



CONSTITUTION and BYLAWS

Effective July 1, 2017

Adopted at the Annual Meeting 5/24/17

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CONSTITUTION

THE ARC TENNESSEE, INC.

ARTICLE I. NAME

Section 1. Corporate Name.

The name of this Corporation shall be The Arc Tennessee, Inc. hereafter referred to as The Arc Tennessee.

Section 2. Principal Office.

The official address of The Arc Tennessee shall be that designated from time to time by the Board of Directors.

Section 3. Legal Status and Characterization.

The Arc is organized exclusively for charitable, scientific and educational purposes as defined and limited by Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding of any future United States Internal Revenue Law). No part of the net earnings, contributions or other property shall accrue to the benefit of any member.

ARTICLE II. PURPOSES AND CORE VALUES

Section 1. Purposes.

The Arc Tennessee, in partnership with people with intellectual and/or developmental disabilities, their families and communities, its members, and its affiliated chapters shall work throughout the state to ensure that people with intellectual and/or developmental disabilities and their families have the supports and services they need, are accepted in their communities, and have maximum control of their own lives. The constituency of The Arc Tennessee also includes all those involved in the lives of Tennesseans with intellectual and/or developmental disabilities.

The Arc Tennessee exists for the following principal purposes:

- A. To advocate for the rights of people with intellectual and/or developmental disabilities and their families.
- B. To improve the quality of life of people with intellectual and/or developmental disabilities and their families.

- C. To achieve a large, active and diverse membership.
- D. To achieve a public understanding of the strengths, contributions and needs of people with intellectual and/or developmental disabilities and their families.
- E. To support the advancement and the improvement of preventive study, research, education and interventions related to people with intellectual and/or developmental disabilities and their families.
- F. To promote best practices in the field of services and supports to people with intellectual and/or developmental disabilities and their families.
- G. To cooperate with and assist The Arc US by supporting its mission, position statements and core values.
- H. To solicit and receive funds for the accomplishment of the above purposes.
- I. To promote and support those who serve people with intellectual and/or developmental disabilities and their families and who promote and support the core values of The Arc Tennessee.

Section 2. Core Values.

Core values of The Arc Tennessee are those values that are subscribed to and pursued by volunteer and staff leaders at both the state and local level of The Arc Tennessee. The Board of Directors shall from time to time develop core values for adoption by the delegates, by a two-thirds vote of the votes cast at an annual meeting.

ARTICLE III. MEMBERSHIP

Membership shall be open to local chapters of The Arc Tennessee, their members, and members at large who reside where there is no local chapter, subject to rules and standards set forth in the bylaws.

ARTICLE IV. OFFICERS

The Officers of The Arc Tennessee shall be a President, a Vice President, a Secretary and a Treasurer, to be elected as provided for in the bylaws. The most recent available Past President will also serve as an officer. At the time of election, each shall be a member in good standing of a local chapter in good standing or a member at large in good standing of The Arc Tennessee.

ARTICLE V. GOVERNING BODY

The governing body of The Arc Tennessee shall be the Board of Directors as provided for in the bylaws.

ARTICLE VI. MEETINGS

The Arc Tennessee shall hold an annual meeting, and special meetings as provided in the bylaws.

ARTICLE VII. NATIONAL MEMBERSHIP

The Arc Tennessee shall be an affiliated state member chapter of The Arc US and shall conform to the constitution and bylaws of that organization and to the rules, regulations and standards promulgated by that organization for its affiliated state member chapters, as stated in its affiliation agreement.

ARTICLE VIII. DISSOLUTION

Upon dissolution of The Arc Tennessee, the Board of Directors shall, after paying or making provisions for payment of all liabilities of The Arc Tennessee, dispose of all of the assets of The Arc Tennessee in such a manner or to such organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future chaptered States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by Chancery Court of competent jurisdiction of the county in which the principal office of The Arc Tennessee is located, exclusively for such purposes or such organizations as said Court shall determine which are organized and operated exclusively for such purposes, with priority given to local chapters of The Arc in Tennessee in good standing. Under no circumstances shall any of the property and assets of The Arc Tennessee during the existence and/or upon the dissolution thereof go and be distributed to any officer, member or subsidiary of The Arc Tennessee.

ARTICLE IX. AMENDMENTS

Section 1. This constitution may be amended by a two-thirds vote of the voting delegates at the Annual Meeting of The Arc Tennessee or at a special meeting called for that purpose. The proposed amendments shall have been presented in writing to each local chapter at least thirty (30) days in advance of the meeting at which the delegates will vote.

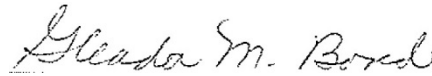
Section 2. Amendments shall be proposed in writing to the President by an officer of The Arc Tennessee or by a local chapter in good standing. The President shall

immediately refer the proposed amendment to the Planning/Rules Committee for consideration. If modification appears desirable, the Planning/Rules Committee shall consult with the President and the proposer of the amendment in an effort to develop a suitable modification. The Planning/Rules Committee shall recommend to the Board of Directors the adoption or rejection of each amendment referred to it or developed by the Committee with a detailed explanation. At its next meeting or at a special meeting called for that purpose, the Board of Directors shall review the proposed amendment and by resolution shall recommend its adoption or rejection. A copy of this resolution shall be sent with the proposed amendment to each local chapter at least thirty (30) days prior to the next Annual Meeting or a special meeting called for that purpose and shall be voted upon at that meeting. If the proposed amendment is received by the President before January 1, the amendment or the suitable modification must be presented to the membership at the next Annual Meeting unless withdrawn by the proposer.

