



**Original Bylaws Adopted: July 6, 2014**

**Revisions: June 18, 2018; Adopted September 11, 2018**

**Revision: August 2020; Adopted: September 15, 2020**

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## **ARTICLE I. NAME & OFFICES**

1. The name of this organization is The Arc of the Triangle, Inc. herein referred to as the “The Arc”, serving primarily Durham, Orange, and Wake Counties, North Carolina.
2. The Corporate Office shall be located in Orange County, NC. The Corporate Office can be moved at a later date. The Corporation may have offices at other places, within the State of North Carolina.

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## **ARTICLE II. PURPOSE**

SECTION 1. The purposes of this organization are:

- a. To promote the general welfare and to improve the quality of life of people with intellectual and developmental disabilities (I/DD) and promote full participation in all areas of life in our community.
- b. To provide quality services and supports to people with I/DD as well as their families, including but not limited to individual Medicaid and other state funded community based services, vocational, advocacy, guardianship, transportation, self-advocacy training, recreation, leisure, other services, and such other services that the Board of Directors (hereafter referred to as Board) may determine as permissible and consistent with the goals and purposes of The Arc of the Triangle, and to receive compensation for such services.
- c. To promote a better understanding of I/DD through public awareness.

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- d. To collaborate with public and private organizations and professional groups to enhance services and improve public awareness of the strengths and needs of persons with I/DD.
- e. To promote self-determination and the development of life skills so that people with I/DD may have greater independence in their lives.
- f. To associate with and financially support The Arc of North Carolina, Inc. and The Arc of the United States, Inc. to promote the common cause.
- g. To serve as a local resource for information regarding I/DD.
- h. To work to provide adequate housing options for persons with I/DD, through joint ventures with other organizations if necessary, or through subsidiaries of The Arc formed for such purposes.
- i. To secure needed resources to accomplish the above purposes.

SECTION 2: The Arc of the Triangle is a non-profit, non-political, non-sectarian corporation. No part of any net earnings shall accrue directly to any member or individual. No officer or director of The Arc Board shall receive any compensation for his/her services as an officer or director.

SECTION 3: This organization serves primarily Durham, Orange, and Wake Counties, North Carolina. It may serve other areas at the discretion of the directors and upon written consent of The Arc of North Carolina, Inc.

SECTION 4: The Arc shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code.

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### **ARTICLE III. MEMBERSHIP in The Arc of the Triangle**

SECTION 1: Membership is open to persons interested in, or supportive of, the purposes of The Arc.

SECTION 2: Membership applications or letters should be routed to the Membership Committee for potential screening and recommendation. Membership shall be approved by The Arc Executive Director (ED) with input from the Committee.

SECTION 3: An individual membership may be granted to an adult (18 years or older). A Family membership is also available with multiple members (18 years or older) possible. A Family membership with multiple members is allowed if annual dues are paid for each member. A membership assigned to one person within a family allows that one person to cast one vote.

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SECTION 4: Members whose dues are in arrears for more than one year shall be dropped from the membership roll and no longer be members.

SECTION 5: Members in good standing are those whose rights as members are not under suspension as a consequence of disciplinary proceedings or by operation of some specific provision in the bylaws. Members may thus be in good standing even if in arrears in payment of dues.

SECTION 6: Members in good standing are eligible to hold office and vote.

SECTION 7: Control of The Arc rests with the members. Any action of the officers or directors is subject to review by the members on request of any member at a regular meeting of the membership or at a special meeting called for that purpose (SEE ARTICLE V).

SECTION 8: Members whose actions present a conflict of interest with The Arc or to people with Intellectual and Developmental Disabilities [I/DD] will have their membership terminated.

SECTION 9: Those members from The Arc of Wake holding lifetime memberships shall be incorporated as lifetime members in The Arc of the Triangle without payment of any further dues.

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### **ARTICLE IV. DUES**

SECTION 1: Members shall pay annual dues in amounts determined by the Board and executive director (ED). Dues to The Arc include dues to The Arc of North Carolina, Inc. and The Arc of the United States, Inc. Dues may differ for individual, self-advocate, professional, or family memberships. The ED may consent to waive all or a portion of the dues of regular membership to an individual or family when the payment of dues would constitute a hardship.

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### **ARTICLE V. MEETINGS**

SECTION 1. The Annual Meeting for the nomination and election of Board Directors shall be in May of each year. Written notice of the Annual Meeting shall be given to all members in good standing at least two weeks in advance thereof. Candidates for the Board and elected offices should be present at this meeting. 10% of The Arc's membership shall constitute a quorum. At the Annual Meeting the Executive Director and/or board members shall present a financial and business update to the membership. Other business may also be transacted.

