

Arc GLOW
Chapter
NYSARC, Inc.
BY-LAWS

Article I

This Chapter shall be known as Genesee Livingston Orleans Wyoming Counties Chapter, NYSARC, Inc. hereinafter called the Chapter d/b/the Arc GLOW. NYSARC, Inc. will hereinafter be called the Corporation

**Article II
Purpose**

The Purpose of the Chapter shall be to act locally for the Corporation in accordance with the Certificate of Incorporation and By-Laws of the Corporation and in conformity with its Chapter Manual and such rules, regulations and policies as the Corporation may from time to time prescribe.

The mission of the Chapter is to assist people of varied abilities and ages to live full, independent, productive, and dignified lives.

The mission of the Chapter is to be a partner for people with disabilities, and a gateway to opportunities for each person to experience their desired potential.

**Article III
Territory**

The territory assigned to the Chapter by the Corporation is Genesee, Livingston, Orleans and Wyoming Counties, State of New York subject to any change therein as may be made from time to time by the Board of Governors of the Corporation.

**Article IV
Membership**

Section 1. The active membership of the Chapter shall consist of all persons who are at least 18 years of age who meet the requirements of the By-Laws of the Corporation and jurisdiction assigned to the Chapter. Only members in good standing of a chapter may vote in Chapter elections or hold chapter office. However, a member of a chapter who is, at the time of the meeting or action in question, employed by either the Chapter or the Corporation, may not hold office in such Chapter; may not vote or otherwise participate in any chapter election; and may not vote on any other matter of Chapter business which may be put before the membership.

Section 2. Life Members shall be those who contribute within a period of one year an amount fixed by the Chapter, and who request such status. Life members shall be thereafter exempt from the payment of dues. The rights of a life member of a Chapter shall be and remain those to which they were entitled at the time at which such

membership took effect including the right to vote and hold office, except that a life member who is or becomes a paid employee of the Chapter shall not have the right to vote or participate in the Chapter election process, hold Chapter office, nor have the right to vote or otherwise participate in any Chapter election; and may not vote on any other matter which may be put before the membership, during such employment nor shall a member in any class who is or becomes an employee of the Corporation or of the Chapter be an officer, governor or director of the Corporation or any of its Chapters.

Honorary Members shall be those persons who have distinguished themselves by their attainments in the field of developmental disabilities or related sciences, or have rendered special service in promoting the interests of individuals with developmental disabilities who have been elected to such membership by the Board of Directors of the Chapter. Honorary Members do not pay dues and shall not have the right to vote or hold office.

- Section 3.** The annual dues of members shall be those fixed by and paid to the Chapter. A member in good standing shall be one whose dues have been paid for the current membership year or on a one-time basis in an amount fixed by the Chapter to be sufficient to confer lifetime membership. The good standing of a member shall be determined as of a date thirty (30) days prior to the act for which the good standing is required. The membership year of the chapter shall be from June 1st through and including May 31st of the following year. Annual dues paid by a member shall be deemed to establish membership during the membership year in which paid.
- Section 4.** Membership in the Chapter shall be obtained by expressed consent in writing or electronically requesting such membership and payment of dues as prescribed by the Chapter. The Secretary of the Chapter shall maintain all such membership applications.
- Section 5.** The Board of Directors may waive the payment of dues for active membership in cases of financial or other hardship.
- Section 6.** Charges against a member may be preferred, as prescribed in Article I, Section 12, of the By-Laws of the Corporation.
- Section 7.** The list of members shall be confidential and shall be kept in duplicate, one by the Treasurer and one by the Secretary. The Secretary shall cause a copy of the list of members to be sent to the Central Office of the Corporation.

Article V Meetings

- Section 1.** The Chapter shall hold at least one meeting annually, either in person or via electronic means (if the law permits), which shall be designated the Annual Meeting of the Chapter, and such other general meetings as the Board of Directors may from time to time designate.

Section 2. Special meetings, either in person or via electronic means (if the law permits), of the members of the Chapter may be called by a majority vote of the Board of Directors, or on the written request of at least one third of the members in good standing of the Chapter or 50 members, whichever is less, delivered to the Secretary. Such request, and the notice of the meeting, shall set forth the purpose for which it is called, and no other business may be transacted at the special meetings.

