directors may be reviewed by the membership at the annual meeting or at a special meeting called for that purpose. Any action by the Board of Directors may be altered or rescinded by a two-thirds vote of the members present and voting at such meeting, provided that such alteration or rescission does not affect the rights of third parties.

Section 5. Membership in the organization may be obtained by application of any eligible person to any authorized agent of The Arc and payment of the dues required for membership.

Section 6. Membership shall be composed of the following classifications of members:

a. Self-advocate and Individual members shall be entitled to vote, hold office and shall be required to pay the dues required for individual membership;

b. Family memberships shall entitle each spouse of the family to vote and hold office and shall be required to pay the dues required for family membership;

c. Non-profit organization and business/corporate memberships shall entitle one designated representative to vote or hold office and shall be required to pay the dues required for non-profit organization or business/corporate membership; and

Section 7. Members who have not paid their dues shall not be entitled to vote nor hold office until their dues are paid. Members who have not paid their dues for more than one year after being requested to do so, shall be dropped from membership in The Arc.

Section 8. Members may be expelled from membership in The Arc pursuant to the following procedures:

a. A complaint against the member, which shall be in writing and shall include evidence to support the accusation, shall be presented to the President by any member.

b. Upon receipt of such complaint, the President shall notify the subject member and set a hearing of the complaint before a special meeting of the Board of Directors within 30 days.

c. The subject member shall be given an opportunity to appear before the Board of Directors at such meeting and present his or her views. Following such appearance, or at such meeting if no appearance is made, the Board shall vote upon the member's expulsion. The subject member will be expelled from membership in The Arc if three-fourths of the directors present and voting at such meeting vote for expulsion.

d. The subject member may appeal the decision of the Board of Directors to expel him or her from membership in The Arc at a special meeting of the membership by providing a written notice of such appeal to the President within 10 days after the Board of Directors' action expelling him or her. The President must call a special membership meeting to consider the appeal by the subject member within 30 days of receipt of the subject member's appeal. The decision by the Board of Directors to expel the subject member shall be overturned by a majority vote of the members present and voting at such special membership meeting. Without a majority vote, the subject member is expelled from membership in The Arc.

ARTICLE V - DUES AND FINANCIAL AFFAIRS

Section 1. Dues shall be required of all individual and family members, non-profit organization and business/corporate members. Dues shall be such amount as the Board of Directors, from time to time, shall determine.

Section 2. The Arc shall pay to the national and state organizations the requisite affiliation fees for membership in those organizations.

Section 3. Dues may be waived in specific cases by the Board of Directors.

Section 4. The fiscal year shall begin on July 1 and end on June 30 of each year unless changed by the Board of Directors.

Section 5. An audit shall be conducted each year by an independent auditor. The auditor shall audit the organization's records as soon as practicable following the end of the fiscal year. The audit shall be presented to the Board of Directors at its next regular meeting following the completion of the audit, or as soon as practicable following the completion of the audit.

ARTICLE VI – MEETINGS AND PARLIAMENTARY PROCEDURE

Section 1. Roberts Rules of Order shall guide the conduct of business at all membership and Board meetings to the extent they are not inconsistent with the organization's governing documents.

Section 2. The membership of The Arc shall conduct the following types of meetings:

a. Annual meeting – shall be held each year at which time the officers and directors shall be elected.

b. Special meetings – shall be held at such times and places as may be set by the President or the Board of Directors. Such meetings may be called by the President of the Board of Directors and must be called by the President upon receipt by the Secretary of the written application of at least five members.

Section 3. Written notice of the annual meeting indicating the date, time and place for such meeting, shall be sent or conveyed to all members entitled to vote as near as practicable to 30 days in advance of said meeting, but in no event less than 10 nor more than 50 days in advance of such meeting.

Section 4. Written notice of all special meetings indicating the date, time and place for such meeting and the items to be discussed at such meeting, shall be sent to

all members entitled to vote as near as practicable to 14 days in advance of said meeting but in no event less than 10 nor more than 50 days in advance of such meeting. Only business items described in the notice of the meeting may be conducted at special meetings.

Section 5. A quorum for all annual and special meetings shall be 15 percent of the total number of members entitled to vote, or 20 members, whichever is less. Any item which cannot be acted upon at a meeting for lack of a quorum shall automatically be presented at the next regular meeting at which time a simple majority of the members present and voting at said meeting shall be sufficient to approve or disapprove such item, notwithstanding the lack of a quorum at such meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Arc shall be governed by a Board of Directors whose members shall be established and elected as set forth in these bylaws.