This is the current constitution approved by a two-thirds vote of the voting delegates at a meeting of The Arc Tennessee.



President
5/31/17



Secretary
5/31/17

BYLAWS

ARTICLE I. MEMBERSHIP

- Section 1. The Arc Tennessee shall be made up of local chapters. A local chapter is defined as a non-profit organized group with a minimum of ten members that subscribe to and wish to formally support the mission, core values, and position statements of The Arc US and The Arc Tennessee, and is accepted by the Board of Directors of The Arc Tennessee as a local chapter.
- Section 2. Application for chapter affiliation shall be on a form furnished by The Arc US and shall be accompanied by a signed affiliation agreement and other information The Arc Tennessee may require. Application for affiliation will be acted upon by the Board of Directors at the next regularly scheduled meeting following receipt of application.
- Section 3. Each organized group applying for chapter affiliation shall meet such minimum standards for approval as developed from time to time by The Arc US and The Arc Tennessee. Each local chapter shall serve a definite geographic area within the State of Tennessee and shall be dedicated to promoting the wellbeing of its membership. The application shall describe the area which the chapter proposes to serve and the reasons therefore.
- Section 4. Voting privileges at the Annual Meeting or special meetings of The Arc Tennessee shall be limited to delegates from local chapters in good standing. Whenever the term “good standing” is used relative to any classification of members or chapters, it requires there be no delinquency in membership dues or financial obligations as defined in Articles II and III.
- Section 5. Individuals residing in the State of Tennessee who are interested in promoting the mission, core values, position statements and other objectives of The Arc Tennessee shall be encouraged to join a local chapter. In areas not served by a local chapter, an individual may become a member at large of The Arc Tennessee, by completing an application and paying the annual dues. Members at large do not have voting privileges at the Annual Meeting or special meetings of The Arc Tennessee but are eligible to be appointed to the Board of Directors or hold office and thereby obtain the rights and responsibilities that go with those positions.
- Section 6. Honorary Membership or Life Membership may be granted by the Board of Directors to any person who has made an outstanding contribution to the well being of The Arc Tennessee’s membership. Such a membership shall be

awarded at the Annual Meeting. Such members shall not be required to pay dues.

Section 7. Individual members of local chapters or members at-large shall become members of The Arc Tennessee and The Arc US.

Section 8. An individual member, an Honorary Member, a Life Member or a member at large may be suspended or expelled from The Arc Tennessee by a two-thirds vote of the Board of Directors for activities not in accordance with the policies or prejudicial to the interest of The Arc Tennessee or The Arc US providing written notice of such proposed action has been given to such member at least thirty (30) days in advance. Before acting on the suspension or expulsion, the board shall be presented with a written petition approved by a two-thirds vote of a local chapter, or by The Arc Tennessee's Executive Committee, setting forth the complaint and presenting evidence. The President shall notify the member immediately and give the date of the meeting of the Board of Directors at which the complaint will be heard. The member shall have the right to be heard at this meeting before expulsion or other penalties are applied by The Arc Tennessee Board of Directors. The member shall have the right to appeal a decision to suspend or expel to The Arc Tennessee Board of Directors at its next regular meeting.

Section 9. Membership lists shall not be published or made available outside The Arc Tennessee or The Arc US unless approved by the Executive Committee. The furnishing of such lists in confidential status to a legitimate, responsible, public or private agency shall be in the best interest of members and shall serve constructively the purpose of The Arc Tennessee. Membership rosters received from the local chapters and rosters listing the members at large are provided to The Arc US by The Arc Tennessee.

Section 10. No member shall make representation to any public official or body, or speak or act publicly in the name of The Arc Tennessee without prior approval from the President, the Executive Committee, or the Board of Directors.

ARTICLE II. LOCAL CHAPTERS

Section 1. Privileges of Local Chapter Affiliation.

Affiliated local chapters have the following privileges while they remain affiliated:

- A. Board Representation: To have representation on the Board of Directors of The Arc Tennessee and thereby to participate in exercising the powers, duties and responsibilities of the Board of Directors set forth in Article V.

This option will be given to each local chapter each year at the Annual Meeting. (Article V, Section 1.B.)

1. Timeline for selection. If a local chapter decides to have a representative to serve on the Board of Directors, the local chapter shall submit the name of the specific person, and it may also choose to submit the name of an alternate, to the President of The Arc Tennessee by July 15 following the Annual Meeting of The Arc Tennessee.
 2. Procedures for selection. The local chapter will select its representative and its alternate in accordance with the local chapter's practice or bylaws. The local chapter will have only one vote at The Arc Tennessee Board of Directors meetings. The vote may only be cast by the named representative or the named alternate.
 3. Affirmation statement. The representative and the alternate who assumes this position shall sign a statement of affirmation in accordance with Article V, Section 4.
 4. Conflict of interest statement. The representative and the alternate shall sign a Conflict of Interest statement annually, in accordance with Article V, Section V.
 5. Term of office. Each local chapter board representative and alternate will serve a one-year term based on the fiscal year of The Arc Tennessee which is July 1 through June 30.
 6. New chapters may choose to have representation upon affiliation.
- B. The use of The Arc's name and logo in accordance with established guidelines.
 - C. To receive information from The Arc Tennessee and The Arc US.
 - D. To receive any and all chapter benefits for which they are eligible.
 - E. Registration at events sponsored by The Arc Tennessee at member rates.
 - F. Local chapters in good standing with The Arc Tennessee have the right to be represented by a delegate(s) at the Annual Meeting or special meeting(s) of The Arc Tennessee. (Article VIII, Section 5.)