Section 3. Written or printed notice of each regular or special meeting shall be mailed or emailed to each member at least fifteen (15) days or seven (7) days respectively, before the meeting, except that by individual consent of a member, such notice may be given to such member electronically, including via e-mail, using the time frame contained herein. Notice must be sent to the email address or fax number that appears on the membership record maintained by the Secretary. In the event that two consecutive meeting requests are returned, or the chapter becomes aware that contact information is wrong, notices can no longer be given electronically to that member. If a member requests meeting notices sent via first class mail, they can submit their request in writing and the chapter will send notices via first class mail.

If the chapter membership exceeds 500, meeting notices can be posted on the chapter's homepage as long as the posting is available through the meeting date and the same notice is also served in accordance with New York's Not-for-Profit Corporation Law Section 605.

Section 4. For Chapters having fewer than 1,000 members – no fewer than 20 members in good standing of the Chapter, present in person, shall constitute a quorum for any regular or special meeting. For Chapters having membership in excess of 1,000 members – 50 members in good standing present in person, shall constitute a quorum for any regular or special meeting. Members voting in a Chapter election by means of absentee ballot shall be counted toward a quorum requirement for the meeting at which such election is scheduled, solely for purposes of the election and for no other purpose or business to be discussed or transacted at such meeting. Other than by timely submission of an absentee ballot, as provided for in Article IX, Section 5., no member not present in person may participate in any annual, general or special meeting of the membership.

Article VI

Board of Directors

Section 1. The business and affairs of the Chapter shall be managed by a Board of Directors of not fewer than five, nor more than fifty members; as such number may be prescribed by action of the membership taken at the annual meeting of the Chapter upon prior recommendation of the Chapter Board. Newly created director seats shall be filled by the Nominating & Board Development Committee as provided in Article X, Section 5 of these by-laws, except that a special membership meeting may be called as provided for in Article V, Section 2 of these By-Laws for the election of such a

director. The by-laws strongly recommend that before joining the Board of Directors, person should first serve actively on a committee(s); priority would be given to current committee members.

- Section 2.** The officers of the Chapter shall be members of the Board of Directors who minimally have served a one (1) year term as a duly elected Board Member prior to serving as a Board Officer.
- Section 3.** Regular meetings of the Board of Directors or the Executive Committee shall be held at least once each month for a total of at least six (6) board meetings annually. The dates of the meeting shall be scheduled by the board at their first meeting after the annual election.
- Section 4.** Special meetings of the Board of Directors may be called by the President, or on the written and signed request of one-third of the members of the Board delivered to the Secretary. Such request shall state the business to be transacted at the meeting. Notice of a special meeting shall be mailed to or electronically delivered to each member of the Board at least five days before the date of the meeting. The notice shall state the business to be transacted at the meeting, and no other business may be considered thereat.
- Section 5.** A majority of the Board of Directors shall constitute a quorum for all regular or special meetings, provided, however, that any one or more members of a Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means only shall constitute presence in person at a meeting and permit voting by such board member on any matter properly before the board at such meeting.
- Section 6.** All powers herein granted to the Board of Directors are subject to the By-Laws of the Corporation and to the Regulations contained in the Chapter Manual of the Corporation. Any action of the Board may be reviewed by the Chapter at the next regular or special meeting upon written request to the Secretary of the Chapter. Such action may be rescinded by a vote of two-thirds of the members present provided that no irrevocable right of third parties shall be affected thereby. The minutes of the meetings of the Board of Directors shall be available at the regular meetings of the Chapter membership.
- Section 7.** The Board of Directors, within the limits of Budget appropriations, shall authorize employment of professional and other staff. It shall delegate to the Executive Director authority to hire and terminate all employees.
- Section 8.** Where possible, a majority of the Board of Directors shall be persons with intellectual or other developmental disabilities, or parents, guardians, or blood relatives or their spouses of such persons with intellectual or other developmental disabilities as defined in the Corporation's by-laws. At no time may the Board of Directors be less than one-third persons with intellectual or other developmental

disabilities, or parents, guardians, or blood relatives or their spouses of such persons with intellectual or other developmental disabilities as defined in the Corporations by-laws.

