



Achieve With Us.

BYLAWS

ARTICLE I

PRINCIPAL OFFICE AND NAME

SECTION 1:

The name of this corporation is The Arc of Fort Bend County (the "Corporation"). The Arc of Fort Bend County ensures opportunities for people with intellectual and developmental disabilities to maximize their quality of life within Fort Bend County.

SECTION 2:

The principal office of this corporation shall be located in Fort Bend County, Texas at an address designated from time to time by the Board of Directors.

ARTICLE II

MEMBERSHIP

SECTION 1:

Membership shall be open to all persons supportive of the mission and purposes of the corporation subject to the rules and standards set forth in these Bylaws.

SECTION 2:

Membership may be obtained by submitting the amount of annual dues prescribed by the Board of Directors.

SECTION 3:

A member is one whose dues are not delinquent or waived. Dues are delinquent if not paid on or before the annual renewal date.

SECTION 4:

Only those members in good standing shall be eligible to hold office and to vote in person on all questions at all membership meetings. No employee or paid consultant of the Corporation may serve as an officer, director, voting committee member or delegate.

SECTION 5:

Honorary membership or lifetime membership may be granted by the Board. Such membership shall be awarded at the Annual Meeting. Such members shall not pay dues, vote or be eligible to hold office on the basis of such membership. All other classifications of membership shall pay dues as established by the Board of Directors.

SECTION 6:

Control of this Corporation shall rest with membership. Any action of the Board of Directors shall be subject to review upon written request by 10% or more of members in good standing. Such request will include that the matter be placed on the agenda of the next Annual Meeting, or at a special meeting called for that purpose held within ninety (90) days of the matter to be reviewed; provided, however, that such review of an action of the Board of Directors as described in this section may not be acted upon without adequate notice of the matter to be reviewed. For purposes of this section, "adequate notice" means the proposed matter to be reviewed must have been received by the Secretary of the Board no less than sixty (60) days before the date of the Annual Meeting. Any action of the Board of Directors may be altered or rescinded with an affirmative vote of two-thirds (2/3) of the members present at a membership meeting. There must be at least 25% of the members in good standing in attendance at such a meeting. Any action may not affect the rights of third parties, for example, the Corporation may not retroactively alter its contractual or debt obligations, including employee contracts, but may act prospectively on such matters.

SECTION 7:

No member shall make representations to any public official or body or speak or act publicly in the name of The Arc of Fort Bend County without prior approval from the Chairman of the Board of Directors or CEO of The Arc of Fort Bend County; provided, however, a member may publicly support the Position Statements, policies and resolutions adopted by The Arc of the United States, The Arc of Texas and The Arc of Fort Bend County without prior approval.

SECTION 8:

Any member whose actions are prejudicial to the interests of the corporation, or determined under the following procedure, or of The Arc, or of persons who have intellectual and developmental disabilities may be expelled as follows:

All of the procedures described below shall be conducted in a manner calculated to protect the confidentiality of this process, including holding board consideration in closed session.

A member in good standing may bring a written complaint against another member, and submit it to the

Chairman or if the complaint is against the Chairman, to the Vice Chairman. The complainant shall present evidence to substantiate the accusation.

The Chairman or officer receiving the complaint shall notify the affected member that such an action will come before the Corporation's Board. A summary of the evidence shall be offered in support of the action, as well as the time, date, and place the Board will meet to consider the action.

Written notice will be provided to the member at least thirty (30) days prior to the date action will be considered and an opportunity will be provided to show cause why the member should not be suspended or expelled.

Upon an affirmative three-fourths (3/4) vote of the Board of Directors at a meeting with a quorum, the affected member will be expelled.

The affected member may waive the confidentiality of this process and shall have the right to appeal the decision to the general membership. On receipt of the appeal, the Chairman shall call a special meeting within 30 days at which the membership, having established a quorum, may overrule the decision of the Board of Directors by an affirmative vote of three-fourths (3/4) of the membership present.

SECTION 9:

Membership lists shall not be published or made available outside the Corporation except where, in the opinion of the Board, the furnishing of such lists, in confidence, to a public or private agency will be in the best interests of the members and will serve the purpose of this Corporation, or where required by The Arc of Texas or The Arc of the United States. Any member may "opt-out" of a decision by the Corporation to furnish a confidential list to others.

ARTICLE III

MEETINGS OF THE MEMBERSHIP

SECTION 1:

Regular meetings of the membership shall be held as determined by the Board of Directors or the membership. Members shall be notified in advance of all meetings.

SECTION 2:

A quorum shall consist of 10 percent (10%), of the membership or fifteen (15) members in good standing, whichever is greater. Voting must be done in person, meaning that there is no proxy voting.