Section 2. The Arc shall be governed by its Board of Directors (the "Board"). The Board shall consist of directors as elected by the membership at its annual meeting, including all the elected officers (selected from the directors elected by the membership) and the immediate past President of The Arc, as well as any directors who are appointed by the Board of Directors in the interim between annual membership meetings in accordance with these bylaws.

Section 3. There shall be 15-21 directors of The Arc unless that number shall be expanded or contracted by the Board by a majority vote of the directors. Such change in the number of directors shall not be a permanent change and shall only take effect for the year in which the Board voted to expand or contract the number of directors. In the event a director shall resign or be removed, the vacancy created thereby shall be filled by majority vote of the remaining members of the Board present and voting at the Board meeting at which the vacancy is filled.

Section 4. The Board shall conduct the following types of meetings:

a. Regular meetings – regular meetings shall be held at a pre-arranged date and time every other month, or on such other regular basis as the Board shall adopt.

b. Special meetings – special meetings shall be held at such times and places as may be set by the President. Such meetings may be called by the

President and shall be called by the President upon receipt by the Secretary of the written application of at least three Board members.

Section 5. Written notice of all regular Board meetings indicating the date, time, place, and agenda for the meeting shall be sent to all Board members in advance of the meeting. Any business items may be conducted at regular Board meetings except the removal of officers or directors.

Section 6. Written notice of all special Board meetings indicating the date, time, place, agenda and a brief description of the items to be discussed shall be sent to all Board members in advance of the meeting unless oral notice is provided instead. Oral notice of special Board meetings may be provided in lieu of written notice to any Board member provided the oral notice is given at least 24 hours prior to the special meeting. Only business items described in the notice may be conducted at special board meetings. Special Board meetings, however, may be held in conjunction with regular Board meetings.

Section 7. The attendance of Board members constituting one-third (1/3) of the total number of directors shall constitute a quorum for all regular and special Board meetings. The affirmative vote of a majority of the Board members present and voting shall be sufficient to approve any action by the Board unless otherwise set forth in these bylaws.

Section 8. The Board shall be responsible for the conduct of the business of The Arc and shall exercise all powers inherent in The Arc except those expressly reserved to the membership. The Board shall be empowered to oversee the Executive Director to administer the affairs of The Arc as the Executive Director sees fit, and the Board shall prescribe the duties and terms of employment of the Executive Director.

Section 9. Directors shall be elected for terms of two years with one-half of the directors to be elected having their terms expire in odd-numbered years and one-half in even numbered years. Additional directors appointed by the Board shall be split as evenly as possible between even and odd-numbered years of their expiring terms.

Section 10. Consistent with Section IV related to membership, directors may be removed from office by the affirmative vote of two-thirds of a quorum and voting at a special Board meeting called for the purpose of removing said director.

Section 11. All Board members are expected to attend all Board meetings. If a Board member is unable to attend a particular meeting, the Board member should

notify the Board President or Board Secretary as soon as is practicable concerning their absence.

Section 12. There shall be an executive committee of the Board and it shall be constituted as follows:

a. The executive committee shall consist of the President, the immediate past President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and one other Board member appointed by the President.

b. The executive committee shall meet at such times and places as the President shall direct. The executive committee may also meet by telephone conference or have its members polled by telephone or e-mail and actions may be approved thereby as if approved at an in-person executive committee meeting.

c. The executive committee shall have all of the powers of the Board except the power to suggest the amendment of the bylaws, appoint directors, settle or initiate lawsuits, approve the expenditure of funds exceeding \$500 and such other restrictions as the Board shall from time to time impose.

d. The actions taken by the executive committee shall be presented by the President for review by the Board at the next regular Board meeting following the executive committee meeting and any actions taken by the executive committee may be overruled by the Board to the extent third parties to The Arc are not prejudiced. Actions taken by the executive committee which have been presented for review by the Board and not overruled shall be deemed ratified by the Board.

Section 13. The Board may establish such other committees of its members and committees of members of The Arc as it, from time to time, sees fit, with such committees being given such duties and authority as the Board shall determine. Membership of such committees shall be appointed by the President unless the Board determines otherwise. The President may establish ad hoc committees to address specific issues of short duration.

Section 14. Members of The Arc may attend all Board meetings (excluding such meetings or portions of meetings called into closed session by the President) but may not vote unless they are also members of the Board. Members, however, may address the Board when it is not in closed session.

Section 15. The Board may have its members polled by telephone or e-mail and actions may be approved thereby as if approved at an in-person Board meeting.

ARTICLE VIII - OFFICERS

Section 1. Officers of The Arc shall be as set forth in these bylaws, who shall be elected by the membership, as set forth in these bylaws.