Section 9. In addition to its other responsibilities set forth in law, Corporation's By-Laws, the Chapter Manual and these By-Laws, the Board of Directors shall maintain oversight responsibility for monitoring the integrity of the Chapter's financial reporting process and systems of key internal controls regarding finance, accounting, legal and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Chapter and the power to retain outside counsel or other experts for this purpose. The Board, acting through its audit committee or by the full Board, shall be responsible for: retention and evaluation of independent auditors; examination and review of such auditors' management letter recommendations; review with management and such auditors the quality and adequacy of Chapter internal controls; periodic review with the Chapter's legal counsel and auditors as to the subject matter of inquiries received from government oversight agencies; periodic review of the Chapter's code of ethics and corporate compliance activities; and it shall ensure that it or its applicable committees or subcommittees shall have member or staff support from persons with accounting or other financial expertise. The Board of Directors shall review and discuss the interim reports of the Chapter's chief financial officer submitted at regular board meetings. Each member of the Board of Directors is also required to complete a conflict of interest statement prior to his or her initial election and then annually thereafter.

Article VII

Executive Committee of the Board of Directors

Section 1. There shall be an Executive Committee of the Board of Directors which shall consist of all of the elected officers of the Chapter, one of the Chapter's representatives to the Board of Governors in the event none of the representatives is an officer, and such other persons as the Board may from time to time designate.

Section 2. Meetings of the Executive Committee shall be held at the call of the President, and upon at least five (5) days' notice. In addition, and in the event of exigent circumstances, the President or at least (3) members of the Executive Committee, may, setting for the reasons therefor, call for a meeting on less than five (5) business days' notice if in their judgment time is of the essence. The length of notice may be waived with agreement of the full Executive Committee. The minimum number of Executive Committee meetings required under this section shall be the number necessary to bring the total amount of regularly scheduled Board and Executive Committee meetings to 10.

Section 3. To fulfill the requirements of section 2 above, the Executive Committee meetings must occur in a month other than when a regular board meeting is scheduled. The Executive Committee may meet more frequently as is desired or necessary. The Executive Committee shall exercise all powers of the Board of Directors during the interval

between the meetings of the Board, except as otherwise provided by these By-Laws. All the proceedings of the Executive Committee shall be reported to the Board at its next succeeding meeting, and be subject to revision, rescission or alteration by the Board, provided no irrevocable rights of third-parties shall be affected by such revision, rescission or alteration. Minutes of the Executive Committee shall be mailed by the Secretary to all Board members within thirty days of each meeting.

Section 4. A majority of the Executive Committee shall constitute a quorum for all meetings.

Article VIII Officers and Directors

Section 1. The officers of the Chapter shall consist of the following: President, Vice-President, Second Vice President, Treasurer, Assistant Treasurer, Secretary, and such other officers as the Board of Directors deems necessary.

Section 2. The President shall preside at all meetings of the Chapter and of the Board of Directors. The President shall appoint the chairperson of all committees, including ad-hoc committees, and shall be the ex-officio member of all committees, except the Nominating & Board Development Committee which shall be elected as set forth in Article X. The President shall ensure that a written annual report is available to the membership of the Chapter. The President shall ensure copies of the annual report are available upon request.

Section 3. The Vice-President shall perform any or all of the duties of the President in the event of his/her absence or disability, or at his/her request. In the absence of the Vice President, the Second Vice President will assume the Vice President duties.

Section 4. In the event of the absence of the President and all Vice-Presidents from any meeting of the Chapter or of the Board of Directors, the members of the Board of Directors there present shall elect a chairman pro-tempore.

Section 5. The Treasurer shall be responsible for oversight of the receipt and disbursement of the funds of the Chapter under and by direction of the Board of Directors. At each regular meeting of the Chapter Board the Treasurer shall receive and review with the Board interim reports from the chief financial officer of the Chapter in a form specified by the Chapter Board. The Treasurer shall ensure a financial report in writing to the Board of Directors, and the membership at the first meeting of each after the close of the fiscal year. Such report shall show all receipts, disbursements, assets and liabilities. In the event of the absence or disability of the Treasurer, the Treasurer Elect shall perform any or all duties of the Treasurer.