SECTION 2. Special meetings of the members may be called by the President or on written application of five members made to the Secretary stating the business to be transacted. The Secretary shall provide written notice to all members in good standing not less than 14 days prior to the special meeting stating the purpose of the meeting. No other business than that stated may be transacted at a special meeting.

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SECTION 3. In order for a special membership meeting to be held, 25% of the overall membership must be present to constitute a quorum. For any business of the membership requiring voting, a quorum of members must be present.

SECTION 4. Members of The Arc shall vote using ballots provided by the Board to vote for candidates for the Board and elected offices. Ballots can be delivered by mail or electronically to the membership. Votes can be cast and received by mail, electronically, or in person at the Annual Meeting. Votes received after the Annual Meeting will not be counted. For the election results to be valid, a minimum 10% of the membership will need to cast their votes.

SECTION 5. The Arc ED in partnership with the Membership Committee will prepare and maintain a list of members entitled to notice of member meetings, and of members entitled to vote.

SECTION 6. Any meetings of the membership or board of directors can be held online in order to ensure public safety such as a pandemic. A simple majority vote of the board of directors can invoke this clause.

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### **ARTICLE VI. FISCAL YEAR**

The fiscal year shall begin July 1 and end June 30. The ED is responsible for submitting the audited financial report at the time required by the national and state Arcs.

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### **ARTICLE VII. BOARD OF DIRECTORS**

SECTION 1: The Board of Directors shall consist of a minimum of 13 members and a maximum of 15. The board will be composed of the President, Vice President, Secretary, Treasurer, and if applicable, the Past President, and 8-10 directors.

SECTION 2. There should be at least one Board member position among the 13-15 Board members to be filled by an individual with I/DD, to serve a two year term, concurrent with other director positions.

SECTION 3. The Board shall meet at least once every two months, unless a majority of the Board members vote not to meet. At the first Board meeting occurring after July 1<sup>st</sup> of any year, officers and committee chairpersons shall turn over a summary of decisions and actions taken during their term to their replacements and the previous year of meeting minutes. All Board members will sign The Arc's Confidentiality Agreement, Whistleblower Policy, and Participants' Right and will be given a copy of the bylaws, code of ethics, and relevant policies/procedures/guidelines.

SECTION 4. The President may call special meetings of the Board. Upon written request of three Board members, the Secretary may also call a special meeting of the Board.

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Written notice of all special meetings shall be given to each director twenty-four hours in advance thereof, unless waived by the President.

SECTION 5. A majority (more than half) of the members of the Board must be present in person or via other communication channels (including electronic communication) to constitute a quorum. A quorum must be present to vote on Board business. Decisions shall be made by a majority of the quorum in attendance.

SECTION 5. If a Board vote is needed between meetings, the President or Secretary shall call for an electronic communication or telephone vote, which shall be communicated by email. A majority of Board members must respond for the vote to be valid. Decisions will be made by a majority of the responses. The Secretary shall record the vote.

SECTION 6. Any action of the Board may be reviewed at any meeting of The Arc upon written request of three directors. Such action may be revised, altered, or rescinded by an affirmative vote of two-thirds of the Board members present.

SECTION 7. The Board approves the budgets, audits, and program plans. It also serves in an advisory capacity to ED of The Arc. A 2/3 or greater vote of the Board Directors present will be needed to approve the budget. Board Directors are deemed present when they are in person or communicating in real time by electronic means.

SECTION 8. Any major agreements, contracts, major purchases (more than \$10K), unless involving annual renewals, or memoranda of understanding shall be submitted to the Board for its advice and consent. Written Arc guidelines, policies, strategic plans, and mission statement will be used to ensure quality programs are obtained.

SECTION 9. The Board is responsible for the job description, hiring/firing, and evaluation of its ED on an annual basis.

SECTION 10. Other Board functions include defining the mission and goals/objectives of the organization; approving major personnel/business policies; and other functions described under Committees (Article XIII). Except for matters residing exclusively within the purview of the members, and subject to the members rights set forth under Article III, Section 7, the Board has the authority to carry out any function of the corporation.

SECTION 11. Any director will be considered inactive if he/she has missed more than two consecutive board meetings without extenuating circumstances. The President will contact inactive directors to determine if further service on the board is appropriate, then make a recommendation to the Nominating Committee (see Article XI).

SECTION 12. Between Annual Meetings of the membership, the Board may approve new board members to fill vacant positions. All board members will be responsible for identifying, and proposing new directors to the Nominating Committee. The nominating committee will interview and recommend new candidates to the general board for approval. The board will formally approve new members at the next scheduled board meeting.

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SECTION 13. An officer or director will be expelled from the Board with a two-thirds vote of the total Board. A replacement director will serve the remainder of the expelled officer's term.