Section 2. Responsibilities of Affiliation.

Affiliated local chapters of The Arc Tennessee have the following responsibilities:

- A. To remain a membership-based not-for-profit organization.
- B. To provide The Arc Tennessee with the names and addresses of all of the chapter's members.
- C. To pay chapter affiliation fees and membership dues to The Arc Tennessee when due.
- D. To subscribe to and help implement The Arc Tennessee's mission, core values, position statements, substantive resolutions and legislative goals.
- E. To refrain from taking a public position as an affiliated chapter of The Arc Tennessee that is contrary to or in conflict with The Arc Tennessee's mission, core values, position statements, substantive resolutions and legislative goals.
- F. To identify itself at all times as an affiliated chapter of The Arc US, including use of The Arc's official logo, in accordance with established guidelines.
- G. To participate in and to name delegates to the Annual Meeting or special meetings of The Arc Tennessee.
- H. To respond to all requests for chapter information within 30 days of request.
- I. To provide services, at a minimum of Advocacy and Information & Referral in all geographic areas where fundraising activities, business ventures, or other campaigns are conducted, when not covered by another chapter.

Section 3. Maintaining Affiliation.

To maintain status as a chapter in good standing with The Arc Tennessee, a chapter must:

- A. At all times use the registered logo and name of The Arc US.
- B. Submit changes in leadership, articles of incorporation and constitution/bylaws to The Arc Tennessee within 30 days after occurrence.
- C. Pay affiliation fees and remit membership dues when due.
- D. Maintain a minimum of ten (10) individual and/or family memberships.

- E. Submit, required financial and other information on a timely basis.
- F. Comply with requirements of the affiliation agreement.

Section 4. Geographical Service Areas

- A. The local chapter, or its agents, shall not conduct any fundraising activities, business venture or other campaign, including for membership, in the geographical area served by another local chapter in good standing unless such activity is covered by a “Memorandum of Understanding” (MOU) with that local chapter. Any such MOU must be time-limited, and either resigned or re-negotiated periodically, with a term not-to-exceed three (3) years. The MOU shall spell out the bounds, considerations, limitations, and scope of the program. If two chapters cannot arrive at an MOU on their own, they shall agree to a binding mediation with a mutually agreed upon third party of their choosing. If no third party mediator can be agreed upon, The Arc Tennessee will choose one for them.
- B. Any established chapter desiring to annex additional counties to expand its service area must submit a written plan to The Arc Tennessee.

Section 5. Any local chapter may be suspended or expelled from The Arc Tennessee by a two-thirds vote of the Board of Directors for activities not in accordance with the policies or prejudicial to the interest of The Arc Tennessee or The Arc US providing written notice of such proposed action has been given to such chapter at least thirty (30) days in advance. Before acting on the suspension or expulsion, the board shall be presented with a written petition approved by a two-thirds vote of The Arc Tennessee’s Executive Committee setting forth the complaint and presenting evidence. The President shall notify the chapter immediately and give the date of the meeting of the Board of Directors at which the complaint will be heard. The chapter shall have the right to be heard at this meeting before expulsion or other penalties are applied by The Arc Tennessee Board of Directors. A local chapter shall have the right to appeal a decision to suspend or expel to The Arc Tennessee Board of Directors at its next regular meeting. A suspended local chapter may apply for reinstatement as soon as the cause of the suspension has been removed. An expelled local chapter may apply for reinstatement not sooner than one year following the final decision to expel.

ARTICLE III. MEMBERSHIP DUES AND AFFILIATION FEES

Section 1. Membership Dues.

Each local chapter shall pay annual dues per member to The Arc Tennessee and The Arc US in accordance with the current policies of these two organizations.

Membership rosters shall be prepared and submitted in a manner prescribed by The Arc Tennessee. Membership rosters received from the local chapters and rosters of members at large are provided to The Arc US by The Arc Tennessee. The delegates at the Annual Meeting shall approve any recommended change to the portion of membership dues to be submitted to The Arc Tennessee. The Board of Directors of The Arc Tennessee shall determine the dues for members at large and for such other categories of membership as may be established by the Board of Directors. Each local chapter shall pay annual dues per member to The Arc Tennessee within 30 days of invoicing.

Section 2. State Affiliation Fees.

The local chapter affiliation fee formula and any subsequent changes of this formula shall first be considered by the Board of Directors of The Arc Tennessee and then be submitted to and approved by the delegates at the Annual Meeting.

Section 3. The Arc US Affiliation Fees.

The local chapter affiliation fee will be paid to The Arc US in accordance with current policy of The Arc US.

Section 4. Collection of Membership Dues and Affiliation Fees.

The Board of Directors of The Arc Tennessee shall determine the time and manner of payment and penalties for late payment for membership dues and affiliation fees.

Section 5. Penalties for Nonpayment or Delinquent Payment.

Nonpayment or delinquent payment of membership dues and affiliation fees may result in a loss of votes and other chapter privileges at the discretion of the Board of Directors.

Section 6. Each local chapter shall pay The Arc Tennessee annual financial obligations in accordance with the current policies of The Arc Tennessee. The Arc Tennessee shall notify each local chapter of the amount of its affiliation fee at least 90 days in advance of the due date. The Arc Tennessee must meet its annual financial obligation to The Arc US no later than the due date established by The Arc US

Section 7. Each local chapter shall submit annually to The Arc Tennessee its financial statement, membership of its Board of Directors, and the name of its membership processor.