SECTION 3:

The Annual meeting will be held no later than July 1 of each year. The election of officers and directors will be at the Annual Meeting, which may not be omitted.

SECTION 4:

Subject to the provisions of Article II, Section 6, special meetings of the members may be called by the Chairman or on written application of five (5) members made to the Secretary who shall mail notices to all members not less than one week prior to the meeting stating the purpose of the meeting. Only business specified in the meeting notice may be transacted at a special meeting.

ARTICLE IV

DUES

SECTION 1:

Members shall pay annual dues as set by the Board of Directors. The dues to be paid shall include the dues payable to state and national organizations of The Arc and each member shall be deemed a member of the state and national organizations of The Arc as well as a member of The Arc of Fort Bend County

SECTION 2:

Dues may be waived in specific cases by the Board of Directors or CEO when the payment of dues would constitute a hardship or when used as an incentive to attract new members.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1:

The Board of Directors shall be responsible for the conduct of the business of The Arc and shall be empowered to employ such professional personnel as required to administer the affairs of the corporation. The responsibilities of the Board shall include, without limitation, the preparation of a strategic plan and the annual evaluation of the CEO's performance and compensation. Additionally, the Board shall approve annual operating plans and annual operating budgets.

SECTION 2:

The officers and directors on the Board of Directors must be members of The Arc of Fort Bend County. The total number of voting members of the board shall not exceed fifteen.

SECTION 3:

Potential board members will be required to acknowledge willingness to abide by the board membership requirements in the organizational documents; acknowledge willingness to serve out and complete the board term; and acknowledge willingness to comply with individual board member responsibilities as

adopted by the Board. Upon beginning an initial term and any subsequent terms as a director, each director shall acknowledge receipt of and compliance with the Code of Ethics.

SECTION 4:

Regular meetings of the Board of Directors shall be held as needed as determined by the Chairman, on a minimum of ten (10) days' notice to the officers and directors on the Board of Directors, and such notice may be given in any manner permitted by law, including electronically. All regular meetings of the Board of Directors must be held in person, and may not be conducted by other means. Special meetings of the Board may be called with 24 hours' notice by the Chairman or by the Secretary upon the written request of three (3) Board members. Only that business stated in the call for the special meeting may be discussed or acted upon. Specially called meetings of the Board of Directors may be held by electronic means provided that any action taken at a meeting held by electronic means receives the favorable vote of not less than 80% of the members of the Board; provided, however, that when a vote is taken by electronic means, the Board of Directors shall, at the immediately following regular meeting of the Board of Directors, record and affirm in the minutes of that meeting the proposal and action taken by an electronic vote of the Board held under this section.

SECTION 5:

A quorum for a regular Board meeting shall consist of at least fifty-one percent (51%) of all Board members present in person. All actions taken by the Board must be passed by a majority of the Board members present.

SECTION 6:

Terms of all elected officers and directors of the Corporation shall begin on July 1 of the year in which each position is elected and end on June 30 of the year in which the term of each position ends. The term of office for elected officers and elected directors of the Corporation shall be three (3) years, or until their successors are elected. Officers may not be elected to successive terms in the same officer position, but may be elected to other officer positions. A director may be elected to two single successive terms, i.e., may succeed himself/herself twice as a director in any director position, and may be elected to officer positions; provided, however, no person may be elected as a director to more than three terms in succession regardless of the number assigned to the director position. A director may not contemporaneously hold a position both as a director and as an officer. Officers and directors may be elected to positions on the nominating committee on completion of their terms as officers and directors. The election of officers and directors shall occur on a three year cycle as follows:

Every third year, the four officers are elected for a single three-year term, designated on the slate of nominees on the ballot by the title of the office followed in parentheses by the year in which the term of such office ends; thereafter,

Every third year in the following year, five board members are elected to a three year term as directors, in positions designated on the slate of nominees on the ballot as Director 1, 2, 3, 4 and 5 each followed in parentheses by the year in which the term of such position ends; and thereafter,

Every third year in the following year, five board members are elected to a three year term as directors, in positions designated on the slate of nominees on the ballot as Director 6, 7, 8, 9 and 10, each followed in parentheses by the year in which the term of such position ends.