Section 2. No employee of The Arc may serve as an officer or director of The Arc.

Section 3. There shall be the following elected officers of The Arc who shall have the following duties and responsibilities:

a. President - the President shall preside at all meetings of The Arc and the Board. The President shall, with the approval of the Board, appoint all committee chairpersons, delegates to the Virginia and National Associations and representatives of The Arc to appropriate organizations. The President shall supervise directly or indirectly the work of all persons the President appoints. The President shall supervise the work of the Executive Director of The Arc. The President shall present a report, such as the State of The Arc, to the membership at its annual meeting.

b. Vice Presidents – Each Vice President shall perform such duties as the President may assign. If the President shall be removed or resign, the First Vice President shall succeed to that office for the balance of the term.

c. Secretary - the Secretary shall keep minutes of all Board and membership meetings and provide such minutes to staff to allow for distribution.

d. Treasurer - the Treasurer shall provide oversight of the accounting of all funds of The Arc, including the maintenance of complete and accurate financial books and records. The Treasurer shall prepare periodic financial reports as the President or the Board may request and the Treasurer shall oversee the preparation of an annual financial report showing all receipts and

disbursements by budget categories to the membership following the close of the fiscal year.

Section 4. Officers shall be elected at the annual membership meeting for a term of one year. Vacancies in offices caused by the resignation or removal of an officer in the interim between annual membership meetings may be filled by appointment of the Board by majority vote and such appointed officer shall complete the term of the elected predecessor.

Section 5. Additional offices may be created and eliminated by the Board of Directors, and officers may be appointed by the Board of Directors as set forth in these bylaws. Such additional offices, if created, shall be filled by appointment by the Board and the appointed officers shall serve until the next annual membership meeting, whereupon said office shall be filled by election as set forth in ARTICLE VIII - OFFICERS Section 4 above. Persons appointed to fill such additional offices shall automatically become directors. The Board may also eliminate any additional office it has created, unless the office is filled by an elected officer. An appointed officer, if any, filling the office when the Board votes to eliminate it, shall automatically be removed from office and removed as a director (but shall remain a director if such individual was otherwise a director prior to that person's appointment). The Board may eliminate any additional office it has created which is filled by an elected officer, at the expiration of that officer's elected term.

Section 6. No person may be elected to the same office for more than two consecutive terms unless it is determined by the Board to be in the best interests of The Arc for an individual to continue in office for a third consecutive term. A person may, however, remain a director for more than three consecutive terms.

Section 7. Officers may be removed from office by the affirmative vote of two-thirds of the Board members present and voting at a special Board meeting called for the purpose of removing the said officer.

ARTICLE IX - ELECTIONS

Section 1. Within 60 days prior to the annual membership meeting a board-appointed committee shall begin preparation of a list of candidates for election as officers and directors of The Arc. If there is no Governance Committee, the Board shall appoint a nominating committee.

Section 2. Within 30 days prior to the annual membership meeting, the Governance Committee (or if none, the nominating committee) shall provide the list of

candidates for election as officers and directors of The Arc to the membership. The Governance Committee (or if none, the nominating committee) shall secure the consent of all persons on its list to serve if elected, prior to the annual meeting.

Section 3. At the annual membership meeting, the chair of the Governance Committee (or if none, the nominating committee) or the chair's designate, shall present the list of candidates prepared by the committee, which candidates shall thereafter be automatically nominated for the office listed. Additional nominations may be made from the floor by any member entitled to vote. When nominations are closed, elections shall be held and the recipient of a majority of the votes cast, or if there be no majority, a plurality of the votes cast, for each office shall be elected to such office.

ARTICLE X - RELATIONSHIP WITH NATIONAL AND STATE ASSOCIATIONS

Section 1. The Arc shall maintain in good standing its membership as a local chapter of the National Association, The Arc of the United States, and the State Association, The Arc of Virginia, and shall support these Associations and their policies.

Section 2. The representatives and voting delegates of The Arc to the National and State Associations and to other organizations shall act under the direction and be responsible to the Board and shall make such reports as the Board shall require.

ARTICLE XI – DISSOLUTION

Section 1. The Arc may be dissolved by the procedures specified in the Virginia Non-Stock Corporation Act for such dissolution, provided, however that the vote of two-thirds of the members of its Board of Directors shall be required to pass the resolution submitting The Arc's dissolution to the membership.