Section 6. The Secretary shall ensure the preparation the minutes of the meetings of the Chapter and of the Board of Directors and shall oversee the service of all notices required by laws of these By-Laws.

- Section 7.** All persons receiving or disbursing funds shall be bonded or insured, in an amount fixed by the Board.
- Section 8.** The officers shall be elected for a term of one (1) year. Directors shall be elected for a term of two years with approximately one third of the Board elected each year.
- Section 9.** Directors shall be nominated and elected in the same manner as Officers. The directors first elected after the formation of a chapter shall divide themselves into three (3) classes by lot, one third to serve for a term of one (1) year, one third to serve for a term of two years and one third to serve three (3) years. Thereafter, all shall be elected for a term of three (3) years until nine (9) years has been served. At the end of three (3) terms the member must go off for one (1) year unless an appropriate candidate is not available to fill the vacancy. They are eligible to be nominated for an additional three (3) three (3) year terms subsequent to their absence from the Board.
- Section 10.** In the event of a vacancy in the office of President, the Vice-President or in the event there shall be more than one Vice-President, the Senior Vice-President shall succeed to office. In the event of a vacancy in any other office, including that of Directors, the Board of Directors, by a majority vote, may elect a successor to serve the remainder of the predecessor's term.
- Section 11.** The Board of Directors may declare vacant and fill, as permitted by these By-Laws, the Board seat of any director who is absent without valid excuse from 2 consecutive meetings of the board. Also, an officer or director may be removed by the Board of Directors at a special meeting called therefore, after a hearing upon written charges of malfeasance, nonfeasance or other conduct detrimental to the Chapter preferred by at least 5-chapter members. A copy of the charges shall be personally delivered to the person against whom they have been brought, or to a person of suitable age and discretion at such person's residence or place of business or employment, not less than fourteen (14) days before the date of such special meeting. The person against whom charges have been brought may appear at the hearing in person or by counsel. After such hearing, the Board may sustain the charges and remove the officer or director by a two-thirds vote, failing which the charges shall be dismissed.
- Section 12.** No person may be elected to the same office for more than three (3) consecutive terms. No compensation may be paid to any officer or director for his/her services in his/her office. No employee of the Chapter or the Corporation may be an officer or director thereof nor serve on its Nominating & Board Development Committee.

Article IX Elections

- Section 1.** At least sixty (60) days prior to the Annual Meeting of the Chapter, the Chairman of the Nominating & Board Development Committee shall deliver to the Secretary

of the Chapter its slate of nominees for Officers, Directors and Nominating & Board Development Committee, together with written acceptance by each of the nominees. Further, prior to the initial election of any director, written acceptance of the nomination must also be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 2. The Secretary shall notify Chapter members by mailing, or electronically delivered if legally permissible, at least forty-five (45) days prior to the date of the Annual Meeting, the names of the nominees as submitted by the Nominating & Board Development Committee.

Section 3. Other candidates for any of the offices may be nominated by a petition designating the office for which election is sought signed by at least thirty members in good standing provided such petition together with the written acceptance of the nominee is received by the Secretary either personally or by delivery to the Chapter office at least thirty (30) days prior to the Annual Meeting. If the candidate proposed by petition is a first-time director, written acceptance of such nomination must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 4. The election of Officers and Directors and members of the Nominating & Board Development Committee shall take place at the Annual meeting each year. Voting shall be in person, by proxy or by electronically delivered if legally permissible as set forth in Section 5 below. Voting for any office where there is a contest shall be by written ballot. No nominations may be made from the floor.

Section 5. In the event there is a contest for any office, the Secretary shall mail to each member, not less than twenty (20) days prior to the Annual Meeting an absentee ballot whereby a member may designate the Secretary to act in the member's place and stand to cast the member's vote for the nominees as specifically designated in such absentee ballot by such member. Absentee ballots shall be turned over by the Secretary to the Inspectors of Election duly appointed for the annual meeting for counting, as provided hereafter. The Secretary shall thereafter retain absentee ballots for a period of three years. No member shall be entitled to review such absentee ballots except a duly constituted Inspector of Election. Prior to the election, every absentee ballot shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as provided herein, no member shall be entitled to authorize another person or persons to act on his or her behalf in any manner in any annual, general or special meeting of the membership.