The Board of Directors may declare vacant the office of any officer or director who shall resign from the Board of Directors. In the event of a vacancy, the Board of Directors shall appoint the officer's or director's successor until the next Annual Meeting of the membership of the Corporation when that officer or director position is scheduled for election under these Bylaws, at which time the officer or director appointed to a position by the Board of Directors due to a vacancy is eligible for election by the voting body of the Corporation to that position or any other position as if that person had not been appointed to fill a vacancy. A vacancy in the office of Chairman shall automatically be filled by the Vice Chairman, who shall serve as Chairman until the next meeting of the membership of the Corporation when the position of Chairman is scheduled for election under these Bylaws. On a vacancy in the position of Chairman which is automatically filled by the Vice Chairman, the Board of Directors may then declare a vacancy in the office of Vice Chairman and fill that vacancy until the next meeting of the membership of the Corporation when the position of Vice Chairman is scheduled for election under these Bylaws. Persons who fill vacancies in the offices of Chairman and Vice Chairman are eligible for election by the membership of the Corporation to those positions or any other position as if that person had not been appointed to fill a vacancy.

SECTION 7:

A director or officer may be removed for cause with a $\frac{3}{4}$ vote by the Board of Directors present.

ARTICLE VI

FISCAL YEAR

The fiscal year shall begin January 1 and end December 31.

ARTICLE VII

OFFICERS

SECTION 1:

The officers of the corporation shall be a Chairman, Vice-Chairman, Secretary, Treasurer and Past President. No two offices may be held by the same person.

SECTION 2:

The Chairman shall preside at all meetings of the Corporation and of the Board of Directors and shall perform the duties usually associated with the office of Chairman. The Chairman shall appoint the chairperson and members of all standing and special committees (except the Nominating Committee) and supervise their work by being an ex-officio member of each committee. The Chairman shall present a final annual report to the membership. **SECTION 3:**

The Vice Chairman shall succeed to the chairmanship in case of a vacancy in that office and shall perform the duties of the Chairman in the Chairman's absence or disability. The Vice Chairman shall undertake such other responsibilities as the Chairman may assign.

SECTION 4:

The Secretary shall be responsible for recording the proceedings of all meetings of the membership and of the Board of Directors. The Secretary shall be responsible for notifying the members of all meetings. The Secretary shall be responsible for mailing a copy of the Corporation's revised Constitution and Bylaws to the state chapter and its By-Laws Committee for state approval and submitted to The Arc of the United States. The Secretary shall undertake such other responsibilities as the Chairman may assign.

SECTION 5:

The Treasurer shall have oversight of the receipt, recording, deposit and disbursement of all Corporation funds. The Treasurer shall be responsible for presenting a written financial report at each regular meeting of the Board of Directors and the membership and for submitting all financial reports required for affiliation with The Arc. The Treasurer shall perform such other duties as assigned by the Chairman or the Board.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

SECTION 1:

The Nominating Committee shall be composed of three members, who shall take positions July 1st following their election and serve until their successors are elected. All members of the Corporation in good standing are qualified to serve as members of the Nominating Committee by election or to fill vacancies between Annual Meetings on the terms described in this article, except that the current Chairman, Vice Chairman, Secretary and Treasurer are not eligible to serve as members of this committee.

The most recent Past Chairman of the Corporation shall serve as chair of the Nominating Committee. If the immediate Past Chairman is unable or unwilling to serve as chair, the Board of Directors shall declare the position of chair of the Nominating Committee vacant, and the current Chairman shall with the approval of the Board of Directors appoint a person to serve as chair of the Nominating Committee until the Chairman succeeds to the office of Past Chairman in accordance with these Bylaws.

In addition to the Past Chairman, the Nominating Committee shall be composed of two (2) persons. At each Annual Meeting of the voting body of the Corporation in years when officers of the Board of Directors are not elected, one (1) member of this committee will be elected to a three year term, to hold positions described on the slate of nominees on the ballot followed in parentheses by the year in which the term of such position ends. A member of this committee elected by the Corporation may serve a single term on this committee, i.e., may not succeed himself/herself. A member of the Nominating Committee may not contemporaneously hold a position as an officer or director on the Board of Directors. The Board of Directors may declare vacant the position of any member of this committee who shall resign from the committee. In the event of a vacancy, the Board of Directors shall vote to fill the vacancy to bring the total number to two (2) members in addition to the chair by election of persons who shall serve in such positions until the next Annual Meeting of the Corporation in the year when that position is scheduled for election under these Bylaws, at which time the person appointed to a position by the Board of Directors due to a vacancy is eligible for election by the Corporation to that position or any other position as if that person had not been appointed to fill a vacancy.

SECTION 2:

The Nominating Committee shall report a slate of candidates for officers, directors and nominating committee members to the membership at least one month prior to the Annual Meeting, which may be done by publication in the newsletter. The slate of nominees for officers and directors shall comply with Article V, Section 6 of these Bylaws. The slate of nominees for nominating committee members shall

comply with Article VII, Section 1 of these Bylaws.