ARTICLE IV. OFFICERS

- Section 1. The Officers of The Arc Tennessee shall consist of: a President, a Vice-President, a Secretary, a Treasurer, who shall serve a term of one year, and the most recent available Past President. The officers shall be elected in a manner hereinafter provided (Article IX) to serve for a term specified above, beginning the first of the month following their election at the Annual Meeting or until their successors are elected. No officer may serve in the same office for more than two full terms in succession. Each officer shall at the time of his/her election be a member in good standing of a local chapter in good standing, or a member at large in good standing of The Arc Tennessee. . All other officers may be from any region. No person shall be nominated as an officer who is deemed to have a conflict of interest by virtue of his/her occupation, affiliation with other organizations, or demonstrated contradictory interest.
- Section 2. The President shall preside at all meetings of The Arc Tennessee, the Board of Directors, and the Executive Committee. The President shall appoint all committee chairs as defined in Article XI, Section 1, with the exception of the Board Development Committee (Article IX, Section 1), the Budget/Finance Committee (Article IV, Section 5) and the Planning/Rules Committee (Article IV, Section 3). The President shall be an ex officio member of all committees except the Board Development Committee, and shall exercise general supervision over the work of all committees and that of the other officers in order to assure that the objectives of The Arc Tennessee are executed in the best possible manner. The President shall authenticate by his/her signature, when necessary, all acts, orders and proceedings of The Arc Tennessee. The President shall have such other powers and perform such other duties as prescribed by these bylaws and shall have, in general, the powers and duties usually associated with the office of President.
- Section 3. The Vice-President shall succeed to the presidency in case of a vacancy in that office and shall perform the duties of the President in his/her absence or incapacitation. Should a question arise as to the ability of the President to serve, the Board of Directors shall have the authority to delegate all the duties and responsibilities of the President to the Vice-President. The Vice-President shall aid the President in the performance of Presidential duties, will serve as the chairperson of the Planning/Rules Committee and report periodically to the President on these activities. The Vice-President shall carry out such other duties as may be assigned by the President.
- Section 4. The Secretary shall ensure that accurate records/minutes of the proceedings and business transacted at all meetings of The Arc Tennessee, the Board of Directors, and the Executive Committee are kept with the aid of The Arc Tennessee staff. The Secretary shall review and sign off on all such records. The Secretary shall ensure that notices of all meetings are issued, and shall

ensure that the roll is called at each meeting. The Secretary shall submit minutes of meetings within 30 days.

Section 5. The Treasurer shall be primarily responsible for all revenues of The Arc Tennessee and maintain a complete and accurate account of all funds, with the aid of The Arc Tennessee staff. The Treasurer shall serve as Chairperson of the Budget/Finance Committee (Article XI, Section 1) and shall be responsible for seeing that a complete financial report is prepared immediately after the close of the fiscal year showing all receipts and disbursements by budget categories and shall then make the books and records available for audit.

Section 6. The current President of the Board of Directors of The Arc Tennessee, may, at his/her discretion, award the honorary title of President Emeritus to an individual who has served previously as Board President, in recognition of outstanding contributions to The Arc Tennessee and its membership.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Arc Tennessee Board of Directors shall be composed of the following:

- A. Five (5) officers named in Article IV, Section 1
- B. Representatives by name from local chapters chosen each year by the local chapter in accordance with Article II, Section 1.A. The number of representatives of local chapters may change from year to year.
- C. Three (3) Regional Representatives as defined in this Article, Section 2.E.
- D. Chairpersons of the standing committees as named in Article XI, Section 1.
- E. Any member of The Arc Tennessee who is serving The Arc US in an official capacity (i.e., officer, board member, nominating committee, or committee member)
- F. Five (5) members from the general membership appointed by the President.

Section 2. Eligibility Requirements/Restrictions:

- A. A member of The Arc Tennessee, at the time of election or appointment in order to be eligible to serve as an officer, director or delegate of The Arc Tennessee Board of Directors, shall be a member in good standing of a local chapter in good standing of The Arc Tennessee or a member at large in good standing of The Arc Tennessee. He or she may be from any of the three regions of the state, with the exception of the three (3) Regional

Representatives (Article IV, Section 1 and 7) or when a member is representing a local chapter he or she shall be from the area represented by the local chapter. (Article II, Section 1A)

- B. All directors must be eighteen (18) years of age or older.
- C. A majority of the members of the Board of Directors shall be a family member of a person with intellectual and/or developmental disabilities or a self-advocate.
- D. At least two (2) members of the Board of Directors, whether elected or appointed, shall be self-advocates.
- E. Regional Representatives shall represent people with IDD and their families in their region and ensure that their needs are addressed by The Arc Tennessee.

The regions are:

Region I may include the following counties: Anderson, Bledsoe, Blount, Bradley, Campbell, Carter, Claiborne, Cocke, Grainger, Greene, Grundy, Hamblen, Hamilton, Hancock, Hawkins, Jefferson, Johnson, Knox, Loudon, Marion, McMinn, Meigs, Monroe, Morgan, Polk, Rhea, Roane, Scott, Sevier, Sequatchie, Sullivan, Unicoi, Union, and Washington.