Section 2. In the event of the dissolution of The Arc, or in the event it shall cease to carry out the objectives and purposes set forth herein, all of its property and/or assets, after payment of its debts, shall be distributed to The Arc of Virginia or if that organization shall not be in existence or shall refuse such distribution, then to The Arc of the United States, or if that organization shall not be in existence or shall refuse such distribution, then to such non-profit

organization or organizations whose activities, in the opinion of the Board of Directors, would best serve the purposes of The Arc.

Section 3. Notwithstanding the foregoing, however, in no event shall any of the assets and/or property of The Arc be distributed upon its dissolution to any officer, director, or member of The Arc.

ARTICLE XII - AMENDMENTS

Section 1. These articles may be amended by the two-thirds vote of the members present and entitled to vote at a membership meeting whereat written notice of the proposed amendment is sent or otherwise provided to the members at least 25 days but not more than 50 days in advance of the meeting.

Section 2. These bylaws may be amended by two-thirds vote of the members present and voting at a special membership meeting called for the purpose of amending these bylaws. In such case, the notice for the special membership meeting shall contain a draft of the text of the proposed changes to these bylaws.

Section 3. Notwithstanding the foregoing, however, the provision of these bylaws providing the number of directors of The Arc shall be deemed automatically amended to conform to the appointment of additional directors by the Board as set forth in ARTICLE VII - BOARD OF DIRECTORS, Section 3 above.

Section 4. These by laws shall be reviewed annually by the Board or a Committee of the Board at the Board's direction. Amendments to these bylaws shall be proposed as required.

Approved at the Annual Meeting – date unknown

Revised at the Annual Meeting – date unknown

Revised at the Annual Meeting – date unknown

Revised at the Annual Meeting -- November 12, 2007

Revised at the Annual Meeting – November 27, 2012



CURRENT BYLAWS

The Arc of Northern Virginia promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.

LIST OF ARTICLES

- ARTICLE I - NAME AND PURPOSE
- ARTICLE II - DEFINITIONS AND AREA OF ACTIVITY
- ARTICLE III - REGISTERED AGENT AND OFFICE
- ARTICLE IV - MEMBERSHIP
- ARTICLE V - DUES AND FINANCIAL AFFAIRS
- ARTICLE VI - MEETINGS AND PARLIAMENTARY PROCEDURE
- ARTICLE VII BOARD OF DIRECTORS
- ARTICLE VIII - OFFICERS
- ARTICLE IX - ELECTIONS
- ARTICLE X - RELATIONSHIP WITH NATIONAL AND STATE ASSOCIATIONS
- ARTICLE XI - DISSOLUTION
- ARTICLE XII - AMENDMENTS

ARTICLE I - NAME AND PURPOSE

Section 1. The name of this organization shall be The Arc of Northern Virginia (hereinafter referred to as "The Arc").

Section 2. The Arc is a nonprofit, nonpolitical, non-sectarian organization organized exclusively for charitable purposes. No part of its net earnings shall inure to the benefit of any member or individual and no officer or director of The Arc shall receive any compensation for his or her services as an officer or director.

Section 3. The Arc shall carry out its charitable purposes by engaging in activities and functions that have the following purposes or results.

- a. Promoting the general welfare of persons with intellectual and developmental disabilities and related conditions wherever they may be.
- b. Fostering the development of programs, services and facilities on behalf of people with intellectual and developmental disabilities.
- c. Encouraging research related to intellectual and developmental disabilities.
- d. Furthering the motivation, training and education of personnel for work in the field of intellectual and developmental disabilities.
- e. Advising and aiding parents of children with intellectual and developmental disabilities in the solution of their problems and coordinating their efforts and activities.
- f. Developing a better understanding by the public of the challenges of intellectual and developmental disabilities.
- g. Cooperating with private, religious, and professional groups and with local, state and federal public agencies in furtherance of these ends.
- h. Furthering the enactment and implementation of legislation on behalf of people with intellectual and developmental disabilities.
- i. Associating with and supporting financially The Arc (national) and The Arc of Virginia to promote the common cause.
- j. Serving locally as a clearinghouse for gathering and disseminating information regarding people with intellectual and developmental disabilities.
- k. Soliciting and receiving funds to accomplish the above.
- l. Carrying out other activities that will assist and aid people with intellectual and developmental disabilities.

ARTICLE II - DEFINITIONS AND AREA OF ACTIVITY

Section 1. The term “people with intellectual and developmental disabilities” as used herein, shall include all persons with intellectual and/or developmental disabilities regardless of age, degree or type of disability and regardless of whether they attend public, private or religious schools, residential or day programs or whether they reside at home or in institutions.

Section 2. The Arc intends to function in and serve the area within the Commonwealth of Virginia that includes the City of Alexandria, Arlington County, Fairfax

County, the City of Fairfax, the City of Falls Church, and all political subdivisions within the boundaries of such areas.