SECTION 3:

Nominations from the floor at the Annual Meeting are not permitted. Any five (5) members in good standing may, at least one (1) month prior to the Annual Meeting, nominate another member in good standing for an officer or director position and such nomination shall be submitted to the Nominating Committee. Such nomination shall be submitted to the members at the Annual Meeting along with the slate nominated by the Nominating Committee. All nominees, whether on the slate of candidates or nominated by five (5) other members, shall give their consent to the nomination.

SECTION 4:

Not later than March 1 of each year, the Nominating Committee shall recommend to the Board of Directors a slate of candidates to fill those positions on the board of directors of The Arc of Fort Bend County Foundation due to become vacant on May 1 of that year. The Nominating Committee shall, within sixty (60) days of being notified of a vacancy on the board of directors of The Arc of Fort Bend County Foundation, recommend to the Board a candidate to fill the vacant position.

ARTICLE IX

COMMITTEES OF THE BOARD

SECTION 1:

The Chairman shall annually appoint committees, including the chair of each, as appropriate. Duties of each committee will be established by the Board. The chair of each committee may include committee members other than board members to accomplish the duties of the committee. The following committees may be appointed:

A committee or committees to be named by the Chairman with the approval of the Board of Directors to perform the Board's duty of care role on matters pertaining to the internal operations of the Corporation; and

A committee or committees to be named by the Chairman with the approval of the Board of Directors to perform the Board's duty of care role on matters pertaining to the external operations of the Corporation.

SECTION 2:

The Chairman may appoint ad hoc committees to address issues of policy or governance or other needed tasks with the approval of the Board of Directors.

SECTION 3:

The terms of all committee chairs and members shall expire on June 30 each year. All committee chairs

and members may be re-appointed to continue in those positions.

ARTICLE X

CEO

SECTION 1:

The Board may employ a CEO, establish the duties of the position and fix the salary. The CEO shall serve under the direction of the Board of Directors under an annual contractual agreement and shall function within the policies established by the Corporation and the Board of Directors.

SECTION 2:

The CEO shall be the administrative head of The Arc of Fort Bend County, serving at all times under the direction of the Board through the Chairman. The CEO shall be responsible for implementing and executing policies, programs and activities approved by the Board and the membership of The Arc of Fort Bend County; assist in developing goals and objectives and recommend policies, activities, and programs for the consideration of the Board and the members, to make full use of the energies and proficiencies of the membership in strengthening The Arc of Fort Bend County and carrying out its objectives. The CEO shall have the authority to employ, terminate and fix the duties and salaries of the other employees of The Arc of Fort Bend County, subject to the standards, rules, regulations and limitations adopted by the Board, and the Board shall approve the establishment of and position descriptions for persons in operation positions who report to the CEO.

SECTION 3:

The CEO is authorized to speak for the Association, but not beyond such limits as may be established by the Board.

SECTION 4:

The CEO shall not enter contractual agreements without authorization of the Board.

SECTION 5:

The CEO, upon employment with the Arc of Fort Bend County, will acknowledge receipt of and compliance with the Code of Ethics and Conflict of Interest policies.

ARTICLE XI

RELATIONSHIP WITH STATE AND NATIONAL COMPONENTS

The Arc of Fort Bend County agrees to remain in good standing with the state and national components of The Arc, to work with these associations in every way and to adhere at all times to their policies and affiliation agreements as adopted or revised from time to time.

The Arc of Fort Bend County shall send to the state office and National Headquarters such reports, financial information, membership transmittals, etc., that are required and to support the activities of these associations in accordance with their stated policies.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order – Newly Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with the Constitution and Bylaws of the Corporation.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended with an affirmative vote of two-thirds (2/3) of those members present at the Annual Meeting or at a special meeting called for the purpose. Any proposed amendment shall have been presented in writing to each member at least three (3) weeks in advance of the meeting at which the vote is to be taken. No proposed amendments shall conflict with policies, positions or requirements of The Arc of Texas and the Arc of the United States. If and to the extent required by the bylaws of The Arc of Texas, all amendments must be approved by The Arc of Texas.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

The Corporation shall purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would

have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal. The corporation shall purchase and maintain liability insurance for such persons to the fullest extent permitted by the Texas Business Organizations Code, as it may be from time to time amended.

These are the current Bylaws approved and adopted by the membership on May 22, 2017.

Signed: _____, Chairman

Signed: Beky Gary, Secretary

As Amended: (insert dates of any amendments)

Revised 4/2000	Approved 06/25/07
Approved 6/29/2001	Revised 05/23/12
Revised 4/2003	Approved 06/25/12
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