Region II may include the following counties: Bedford, Cannon, Cheatham, Clay, Coffee, Cumberland, Davidson, DeKalb, Dickson, Fentress, Franklin, Giles, Hickman, Houston, Humphreys, Jackson, Lawrence, Lewis, Lincoln, Macon, Marshall, Maury, Montgomery, Moore, Overton, Perry, Pickett, Putnam, Robertson, Rutherford, Smith, Stewart, Sumner, Trousdale, VanBuren, Warren, Wayne, Williamson, Wilson, White.

Region III may include the following counties: Benton, Carroll, Chester, Crockett, Decatur, Dyer, Fayette, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Lake, Lauderdale, Madison, McNairy, Obion, Shelby, Tipton, Weakley.

- F. No full-time employee of The Arc Tennessee is eligible to serve as an officer, director or delegate of The Arc Tennessee Board of Directors.
- G. A part-time employee working less than twenty (20) hours a week or a contract employee of The Arc Tennessee, after full disclosure, may be eligible to serve as a director or delegate of The Arc Tennessee Board of Directors. He/She may if elected or appointed, chair a standing committee

(Article XI, Section 1) or serve as a local chapter representative to The Arc Tennessee Board of Directors (Article II, Section 1.A.1.2.3.4.). He/She will not be eligible to serve as an officer or as a member of the Budget/Finance Committee.

H. An employee of a local chapter in good standing may be eligible to serve as an officer, a director or delegate after full disclosure, with the exception of an Executive Director of a local chapter. An Executive Director of a local chapter may serve as a director or delegate but will not be eligible to serve as an officer or as a member of the Budget/Finance Committee.

Section 3. All appointments made by the President, including the chairs of the standing committees (with the exception of the committees that are chaired by the elected officers, Article IV Section 2 and 5, Article IX Section 1), shall be approved by a majority of the elected officers of the Board prior to participation as a voting member at Executive Committee or Board meetings. This vote can be at the first Executive Committee meeting after the Annual Meeting of The Arc Tennessee, or at any time by an electronic poll. This action shall be reported to the Board of Directors at their first meeting following the Annual Meeting of The Arc Tennessee.

Section 4. Each member of the Board of Directors of The Arc Tennessee shall be required to sign an affirmation statement confirming his/her desire to serve and his/her commitment to attend quarterly board meetings. Directors are expected to attend all meetings of the Board and serve on at least one committee. Any member of the Board of Directors who misses two (2) consecutive meetings without giving notice or extenuating circumstances shall cease to be a member of the Board of Directors upon notification from the President. When a local chapter has submitted the name of an alternate in accordance with Article II, Section 1.A.1., this person shall also sign a statement of affirmation of service.

Section 5. Each member of The Arc Tennessee Board of Directors shall sign a Conflict of Interest statement annually. Any member of The Arc Tennessee's Board of Directors, having a duality of interest or conflict of interest in any fiscal matter, shall not vote or use personal influence on that matter and shall not be counted in determining the quorum for the meeting, even where permitted in the bylaws. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the presence of a quorum.

Section 6. The Board of Directors shall have the power of The Arc Tennessee between meetings of The Arc Tennessee unless otherwise specified in the Constitution and Bylaws.

Section 7. Any action of the Board of Directors may be reviewed at the succeeding Annual Meeting of The Arc Tennessee or at a special meeting called for that purpose by

any three (3) local chapters in good standing, by written request lodged with the Secretary at least sixty days prior to the meeting(s). Such action may be altered or rescinded by a two-thirds affirmative vote, provided no irrevocable rights of third parties shall be affected by such revision or alteration. The Board of Directors shall report its transactions through the President at the Annual Meeting of The Arc Tennessee.

Section 8. The Board of Directors shall have the authority and the responsibility to discharge by a two-thirds vote any officer, director, or committee chairperson who becomes incapacitated or otherwise fails to carry out the responsibilities of his/her office. In the event any officer vacates his/her office, becomes incapacitated, or is removed from office before his/her term expires, the Board of Directors shall appoint a successor to serve until the next Annual Meeting, except for the office of President (Article IV, Section 3.) In the event a director representing a local chapter vacates his/her board position, becomes incapacitated, or is removed from the board before his/her term expires, the local chapter shall have thirty (30) days to fill this vacancy, in accordance with the local chapter's practice or bylaws.

Section 9. The Board of Directors shall meet quarterly at times and places as the board may find convenient, unless the board shall vote to omit a specific meeting. The Board of Directors may meet at such other times as it may find necessary to properly transact the business of The Arc Tennessee and may conduct business by electronic methods between scheduled meetings with a written record of the agenda and the minutes presented for approval at the next quarterly meeting. A special meeting of the Board of Directors shall be called by the President, by any three officers, or by any three local chapters upon a written request to the Secretary. The request shall state the reason for calling the meeting and the specific business to be transacted. Notice of all meetings shall be provided to the members of the Board of Directors and to the local chapters at least ten days in advance.

Section 10. At least fifty percent (50%) of the members of the Board of Directors shall be present in person to constitute a quorum. The quorum shall be determined from the roll call by the Secretary. If fifty percent (50%) of the directors are not present, then items of business shall be ratified by the Executive Committee at their next meeting or next scheduled board meeting. Each Board Member of The Arc Tennessee shall have one vote at board meetings.

Section 11. The local chapter shall be responsible for the expenses of the board member representing that local chapter fully attending each meeting of the Board of Directors. The Arc Tennessee shall be responsible for the expenses of all other board members fully attending each board meeting.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the five (5) officers (Article IV, Section 1).