ARTICLE III - REGISTERED AGENT AND OFFICE

Section 1. The registered agent for The Arc is presently Gerard Rugel, who is a member of the Virginia State Bar. The registered office of The Arc is presently 2755 Hartland Road, Suite 200, Falls Church, VA 22043. This agent and office may be changed by the Board of Directors with appropriate notice to the Virginia corporate authorities.

ARTICLE IV - MEMBERSHIP

Section 1. Membership in The Arc shall be open to all persons supportive of the purpose of The Arc.

Section 2. Membership in The Arc shall not be denied to any person on account of their race, creed, color, ethnic background, religion or beliefs, or disability.

Section 3. Members of The Arc the Association shall be entitled to vote upon all matters presented at meetings of the membership for a vote, as specified by these Articles, The Arc's bylaws or as set by the Board of Directors.

Section 4. Control of the organization shall ultimately rest with the membership. Any action of the Board of Directors may be reviewed by the membership at the annual meeting or at a special meeting called for that purpose. Any action by the Board of Directors may be altered or rescinded by a two-thirds vote of the members present and voting at such meeting, provided that such alteration or rescission does not affect the rights of third parties.

Section 5. Membership in the organization may be obtained by application of any eligible person to the President, the Chair of the membership committee of the Board of Directors or any authorized agent of The Arc for such purpose, acceptance of that application by said President, Chair or agent and payment of the dues required for membership, unless the application is subsequently rejected by the President or the Board of Directors before the applicant has been notified of his or her acceptance.

Section 6. Membership shall be composed of the following classifications of members:

a. Self-advocate and Individual members shall be entitled to vote, hold office and shall be required to pay the dues required for individual membership;

b. Family memberships shall entitle each spouse of the family to vote and hold office and shall be required to pay the dues required for family membership;

c. Non-profit organization and business/corporate memberships shall entitle one designated representative to vote or hold office and shall be required to pay the dues required for non-profit organization or business/corporate membership; and

d. Honorary members shall have the same rights and privileges as all other members except they may not vote or hold office and they shall not be required to pay dues except if the Board of Directors specifically directs that they shall.

Section 7. Members who have not paid their dues shall not be entitled to vote nor hold office until their dues are paid or have been waived by the Board of Directors. Members who have not paid their dues for more than one year after being requested to do so, shall be dropped from membership in The Arc unless the Board of Directors determines otherwise.

Section 8. Members may be expelled from membership in The Arc pursuant to the following procedures:

a. A complaint against the member, which shall be in writing and shall include evidence to support the accusation, shall be presented to the President by any member.

b. Upon receipt of such complaint, the President shall notify the subject member and set a hearing of the complaint before a special meeting of the Board of Directors within 30 days.

c. The subject member shall be given an opportunity to appear before the Board of Directors at such meeting and present his or her views. Following such appearance, or at such meeting if no appearance is made, the Board shall vote upon the member's expulsion. The subject member will be expelled from membership in The Arc if three-fourths of the directors present and voting at such meeting vote for expulsion.

d. The subject member may appeal the decision of the Board of Directors to expel him or her from membership in The Arc at a special meeting of the membership by providing a written notice of such appeal to the President within 10 days after the Board of Directors' action expelling him or her. The President must call a special membership meeting to consider the appeal by the subject member within 30 days of receipt of the subject member's appeal. The decision by the Board of Directors to expel the subject member

shall be overturned by a majority vote of the members present and voting at such special membership meeting. Without a majority vote, the subject member is expelled from membership in The Arc the Association.

ARTICLE V - DUES AND FINANCIAL AFFAIRS

- Section 1. Dues shall be required of all individual and family members, non-profit organization and business/corporate members, and of such honorary members as the Board of Directors shall, from time to time, determine. Dues shall be such amount as the Board of Directors, from time to time, shall determine.
- Section 2. The Arc shall pay to the national and state organizations the requisite dues for membership in those organizations by its members.
- Section 3. Dues may be waived in specific cases by the Board of Directors.
- Section 4. The fiscal year shall begin on July 1 and end on June 30 of each year unless changed by the Board of Directors.
- Section 5. An audit shall be conducted each year by an independent auditor. The auditor shall audit the Treasurer's records immediately following the end of the fiscal year. The Treasurer shall present a report of the audit to the Board of Directors at its next regular meeting following the completion of the audit. The President shall send a copy of the audited financial report of The Arc to the Virginia and National Associations within sixty days of the close of the fiscal year, unless he or she does not receive such report from the Treasurer by that time, in which case the report shall be sent as soon as practicable after the President receives it.