Section 6. Whenever there shall be a contest for any office, the ballot shall contain with equal prominence the names of the candidates of the Nominating & Board Development

Committee and those submitted by petition, including the number to be elected for said office.

- Section 7.** Whenever there shall be a contest for any office, no less than three (3) inspectors, none of whom shall be a nominee for any office, shall be appointed each year by the President at or prior to the Annual Meeting. It shall be the duty of such inspectors to conduct the voting and the counting of the ballots, all of which shall be secret, and to report the results thereof at the Annual Meeting.
- Section 8.** Elected Officers, members of the Board of Directors and members of the Nominating & Board Development Committee shall be installed directly at the conclusion of the Annual Meeting and election, or at such later time as the Board deems appropriate, but on or before the effective date of their assumption of office.
- Section 9.** Board of Governor Representatives shall be nominated by the Board of Directors from among the members of the Board prior to May 15 in the year in which they are to be elected.
- Section 10.** The Board of Governors shall be the final arbiter of any dispute with respect to any Chapter election submitted to it by an unsuccessful candidate or by the Chapter Board.

Article X Nominating & Board Development Committee

- Section 1.** The Nominating & Board Development Committee shall consist of active members of the Chapter, elected as provided in Article IX above.
- Section 2.** The Nominating & Board Development Committee shall consist of no less than four (4) members, a minimum of (1) from Genesee, Livingston, Orleans, and Wyoming counties, who shall be active members of the Chapter. Each member shall serve for a term of one year.
- Section 3.** Unless designated in the election, the Nominating & Board Development Committee shall elect its own chairman from among its members at their first meeting following their election.
- Section 4.** Members of the Nominating & Board Development Committee may not serve more than three consecutive terms. Vacancies on the Nominating & Board Development Committee shall be filled by the Board and shall serve for the remainder of the predecessor's unexpired one year term.
- Section 5.** The Nominating & Board Development Committee shall nominate, by separate vote for each office, a slate of candidates for all elective offices of the Chapter, Board of Directors including board seats filled by election by the Board during the year preceding the Chapter election and seats newly created by action of the

membership at an annual meeting, and Nominating & Board Development Committee and shall obtain written acceptance from each candidate.

Section 6. The Chairman of the Nominating & Board Development Committee shall deliver the Committee's slate of nominees as provided in Article IX, Section 1 above.

Article XI Committees

Section 1. At the first meeting of the Board of Directors after the annual election, the President shall appoint the chairman of each standing committee of the Chapter. The chairman of each committee, with the consent of the President, may appoint such members of the Chapter to his committee as he sees fit, except the Nominating and Board Development Committee, which is elected at the annual meeting.

Section 2. The committees of the Board shall consist, at minimum, of the following:
Budget, Finance & Investment
Corporate Compliance
Audit (Please refer to Article VI, Section 10)
Guardianship
Incident Review (which shall be constituted, and shall function and report as required by OPWDD regulation.)

All committees must be chaired by a Board member. Duties of these committees shall include but not be limited to the following:

- a) Audit Committee: The Audit Committee shall be made up only of independent directors and will be responsible for the oversight of the accounting and financial reporting process of the Chapter and the audit of the Chapter's financial statements; annual retention and/or renewal of and evaluation of independent auditor(s); review of the results of the audit and management letter with the auditor; discussing items with the auditor following the audit, including but not limited to (i) any risks or weaknesses in internal controls, (ii) restrictions on the auditor's activities or access to requested information, (iii) any significant disagreements between the auditor and management, and (iv) the adequacy of the reporting processes. The Committee shall also annually consider the performance of the auditor and report to the full board on the activities and outcomes of the Audit Committee. Finally, the Committee shall oversee the adoption and implementation of, and compliance with conflict and whistleblower policies. The committee receives completed Conflict of Interest forms from the Board Secretary for Board members and key employees. Conflict of Interest deliberations must not include the conflicted parties. Only independent directors may be members of the Audit Committee and participate in any Board or Committee deliberations or voting related to above matters.
- b) Budget, Finance & Investment Committee: The purpose of the Budget and Finance Investment Committee is to monitor: ongoing financial status of the

agency; budget development and adoption; financial impact of salary schedules and capital construction; implications and recommendations of auditors' reports; long range financial planning; all board decisions that have financial implications. The committee will make recommendations to the board based on their review and monitoring process to ensure the financial health of the Agency.