Section 2. The Executive Committee shall meet as many times as the committee may find necessary to properly transact the business of The Arc Tennessee. A meeting of the Executive Committee may be called by the President or by any three officers. Members shall be notified at least three days in advance of a called meeting. Such notice shall be provided by phone, in person, or by email. Verification of receipt of notice shall be provided orally (by phone or in person), or through email. When time does not permit three days notice, such notice may be waived through oral, written or electronic assent of 75% of the members of the committee. Records of action by the Executive Committee shall be reported to the Board of Directors.

Section 3. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next regular meeting and shall be subject to revision or alteration by the Board of Directors by a two-thirds vote, providing no irrevocable rights of third parties shall be affected by such revision or alteration.

Section 4. The Executive Committee may conduct business when a quorum of at least 60% of members are present.

Section 5. The Executive Committee of The Arc Tennessee may conduct business by members being physically present at the meeting place, by a telephone conference call or by electronic methods with a written record of the agenda and the minutes presented for approval at the next meeting of the Executive Committee.

Section 6. The Arc Tennessee may reimburse expenses for Executive Committee members attending face-to-face meetings.

Section 7. Members of the Executive Committee are expected to attend each meeting of the Committee. Any member of the Committee who misses two (2) consecutive meetings without giving notice or extenuating circumstances shall cease to be a member of the Executive Committee upon notification from the President.

ARTICLE VII. EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall employ an Executive Director, properly qualified by education or experience, establish his/her duties, and fix a salary. The

Executive Director shall serve at the pleasure of the board but may be terminated by a two-thirds vote of the Board of Directors.

Section 2. The Executive Director shall be the administrative head of The Arc Tennessee serving at all times under the direction of the Board of Directors through the President. The Executive Director shall be responsible for implementing and executing policies, programs and activities approved by the Board of Directors of The Arc Tennessee. The Executive Director shall in consultation with the officers, directors and committees of The Arc Tennessee assist in developing an overall program with short and long term goals and objectives. The Executive Director shall recommend policies, activities, and programs for consideration of the Board of Directors and the Executive Committee, the committees, the local chapters, and the members to make full use of the energies and proficiencies of the membership in strengthening The Arc Tennessee and carrying out its objectives. The Executive Director shall have authority to employ, terminate and fix the duties and salaries of other employees of The Arc Tennessee, subject to standards, regulations and limitations adopted by the Board of Directors.

Section 3. The Executive Director is authorized to speak for The Arc Tennessee but not beyond such limits as may be established by the Board of Directors.

Section 4. The Executive Director shall function at all times within the policies established by The Arc Tennessee and its Board of Directors and shall have no authority to countermand decisions made by the membership at its Annual Meetings or any other meetings, nor to disregard any provisions contained in the constitution and bylaws.

ARTICLE VIII. ANNUAL MEETINGS OF THE ARC TENNESSEE

Section 1. The Annual Meeting of The Arc Tennessee shall be held during the fourth quarter of each fiscal year in conjunction with the fourth quarter board meeting at a time and place to be determined by the Board of Directors. The Board of Directors shall have the option to conduct one of the regular quarterly board meetings during and at the place of the general membership annual meeting of the members. The members shall, at the annual meeting, elect from their own number, Directors and officers to serve for the ensuing year and until their successors might be duly elected and qualified. The Directors may conduct at the annual meeting any other business that a majority of the Directors may deem proper. Written, faxed, or electronic notice shall be sent to all members of the date, time, location and the business of the annual meetings.

Section 2. The delegates shall have the following powers, duties, and responsibilities:

A. To elect the officers of The Arc Tennessee.

- B. To elect two (2) members of the Board Development Committee of The Arc Tennessee in accordance with Article IX, Section 1.
- C. To approve the budget of The Arc Tennessee.
- D. To establish and/or amend membership dues, local chapter affiliation fees, and Constitution and Bylaws of The Arc Tennessee.
- E. To act on any other business that may come before the delegates including core values, mission, vision, position statements and substantive resolutions.

Section 3. Special meetings of The Arc Tennessee may be called by the Board of Directors upon a two-thirds vote and must be called by the President upon the written request of two-thirds of the local chapters. The call for the meeting shall state the business to be transacted. No other business may be transacted at the meeting.

Section 4. Formal notice of all meetings of The Arc Tennessee must be given to the local chapters and members at large at least thirty (30) days in advance.

Section 5. At the Annual Meeting or a special meeting of The Arc Tennessee, each local chapter in good standing shall be entitled to one vote plus one additional vote for each twenty-five (25) members or fraction thereof, not to exceed ten votes for any local chapter. Voting strength shall be based on membership totals as of April 30. A local chapter may distribute its votes among its delegates, but a delegate may not have less than one vote.

Section 6. Each local chapter in good standing shall be provided with the number of its allocated votes along with the notice of the meeting.

Section 7. Any local chapter may delegate one or more of its votes to any member in good standing of its local chapter. In the event no one from a local chapter can attend the meeting, the local chapter may designate any voting delegate or delegates or an officer of The Arc Tennessee to cast its votes. The local chapter will provide The Arc Tennessee with the name(s) of any delegate or officer so designated no less than twenty-four (24) hours prior to the Annual Meeting.

Section 8. Each board member of The Arc Tennessee shall have one vote at the Annual Meeting or special meetings of The Arc Tennessee.

Section 9. Each voting delegate and alternate shall be a member in good standing of a local chapter in good standing or a Board Member in good standing.