ARTICLE VI – MEETINGS AND PARLIAMENTARY PROCEDURE

- Section 1. Roberts Rules of Order shall govern the conduct of business at all membership and Board meetings to the extent they are not inconsistent with these bylaws, The Arc's Constitution, or special rules of procedure passed by the Board at a meeting preceding the one in which the rule is applied.
- Section 2. The membership of The Arc shall conduct the following types of meetings:
- a. Annual meeting – shall be held each year at which time the officers and directors shall be elected.
 - b. Special meetings – shall be held at such times and places as may be set by the President or the Board of Directors. Such meetings may be called by

the President of the Board of Directors, and must be called by the President upon receipt by the Secretary of the written application of at least five members.

Section 3. Written notice of the annual meeting indicating the date, time and place for such meeting, shall be sent to all members entitled to vote thereat, as near as practicable to 30 days in advance of said meeting, but in no event less than 10 nor more than 50 days in advance of such meeting. A notification of the meeting date, time and place published in The Arc's newsletter which is regularly sent to all of the Association's members, in the issue published just prior to the meeting, shall be sufficient notice to all members notwithstanding the inadvertent failure to send such newsletter to any one member.

Section 4. Written notice of all special meetings indicating the date, time and place for such meeting and the items to be discussed at such meeting, shall be sent to all members entitled to vote thereat, as near as practicable to 14 days in advance of said meeting but in no event less than 10 nor more than 50 days in advance of such meeting. A notification of the meeting date, time and place and a brief description of the items to be discussed published in The Arc's newsletter which is regularly sent to all of The Arc's members in the issue which is sent just prior to the meeting shall be sufficient notice to all members notwithstanding the inadvertent failure to send such newsletter issue to any one member. Only business items described in the notice of the meeting may be conducted at special meetings.

Section 5. A quorum for all annual and special meetings shall be 15 percent of the total number of members entitled to vote, or 20 members, whichever is less. Any item which cannot be acted upon at a meeting for lack of a quorum shall automatically be presented at the next regular meeting at which time a simple majority of the members present and voting at said meeting shall be sufficient to approve or disapprove such item, notwithstanding the lack of a quorum at such meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Arc shall be governed by a Board of Directors whose members shall be established and elected as set forth in these bylaws.

Section 2. The Arc shall be governed by its Board of Directors (the "Board"). The Board shall consist of all the elected officers and the immediate past President of The Arc, who shall automatically be directors ("ex-officio directors") and such other directors as elected by the membership at its annual meeting, or are

appointed by the Board of Directors in the interim between annual membership meetings.

Section 3. There shall be twenty-one (21) directors of The Arc, excluding ex-officio directors unless that number shall be expanded by the Board as set forth below. In the event a director or other member of the Board shall resign or be removed, the vacancy created thereby shall be filled by majority vote of the remaining members of the Board present and voting at a Board meeting. In the interim between annual meetings of members, the Board may appoint, by two-thirds vote up to two (2) additional directors and the number of directors to be elected at the next annual meeting shall be expanded to include said additional directors positions, unless the Board determines otherwise prior to the annual meeting.

Section 4. The Board shall conduct the following types of meetings:

a. Regular meetings – regular meetings shall be held at a pre-arranged date and time each month, or on such other regular basis as the Board shall adopt.

b. Special meetings – special meetings shall be held at such times and places as may be set by the President. Such meetings may be called by the President and shall be called by the President upon receipt by the Secretary of the written application of at least three Board members.

Section 5. Written notice of all regular Board meetings indicating the date, time, place, and agenda for the meeting shall be sent to all Board members at least seven days in advance of the meeting. Any business items may be conducted at regular Board meetings except the removal of officers or directors.

Section 6. Written notice of all special Board meetings indicating the date, time, place, agenda and a brief description of the items to be discussed shall be sent to all Board members at least seven days in advance of the meeting unless oral notice is provided instead. Oral notice of special Board meetings may be provided in lieu of written notice to any Board member provided the oral notice is given at least 24 hours prior to the special meeting. Only business items described in the notice may be conducted at special board meetings. Special Board meetings, however, may be held in conjunction with regular Board meetings.

Section 7. The attendance of Board members constituting one-third (1/3) of the total number of officers (ex-officio directors) and directors shall constitute a

quorum for all regular and special Board meetings. The affirmative vote of a majority of the board members present and voting shall be sufficient to approve any action by the Board unless otherwise set forth in these bylaws.