- c) Corporate Compliance Committee: The Corporate Compliance Committee shall foster a culture of compliance within the Chapter at every level and in every department. The committee serves as a resource to oversee and monitor the development and implementation of corporate compliance policies, the achievement and maintenance of compliance standards, including audits, training, and the investigation and response to employee compliance complaints/reports.
- d) Guardianship Committee: The purpose of the Guardianship Committee is to provide information and assistance to families in establishing guardianship for an individual with an intellectual or developmental disability; to act as guardian (primary or stand-by) in situations where no family member or appropriate advocates are available.
- e) Incident Review Committee: The purpose of the Special Review committee is to ensure the quality of care and the safety of the individuals served; to review all untoward incidents that occur and to assure that necessary and appropriate actions are taken to protect the people served by the Agency from further harm; to safeguard against reoccurrence of incidents; and to follow progress of investigations concerning incidents and/or disciplinary actions as deemed appropriate.

Section 3.

In addition to the Standing Committees the President, with the approval of the Board of Directors, may establish such ad-hoc committees he/she deems appropriate and appoint the members thereof, as follows:

- f) Executive Committee: The purpose of the Executive Committee, in addition to the duties indicated in Article VII, is to consider all matters of policy not assigned to any other committee. This will include legal and legislative concerns, governance and By-laws, the Chapter's relationship with NYSARC, Inc. and the Arc U.S., agency coordination of long-range planning, and oversight of all Chapter committees.
- g) Human Resources Committee: The purpose of the Human Resources Committee is to ensure that appropriate policies are in effect and reviewed at least annually. The committee will review and approve all new positions and changes in job descriptions, review and propose modifications to the agency's Employee Handbook, and regularly review and propose changes to the agency's benefit package in consultation with the Budget & Finance

Investment Committee to the Board of Directors.

- h) KidStart Committee: The purpose of the KidStart Committee is to advise the Board of Directors regarding proposed KidStart and Head Start program policies, monitor key indicators of program quality, and provide input to the Board of Directors regarding the development and implementation of the agency's strategic plan. Additionally, this committee will examine issues and policies as they relate to the operation of Head Start and Early Intervention. The committee shall also make recommendations to the Board of Directors regarding future direction and expansion of the programs.
- i) Nominating & Board Development Committee: The purpose of the Nominating & Board Development Committee is to recruit, develop and retain a motivated, quality Board of Directors for the agency. The committee will also be responsible for providing appropriate ongoing training for current members of the Board of Directors. Additionally, this committee is responsible for proposing a slate of officers, directors and members of the Nominating & Board Development Committee for presentation at the Annual meeting, consistent with the By-Laws of the agency in effect.
- j) Advocacy Committee: The Advocacy Committee shall encourage, facilitate, and monitor an effective public relations program that uses all available means to draw positive attention to the Chapter, generate community interest and volunteerism, boost membership, raise funds, and ensure our standing as an agency of choice. The committee shall develop publicity for the functions and activities of the Chapter, and distribute information concerning agency activities to members and the public in general. The committee shall oversee fundraising events for the Arc, coordinate special events, and review and monitor publications of the Agency.
- k) Residential Services Committee: The purpose of the Residential Services Committee is to monitor the operation and policies of the Agency as they relate to the Residential Services programs and to make recommendations to the Board of Directors as needed.
- l) Strategic Planning Committee: The Strategic Planning Committee is responsible for facilitating the strategic planning process, which includes identifying initiatives and annual goals for the agency; assessing progress of the agency in achieving its mission and goals; aligning program initiatives and goals with the mission; assessing performance; aligning resources; and making recommendations to the Board of Directors regarding implementation.
- m) Vocational and Adult Day Services Committee: The purpose of the Vocational and Adult Day Services Committee is to examine the issues and policies of the Agency, OPWDD and other appropriate oversight and legislative groups as they relate to the operation of day programs to monitor and make

recommendations to the Board of Director regarding expansion and direction of programs as needed.