Section 10. The roll of local chapters shall be called when the Annual Meeting is called to order. Local chapter delegates shall identify themselves by name. Delegates from each local chapter will be provided with the opportunity to caucus prior to the conduct of business requiring a vote.

Section 11. A quorum at a meeting of The Arc Tennessee shall be established upon completion of the roll call, based on the number of local chapter delegates; other delegates or officers to whom local chapter votes have been designated; and directors of The Arc Tennessee present.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. The Board Development Committee shall consist of five members in good standing of chapters in good standing to be selected in the following manner to serve until the next Annual Meeting. Two members of this committee shall be elected at the Annual Meeting. Two additional members shall be elected by the Board of Directors at its first meeting following the Annual Meeting. The Chairperson of this committee shall be the most recent available Past President. Any member who becomes unable to serve shall notify the President and the President and Executive Committee shall appoint a successor.

Section 2. The Committee shall select a slate of one or more eligible persons for each office and a slate of two or more eligible persons to serve on the Board Development Committee to be elected at the Annual Meeting. The Board Development Committee shall secure consent from each nominee to serve if elected. It shall submit its slate of nominees to the Secretary at least forty-five days prior to the Annual Meeting in order that this slate may be submitted to the Board of Directors thirty days prior to the Annual Meeting.

Section 3. A member of the Board Development Committee who becomes a candidate for nomination shall resign from the committee prior to any discussion or action taken on the nomination and shall be replaced according to Section 1 of this Article.

Section 4. The election shall be held at the business session of the Annual Meeting. The report of the Board Development Committee shall be read by its chairperson or in his/her absence, by the Secretary. The chairperson of the meeting shall invite nominations from the floor. Each person nominated from the floor must signify his or her willingness to serve if elected. If the person nominated from the floor is not present, he/she must have indicated in writing his/her willingness to serve if elected.

Section 5. Voting shall be by secret ballot for any position for which there is more than one candidate.

Section 6. The chairperson of the Board Development Committee shall serve as head teller and as necessary, the chairperson of the meeting shall appoint two other tellers to serve with him/her. The teller shall count the votes and give the count to the President, who shall announce the count before the end of the business session. To be elected, a candidate must receive a majority of the votes cast for that position except that in electing members of the Board Development Committee, the two candidates receiving the largest number of votes shall be declared elected. In case a candidate for a position other than on the Board Development Committee does not receive a majority of the votes cast, a vote shall then be taken on the two candidates receiving the highest number of votes.

Section 7. The newly elected officers shall take office on the first day of the month following their election.

ARTICLE X. FISCAL MATTERS

Section 1. The fiscal year shall be from July 1 through June 30.

Section 2. All monies received by The Arc Tennessee from whatever source shall be deposited in accounts managed by The Arc Tennessee, in accordance with accepted accounting practices, in a financial institution approved by the Board of Directors.

Section 3. All checks payable from The Arc Tennessee's bank accounts shall be signed by two people. The signatures shall be that of any two of the following: Treasurer, President, Executive Director or persons approved by the Board of Directors for this specific responsibility.

Section 4. The Board of Directors will authorize a contract with a certified public accountant to conduct an annual audit of The Arc Tennessee.

Section 5. The Board of Directors or the Executive Committee may authorize an audit of the financial records at any time.

Section 6. The adoption of an annual budget by the Board of Directors and general membership shall be construed as authorizing expenditures indicated therein.

Section 7. All non-budgeted expenditures above an amount to be determined annually by the Executive Committee shall be fully documented and approved by the President or, in his or her absence, by the Vice-President. All non-budgeted expenditures in excess of a further amount to be determined annually by the Executive Committee shall be approved by the Executive Committee.

Section 8. The Executive Committee may make adjustments in the budget if deemed necessary at any of its meetings during the fiscal year.

ARTICLE XI. COMMITTEES

Section 1. Standing Committees. The following are Standing Committees of The Arc Tennessee including a general description of their duties. With the advice of the Board of Directors, the President shall clarify the duties and responsibilities of each committee, decide any conflict of jurisdiction among committees, appoint a Chairperson for each of the committees within thirty (30) days following the election except as otherwise provided for in the Bylaws. The President shall be an ex-officio member of all committees except the Board Development Committee. The President may also invite the Executive Director and other staff to meet with the committees.

- A. The Executive Committee exercises all powers of the Board of Directors between regular meetings of the Board. For membership, responsibilities, and meetings of the committee, see Article VI.
- B. The Advocacy and Education Committee monitors, addresses and increases awareness of major issues impacting the lives of people with intellectual and developmental disabilities and their families throughout the lifespan. Issues include early intervention, health care, education, systems of support, self-determination, quality of life, end of life planning and other topics of significance.
- C. The Budget/Finance Committee, with support from staff, establishes, approves and monitors the annual budget; oversees the establishment of fiscal procedures; monitors legal and regulatory compliance; ensures that a complete financial report is prepared at the close of the fiscal year; and provides that an independent audit is conducted and reviewed annually in accordance with contract requirements. The Chair of the Budget/Finance Committee is the Treasurer, Article IV, Section 5.
- D. The Public Policy Committee addresses legislative and public policy issues both at the State and Federal levels through active engagement with government officials, legislators and other policymakers.
- E. The Membership Committee addresses membership issues, including membership recruitment and retention, chapter development and support; and membership and chapter dues and fees in accordance with Article VIII, Section 2.D.
- F. The Board Development Committee develops and presents a slate of officers and Board Development Committee members for election at the annual

meeting as described in Article IX, Section 1. The Chair of the Board Development Committee is the most recent available Past President.