Section 8. The Board shall be responsible for the conduct of the business of The Arc shall exercise all powers inherent in The Arc except those expressly reserved to the membership and shall be empowered to employ such professional personnel and employees to administer the affairs of The Arc as they see fit, and shall prescribe the duties and terms of employment of such professional personnel and employees.

Section 9. Directors shall be elected for terms of two years with one-half of the directors to be elected having their terms expire in odd-numbered years and one-half in even numbered years. Additional directors appointed by the Board shall be split as evenly as possible between even and odd-numbered years of their expiring terms.

Section 10. Directors may be removed from office by the affirmative vote of two-thirds of the directors present and voting at a special Board meeting called for the purpose of removing said director.

Section 11. Any Director who is absent from three consecutive regularly scheduled Board meetings without extenuating circumstances shall be deemed to have vacated the directorship and shall be duly informed of such by the President.

Section 12. An executive committee of the Board shall be constituted as follows:

a. The executive committee shall consist of the President, the immediate past President, the Vice Presidents, the Secretary, the Treasurer, and one other Board member appointed by the President.

b. The executive committee shall meet at such times and places as the President shall direct. The executive committee may also meet by telephone conference or have its members polled by telephone or e-mail and actions may be approved thereby as if approved at an executive committee meeting.

c. The executive committee shall have all of the powers of the Board except the power to suggest the amendment of The Arc's Constitution or bylaws, appoint directors, settle or initiate lawsuits, approve the expenditure of funds exceeding \$500 and such other restrictions as the Board shall from time to time impose.

d. The actions taken by the executive committee shall be presented by the President for review by the Board at the next regular Board meeting following the executive committee meeting and any actions taken by the executive committee may be overruled by the Board to the extent third parties to The Arc are not prejudiced. Actions taken by the executive committee which have been presented for review by the Board and not overruled shall be deemed ratified by the Board.

Section 13. The Board may establish such other committees of its members and committees of members of The Arc as it, from time to time, sees fit, with such committees being given such duties and authority as the Board shall determine. Membership of such committees shall be appointed by the President unless the Board determines otherwise. The President may establish ad hoc committees to address specific issues of short duration.

Section 14. Members of The Arc may attend all Board meetings but may not vote unless they are members of the Board. They may, however, address the Board if invited to do so.

Section 15. The Board may have its members polled by telephone or e-mail and actions may be approved thereby as if approved at a Board meeting.

ARTICLE VIII - OFFICERS

Section 1. Officers of The Arc shall be as set forth in these bylaws, who shall be elected by the membership, as set forth in these bylaws.

Section 2. No employee of The Arc may serve as an officer or director of The Arc.

Section 3. There shall be the following elected officers of The Arc who shall have the following duties and responsibilities:

a. President - the President shall preside at all meetings of The Arc and the Board. He or she shall, with the approval of the Board, appoint all committee members, chairpersons, delegates to the Virginia and National Associations

and representatives of The Arc to appropriate organizations. He or she shall supervise directly or indirectly the work of all persons appointed by him or her. He or she shall act as the chief executive officer of The Arc and shall supervise the work of the Executive Director of The Arc. He or she shall present an annual report to the membership at its annual meeting and be responsible for sending a copy of that report to the Virginia and National Associations, along with the audited financial report of The Arc, within sixty days after the close of the fiscal year or as soon as practicable thereafter.

b. Vice Presidents - the Vice President shall perform such duties as the President may assign. If the President shall be removed or resign, the First Vice President shall succeed to that office for the balance of the term.

c. Secretary - the Secretary shall keep minutes of all Board and membership meetings, shall mail or e-mail all required notices to members and Board members, and shall file such reports with the Virginia Corporation Commission as are required by law. The Secretary shall also be entitled to receive notices on behalf of The Arc and its Board, and shall file such reports and provide such information to the Virginia and National Associations as they may require.

d. Treasurer - the Treasurer shall be responsible for the receipt, deposit, disbursement, and accounting of all funds of The Arc. He or she shall keep and maintain complete and accurate financial books and records and shall prepare such financial reports as the President or the Board may require of him or her. He or she shall publish the projected budget annually, and shall prepare an annual financial report, showing all receipts and disbursements by budget categories to the membership following the close of the fiscal year. He or she shall furnish the Board with periodic financial reports, and shall be responsible for sending annual dues and membership lists to the Virginia and National Associations by their prescribed dates.

Section 4. Officers shall be elected at the annual membership meeting for a term of one year. Vacancies in offices caused by the resignation or removal of an officer in the interim between annual membership meetings may be filled by appointment of the Board, such appointed officer shall complete the term of his or her elected predecessor.