Section 4. One or more members of any committee, including the Executive and Nominating & Board Development Committee, may participate in a meeting of the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting. All Board of Directors are encouraged to participate in at least one committee.

Article XII Administration

Section 1. The Chapter shall maintain a central office at such place and with such facilities as the Board of Directors may direct for the promotion of the objectives of the Chapter.

Section 2. A Community Chapter shall employ a Chief Executive Officer as the administrative agent of the Chapter, to work under the supervision of the Board of Directors. S/He shall be available to the officers, committees and members for professional consultations in the connection with the affairs of the Chapter. Appointment of the Chief Executive Officer shall be by majority vote of the Board of Directors. S/He may be removed from office by a two-thirds vote of the full Board at a regular meeting of the said Board, if it appears that the best interests of the Chapter are not being served by the incumbent. Board members cannot send in vote(s) by proxy; voting must be done in person, by telephone or approved by electronic means.

Section 3. The Chief Executive Officer (acting, as in all matters, within levels of expenditures established in the budget adopted by the Chapter Board) shall employ such personnel as may be necessary for the operation of the Chapter, and shall be responsible for their supervision.

Article XIII Indemnification of Directors, Officers and Committee Members

Section 1. Any and every person made a part to any action, proceeding by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a Director, Officer or committee member may be indemnified by the Chapter to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually necessarily incurred by him in connection with the defense of such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer or committee member has breached his duty to the Chapter.

Section 2. Any and every person made a party to any action, suit, or proceeding other than one by or in the right of the Chapter to procure a judgment in its favor, whether civil or

criminal, by reason of the fact that he, his testator or intestate was a Director, Officer, or Committee Member, may be indemnified by the Chapter, to the full extent permitted by law, against expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he reasonably believed to be in the best interest of the Chapter, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that this conduct was unlawful.

Article XIV Miscellaneous

- Section 1.** The fiscal year of the Chapter shall be from January 1st of the year to December 31st of the following year.
- Section 2.** Any action which is within the authority conferred by these By-Laws upon the Executive Committee or any other Committee of the Chapter may be taken without a meeting if all members of the Executive Committee or other Committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent thereto by its members shall be filed with the minutes of the proceedings of the respective Committee.
- Section 3.** All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Article XV Amendments

- Section 1.** Amendments to these By-Laws may be proposed in writing to the Board of Directors over the signatures of five or more members of the Chapter. The Board shall act upon the proposed amendment no later than the second meeting after its submission. Failure to act shall be deemed a rejection. If the Board approves the proposed amendment, it shall be submitted to the membership at a special meeting called for that purpose before the next regular meeting of the Board. If the Board rejects the proposed amendment it shall state to the proponents in writing its reasons for so doing. Should the Board reject the proposed amendment, then upon a petition signed by ten or more members, such amendment shall be submitted to the membership at a special meeting called for that purpose before the second regular meeting of the board following the filing of such petition with the Secretary. A copy of the proposed amendment with a statement of the Board's reason for its action(s) shall be embodied in the notice of the meeting at which it will be voted upon. A two-thirds vote of those present and voting shall be necessary voted upon. A two-thirds vote of those present and voting shall be necessary for the adoption of any amendment by both the Board and the membership.

Section 2. After such adoption, such amendment shall be submitted to the Board of Governors of the Corporation for approval. If approved by said Governors, such amendment shall become effective immediately unless a later date is specified therein. If not approved by said Governors, it shall be of no effect.

Section 3. Notwithstanding the provisions of the sub-section immediately preceding, nothing shall preclude the Chapter's Board of Directors, following their approval of proposed Chapter by-law amendments, from submitting such amendments for Corporation Board of Governors advance approval, contingent upon subsequent adoption by the Chapter membership, to become effective upon such membership approval.

Article XVI Governance

The By-Laws and Chapter Manual of the State Corporation shall govern all matters not specifically provided for herein.

In the event of any possible conflict between these By-Laws and those of the Corporation, the By-Laws of the Corporation shall control.

The Board of Governors shall be the final arbiter of any dispute arising between Chapters, or within a Chapter, with respect to the interpretation or application of Chapter By-Laws, submitted by the Board of any such Chapter.

Approved by Chapter
Membership: June 15, 2022

Approved by Board
of Governors: September 23, 2021