SECTION 14. A 2/3 or greater affirmative vote of the total Board will be needed to hire or terminate the Executive Director.

SECTION 15. No officer or director may be an employee of The Arc. No officer or director may be paid by The Arc for his/her services as an officer or director.

SECTION 16. The Arc indemnifies its directors, officers, or appointees (non-Board member asked to serve on a specific task/committee) for any loss which such directors, officers, or appointees shall become legally obligated to pay and which either arises out of the discharge of their duties individually or collectively, or is a claim against them solely by reason of their being directors, officers, or appointees of the Arc. Indemnity insurance shall be purchased and said insurance renewed, or a new policy purchased, as needed in order to avoid lapses in the insurance. "Directors, officers, or appointees" means any persons who were, now are, or shall be Directors, officers, or appointees of The Arc including Board members, individual appointees of the Board, on-site evaluators for accreditation purposes, committee and task force members, whether salaried or not. "Loss" shall include, but not be limited to, damages, judgments, settlements and costs, cost of investigation, and amounts incurred in the defense of legal actions, claims or proceedings and appeals therefrom, cost of attachment, or similar bonds.

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### **ARTICLE VIII. OFFICERS**

SECTION 1. The elected officers are: President, Vice President, Secretary, and Treasurer. Additionally, the Past President is an officer serving without an election.

SECTION 2. Any person elected to one office may also serve as a chairperson on a committee. No officer may act in more than one capacity where action of two or more officers is required.

SECTION 3. All officers shall perform the usual and customary duties of their respective offices in addition to those set out below:

The President shall preside at all meetings of The Arc and of the Board.

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 disability. He/she shall undertake such other responsibilities as the President may assign.

The Secretary shall maintain a record of the proceedings of Executive Committee and Board and meetings of the membership. These minutes, after any needed approvals, will

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be maintained by The Arc. The Secretary or ED shall issue notices of the Annual Meetings and the Board meetings and reports of the officers and committees two days in advance of the meeting. If and when the by-laws are amended, in addition to providing copies of the amended by-laws to various agencies as required by law, the Secretary or ED shall file, with The Arc of the United States, Inc., two copies of any by-laws.

The Treasurer shall oversee the finances of The Arc. He/she will review monthly financial reports and present, at least quarterly, financial reports to the Board. The Treasurer will ensure that an outside independent audit is performed annually and presented to the Board. The Treasurer is also responsible for reviewing credit card expenses, reimbursement requests and the time sheet of the ED. If the Treasurer is unavailable, this duty should be assigned to the President. Other officers can fulfill the reviewing of credit card expenses and timesheets if the Treasurer and President are unavailable.

The ED shall direct and execute all decisions/programs adopted by the Board; act as the Chief Executive Officer of the corporation; and perform other duties authorized by the Board. See the ED job description for further details. The ED's job description will be maintained by at the Arc.

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### **ARTICLE IX. CONFLICT OF INTEREST**

Every officer and director shall adhere to the Conflict of Interest Policy adopted by The Arc.

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### **ARTICLE X. TERMS OF OFFICE**

SECTION 1. Each officer of The Arc serves for a term of two years beginning July 1, following his/her election, or until the election and qualification of a successor. No person may be elected to the same office for more than two consecutive terms.

SECTION 2. Each director serves for a term of two years beginning July 1, following his/her election, or until the election and qualification of a successor. No person may be elected as a director for more than five consecutive terms.

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### **ARTICLE XI. ELECTIONS**

SECTION 1. Elections of officers and directors are by simple majority vote of a quorum (refer to Article V) of members of The Arc.

SECTION 2. There shall be a Nominating Committee composed of three members: the Past President and two members appointed by the Board. The Past President will be the chair of the committee if there is one sitting on the board of directors.

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SECTION 3. The Nominating Committee shall prepare a slate of candidates for election of officers and directors and secure the consent of its nominees to serve if elected. All nominees shall be members in good standing.

SECTION 4. Ballots shall be sent to members at least two weeks prior to the Annual Meeting via electronic communication and/or by postal service. Members can request a preferred method if done in writing with a legal signature and sent to the ED. Members will have the opportunity to write in candidates. Ballots may be mailed or faxed to The Arc office or turned in at the Annual Meeting.

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### **ARTICLE XII. STANDING COMMITTEES**

SECTION 1. Committee members do not need to be directors; however any committee Chairpersons must be a Board director. The standing committees are:

Executive  
Development  
Nominating and Membership  
Finance

SECTION 2. Special committees may be appointed as needed.

SECTION 3. Terms of all committee members expire on June 30, of each year, or when their successors are appointed.