- G. The Planning/Rules Committee ensures the development of a strategic plan composed of the goals and objectives of The Arc Tennessee. The proposed plan is approved by the Board of Directors and reviewed periodically to track progress; and revised as necessary. The Committee periodically reviews the Constitution and Bylaws, vision, mission and values; and policies. Recommended changes are presented to the appropriate body for adoption as provided for in the bylaws (Articles V, VI, VIII, XIV, XV). The Chair of the Planning/Rules Committee is the Vice-President.
- H. The Public Awareness/Awards Committee increases the awareness of The Arc Tennessee's vision, mission and values throughout the state. The Committee also oversees the annual awards program for the organization.
- I. The Development Committee is responsible for developing and overseeing long-term and short-term fundraising activities of the organization.

Section 2. Term of Office. Each committee chair and members shall serve a one-year term and may be appointed for subsequent terms, as needed, with no term limits. The President may discharge any committee chairperson or member, subject to confirmation by the Board of Directors, who fails to carry out the responsibilities of the position as provided for in Article I, Section 9 and Article VI, Section 7.

Section 3. Ad Hoc Committees. The President, with the advice of the Board of Directors, may appoint additional committees as may be required to facilitate the work of The Arc Tennessee, define the duties of each such committee and fix the duration of its activities.

Section 4. Committee Meetings. Each committee shall meet as often as needed to carry out the duties and assignments of the committee.

Section 5. Committee Records. Each committee chair shall report to the Board of Directors quarterly and keep written records of committee meetings.

Section 6. Specific charges. Specific charges for each committee are provided in The Arc Tennessee Policy and Procedures Manual, Committee guidelines section.

Section 7. Additional Committee Duties. The President and/or The Board of Directors shall assign other duties, as needed, to any committee in order to facilitate operation of the organization.

ARTICLE XII. LIABILITY

Section 1. Liability Pertaining to Officers and Directors

- A. No one serving as a member of The Arc Tennessee Board of Directors, either individually or as a group shall be personally liable for any debt or obligation of The Arc Tennessee. Any current or former member of the Board of Directors serving on behalf of The Arc Tennessee shall be indemnified against such expenses (limited to insurance coverage) provided that such act has been in a manner not considered unethical, unlawful or against the best interests of The Arc Tennessee. This decision shall be based on the method of determination as outlined below. Such expenses may include attorney fees, judgments, fines and amounts paid in settlement or incurred in connection with any threatened, pending or completed civil, criminal, administrative or investigative claim, action, suit or proceeding.

- B. A vote of the majority of the Board of Directors who were not, and are not, parties to or threatened by any such action, suit or proceeding, shall determine whether any such acts meet the standards outlined above. Should a majority of the Board of Directors not be available, then such determination may be made by the court in which such action, suit or proceeding has been brought.

- C. No amendment or repeal of this provision shall apply or to have any effect on the liability or alleged liability of any member of The Arc Tennessee Board of Directors for or with respect to any acts or omissions of the Board of Directors, individually or as a group, occurring prior to such amendment or repeal, and on or after the date on which this provision becomes effective.

- D. The Board of Directors of The Arc Tennessee is hereby authorized to obtain the necessary insurance protecting the Officers and Directors for the types of expenses described herein. The Arc Tennessee limits the amount of liability for all the provisions stated above to whatever amount the insurance provides.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Sturgis' The Standard Code of Parliamentary Procedure, 4th edition, shall govern the conduct of business at meetings of The Arc Tennessee, The Board of Directors, and the Executive Committee in all cases which it is applicable and not in conflict with the constitution and bylaws.

ARTICLE XIV. POLICIES

- Section 1. Any member of the Board of Directors or staff may propose a new policy or an amendment to or deletion of an existing policy in The Arc Tennessee's Policy and Procedures Manual.
- Section 2. All such proposals will be received and reviewed by the Executive Director in conjunction with the Planning/Rules Committee and referred to the Planning/Rules Committee for consideration.
- Section 3. Upon recommendation from the Planning/Rules Committee, a proposed policy or policy amendment or deletion of any existing policy may be adopted by a two-thirds vote by The Arc Tennessee Board of Directors.

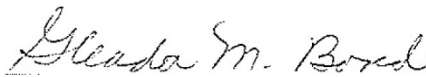
ARTICLE XV. AMENDMENTS

- Section 1. These bylaws may be amended by a two-thirds vote of the voting delegates at the Annual Meeting of The Arc Tennessee or at a special meeting called for that purpose. The proposed amendment shall have been presented in writing to each local chapter at least thirty (30) days prior to the meeting at which it is to be voted upon.
- Section 2. Amendments may be proposed in writing to the President by an officer of The Arc Tennessee or by a local chapter in good standing. The President shall immediately refer the proposed amendment to the Planning/Rules Committee for consideration. The Planning/Rules Committee shall recommend to the Board of Directors the adoption or rejection of each amendment referred to it or developed by the committee with a detailed explanation of the reasons therefore. At its regular meeting or at a special meeting called for the purpose, the Board of Directors shall review the proposed amendment and by resolution shall recommend its adoption or rejection with reasons therefore. A copy of this resolution shall be sent with the proposed amendment to each local chapter at least thirty days prior to the next Annual Meeting or special meeting called for the purpose and shall be voted upon at that meeting.

These are the current bylaws approved by a two-thirds majority of the voting delegates at a meeting of The Arc Tennessee.



President
5/31/17



Secretary
5/31/17