Section 5. Additional offices may be created and eliminated by the Board of Directors, and officers may be appointed by the Board of Directors as set forth in these bylaws. Such additional offices, if created, shall be filled by appointment by

the Board and the appointed officers shall serve until the next annual membership meeting, whereupon said office shall be filled by election as set forth in ARTICLE VIII - OFFICERS Section 4 above. Persons appointed to fill such additional offices shall automatically become ex-officio directors. The Board may also eliminate any additional office it has created, unless the office is filled by an elected officer. An appointed officer, if any, filling the office when the Board votes to eliminate it, shall automatically be removed from office and removed as an ex-officio director (but shall remain a director if he or she was otherwise such prior to his or her appointment). The Board may eliminate any additional office it has created which is filled by an elected officer, at the expiration of that officer's elected term.

Section 6. No person may be elected to the same office for more than two consecutive terms unless it is determined by the Board to be in the best interests of The Arc for an individual to continue in office for a third consecutive term. A person may, however, remain a director for more than three consecutive terms.

Section 7. Officers may be removed from office by the affirmative vote of two-thirds vote of the Board members present and voting at a special Board meeting called for the purpose of removing the said officer.

ARTICLE IX - ELECTIONS

Section 1. Within 60 days prior to the annual membership meeting, the Board shall appoint a nominating committee.

Section 2. Within 30 days prior to the annual membership meeting, the nominating committee shall prepare a list of candidates for election as officers and directors of The Arc and provide the list to the membership. The nominating committee shall secure the consent of all persons on its list to serve if elected, prior to the annual meeting.

Section 3. At the annual membership meeting, the chair of the nominating committee or his or her designate, shall present the list of candidates prepared by the committee, which candidates shall thereafter be automatically nominated for the office listed. Additional nominations may be made from the floor by any member entitled to vote. When nominations are closed, elections shall be held and the recipient of a majority of the votes cast, or if there be no majority, a plurality of the votes cast, for each office shall be elected to such office.

ARTICLE X - RELATIONSHIP WITH NATIONAL AND STATE ASSOCIATIONS

Section 1. The Arc shall maintain its membership as a local chapter of the National Association, The Arc of the United States, and the State Association, The Arc of Virginia, and shall support these Associations and their policies. The Arc shall further send to the National and State Associations a copy of its audited annual financial statement, including a list of all income and disbursements, within sixty days after the close of its fiscal year or as soon as practicable thereafter.

Section 2. The representatives and voting delegates of The Arc to the National and State Associations and to other organizations shall act under the direction and be responsible to the Board and shall make such reports as the Board shall require.

ARTICLE XI – DISSOLUTION

Section 1. The Arc may be dissolved by the procedures specified in the Virginia Non-Stock Corporation Act for such dissolution, provided, however that the vote of two-thirds of the members of its Board of Directors shall be required to pass the resolution submitting The Arc's dissolution to the membership.

Section 2. In the event of the dissolution of The Arc, or in the event it shall cease to carry out the objectives and purposes set forth herein, all of its property and/or assets, after payment of its debts, shall be distributed to The Arc of Virginia or if that organization shall not be in existence or shall refuse such distribution, then to The Arc of the United States, or if that organization shall not be in existence or shall refuse such distribution, then to such non-profit organization or organizations whose activities, in the opinion of the Board of Directors, would best serve the purposes of The Arc.

Section 3. Notwithstanding the foregoing, however, in no event shall any of the assets and/or property of The Arc be distributed upon its dissolution to any officer, director, or member of The Arc.

ARTICLE XII - AMENDMENTS

Section 1. These articles may be amended by the two-thirds vote of the members present and entitled to vote at a membership meeting whereat written notice of the proposed amendment is sent or otherwise provided to the members at least 25 days but not more than 50 days in advance of the meeting. Notice provided in the Association's newsletter as provided for in these bylaws shall

be sufficient notice, notwithstanding the inadvertent failure to send the newsletter to any one member.

Section 2. These bylaws may be amended by two-thirds vote of the members present and voting at a special membership meeting called for the purpose of amending these bylaws. In such case, the notice for the special membership meeting shall contain a draft of the text of the proposed changes to these bylaws.

Section 3. Notwithstanding the foregoing, however, the provision of these bylaws providing the number of directors of The Arc shall be deemed automatically amended to conform to the appointment of additional directors by the Board as set forth in ARTICLE VII - BOARD OF DIRECTORS, Section 3 above.

Approved at the Annual Meeting – date unknown

Revised at the Annual Meeting – date unknown

Revised at the Annual Meeting – date unknown

Revised at the Annual Meeting -- November 12, 2007

Revised at the Annual Meeting – November 27, 2012