SECTION 4. Committee reports will be submitted to the Secretary three days in advance of full Board meetings. If the report is late to the Secretary, the Chairpersons are responsible for distributing their report to Board members.

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### **ARTICLE XIII. DUTIES OF STANDING COMMITTEES**

SECTION 1. All Committees members who are not Board directors will be given a copy of the bylaws, code of ethics, and relevant policies/procedures/guidelines.

SECTION 2. Executive Committee. Members of this committee will be the officers of the Board, the immediate Past President, and the ED as non-voting, ex-officio member. It will assume the function of the Board during urgent time constrained situations between meetings of the board. Its action shall be subject to review by the Board. This committee will be chaired by the President.

SECTION 3. Development Committee.

The committee works to promote the programs, services, and events of The Arc and to increase public awareness about I/DD and about the activities of The Arc. Working with the ED, his/her staff and other volunteers, this committee is responsible for the overall development of fundraising events and activities. These activities are directed at

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providing funds for Arc programs. This committee will partner with the ED to research and identify relevant grants. The Committee will partner with the community to recruit volunteers, solicit donations and sponsorships, and advertise Arc activities.

SECTION 4. Program Committee. Major functions of this committee include: evaluation and revisions of the bylaws. Periodic review of the code of ethics, and program policies/guidelines will occur in partnership with Arc staff and The Arc's accreditation agency. The committee will work with Quality Assurance to develop and analyze surveys of participants, families, staff and community stakeholders. In concert with the ED, the committee will develop and conduct ongoing evaluations of the strategic plan of The Arc, which contains measurable metrics.

SECTION 5. Nominating and Membership Committee. This committee shall prepare a slate of candidates for election of officers and directors and secure the consent of its nominees to serve if elected. The committee shall nominate persons for vacancies that occur for unexpired terms of officers and directors. This committee is responsible for developing new or revising current membership categories.

SECTION 6. If the ED position becomes vacant, an adhoc ED search committee, consisting of 5-7 board members and Arc members and led by a board member should discuss and nominate an acting replacement as Interim ED. The proposed Interim ED must then be approved by a 2/3 majority vote of the whole board. The ED Search committee shall then begin a search for replacement ED candidates. The ED Search Committee is then charged with advertising the position, vetting applicants, interviewing candidates and making a recommendation to the board for approval.

SECTION 7. Finance Committee. This committee oversees the long range financial health of the organization and recommends financial policies. Its (1) advising the Board and ED on prudent financial strategies; (2) overseeing long term investments; and (3) monitoring the preparation of the formal/informal audits and (4) with the ED prepare an annual financial report to the membership. The current Treasurer is the chair of this committee.

SECTION 8. The Board may consolidate the functions of standing committees and assign those functions to consolidated standing committees.

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## **ARTICLE XIV. RELATIONSHIP WITH THE ARC OF NORTH CAROLINA, INC., AND THE ARC OF THE UNITED STATES, INC.**

The Arc, Inc. agrees to maintain membership in The Arc of North Carolina, Inc., and The Arc of the United States, Inc. and, to support them and to adhere to their policies. The Arc further agrees to send The Arc of North Carolina, Inc., and The Arc of the United States, Inc., a copy of its annual report and its audited annual financial report, including a list of all income and disbursements, on the dates prescribed by those organizations and associations, and to support financially the activities of these associations in accordance with their stated policies.

**ARTICLE XV. DISSOLUTION**

If The Arc is dissolved or ceases to carry out the objects and purposes herein stated, all assets shall revert to an escrow account for a period not to exceed three years. If reorganization is not accomplished during this period of time, all assets shall be disbursed to The Arc of North Carolina, Inc., or to an organization or agency serving citizens with I/DD which has been granted exemption from the Federal Income Tax under the provisions Section 501(c), and 170 (c)(2) or corresponding sections of any prior or future law, of the Internal Revenue Code of 1954, or to a local, state or federal government agency for exclusively public purposes relating to persons with I/DD. An attorney would be hired to disperse the assets and handle other matters associated with the dissolution.

Under no circumstances shall any of the property or assets of The Arc, either during the existence, and/or upon the dissolution thereof, be distributed to any officer, member or subsidiary of The Arc.

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**ARTICLE XVI. AMENDMENTS**

A proposed amendment to the Bylaws shall be presented in writing to all members. Voting shall be conducted within a four week time period. The amendment(s) will become effective upon ratification by two thirds of a quorum as defined in ARTICLE V, Section 1.

The Bylaws shall be reviewed and updated, if needed, every three years. It is recommended that any proposed bylaws changes be voted on at the Annual Meeting or a special membership meeting.

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**ARTICLE XVII. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order should govern the conduct of business in all cases in which they are applicable and not in conflict with this Constitution and By-Laws.