



BY LAWS OF THE ARC OF THE MID OHIO VALLEY, INC.

Article I Membership

- Section I Membership is granted to individuals who express their support of The Arc of The Mid Ohio Valley, Inc.
- Section II Membership may be on either an individual or a family basis. A family membership entitles one adult to hold office and vote at membership meetings.
- Section III Actions of the Board of Directors are subject to review by the membership on request of any member at a regular meeting or at a special meeting called for this purpose. An action of the Board of Directors may be altered or rescinded by two-thirds (2/3) vote of all members present at such meeting.
- Section IV The Board of Directors may terminate the membership of an individual whose actions are prejudicial to the interests of The Arc.

Article II Dues

- Section I Members shall pay annual dues as determined by the Board of Directors.
- Section II Dues may be waived or reduced in specific cases by the Board of Directors when the payment of dues would constitute a hardship.

Article III Meetings

- Section I An annual meeting for the election of officers and board members will be held on a yearly basis. It may not be omitted. Members are notified at least three weeks prior to the annual meeting. Special meetings may be called by the President or on written application of five members made to the Secretary who notifies all members not less than one week prior to the meeting stating the purpose, time, date and place of the meeting. No other business may be transacted at a special meeting. Members are notified at least one week in advance of all special meetings.
- Section II A quorum consists of five (5) percent or five (5) of the members in good standing which ever is greater. They must be present in person. Proxies are not accepted.

Article IV Fiscal Year

The fiscal year is July 1 to June 30.

Article V Board of Directors

- Section I The Board of Directors consists of the elected officers, the immediate past president, and no fewer than eight (8) additional Directors.
- Section II All members have the right to attend and speak, upon recognition by the President, at meetings of the Board of Directors, but not to vote unless they are also members of the Board.
- Section III The Board of Directors meets at least four times per year or more often as specified by the Board of Directors.
- Section IV Special meetings of the Board of Directors may be called by the President or Secretary or upon written request of three Board members. Board members are notified of the purpose of the meeting and are given no less than 24 hour notice. No other business may be transacted at a special meeting.

Section V A majority of the Board members constitutes a quorum. Any board member who misses two meetings in a row or four meetings in a year, may be removed from the Board by a vote of the Board.

Section VI The Board of Directors is responsible for the conduct of business of The Arc and is empowered to employ and prescribe the duties of an Executive Director to administer the affairs of The Arc. The Board of Directors exercises all powers inherent in The Arc except those expressly reserved to the membership. The Board develops and maintains policies to guide The Arc, monitors services, plans for the future of The Arc, and assures adequate resources to fulfill the mission of The Arc.

Article VI Terms of Office

- Section I The officers of The Arc serve a term of one year, beginning July 1 following their election.
- Section II The members of the Board of Directors hold three year staggered terms, with approximately one-third (1/3) of the members elected each year at the annual meeting. The term of office begins July 1 following the election.
- Section III Directors are elected for terms of three years. At the end of the three-year term, the nominating committee reserves the right to recommend not renewing a term.
- Section IV Vacancies in the elective positions, except the President, are filled for the unexpired term by a member elected by the Board of Directors. Upon vacancy of the President, the Vice President becomes President.

Article VII Duties of Officers

- Section I President
- a. The President presides at membership meetings of The Arc and of the Board of Directors.
 - b. The President appoints the chair of all committees, task forces and work groups with the approval of the Board, and supervises, directly or indirectly, their work.
 - c. Special committees may be appointed by the President with the approval of the Board of Directors.
- Section II Vice President
- a. The Vice-President succeeds to the presidency in case of vacancy in that office and performs the duties described in Article VII, Section I of the By-laws and in the absence of the President.
 - b. The Vice-President undertakes other responsibilities as the president may assign.
- Section III Secretary
- a. The Secretary assures that a record is maintained of the proceedings of all meetings of the membership and the Board of Directors.
 - b. The Secretary files with the National Chapter, two copies and with the Secretary of State, one copy of the Constitution and By Laws when amended.
- Section IV Treasurer
- a. The Treasurer represents the finances of The Arc to the Board of Directors at all regular meetings.
 - b. The Treasurer is a member of the Budget and Finance Committee.

Article VIII Nominations

- Section I The Nominating Committee prepares a slate of Officers and Directors and secures consent of nominees to serve. The slate is published for the membership at least three weeks prior to the annual meeting.

- Section II Officers and Board members are elected at the annual meeting in May and take office on July 1 following their election.
- Section III Nominations are accepted from the floor. All candidates for office are members in good standing who have given consent to the nomination.

Article IX Committees

- Section I Any activity of The Arc not included under a specific committee automatically falls under the Executive Committee.
- Section II Special committees or task forces may be appointed by the president, as needed.
- Section III Committee appointments are made by the President in July for a term of one year or until their task is accomplished.
- Section IV The following committees are required:
- 1: The Executive Committee: It is comprised of the officers and past President of The Arc. It assists the Executive Director in implementing policies of The Arc, monitors performance of the Executive Director and conducts business of The Arc between meetings of the Board.
 - 2: The Budget and Finance Committee: It oversees preparation of the annual budget, monitors expenditures and investments, makes recommendations to the Board for expenditures not included in the budget, develops and recommends financial policy to the Board, and secures a timely audit.
 - 3: The Nominating Committee: It secures potential candidates for the positions of officers and directors to be voted upon at the annual membership meeting in May.

Article X Relationship with State and National Associates

The Arc agrees to maintain membership in the State and National Chapters of The Arc, to support these Associations and to adhere to their policies. The Arc further agrees to send the State and National Associations a copy of its annual report and its audited annual financial report or other reports as requested, by the prescribed date, and to financially support the activities of these associations in accordance with their stated policies.

Article XI Parliamentary Authority

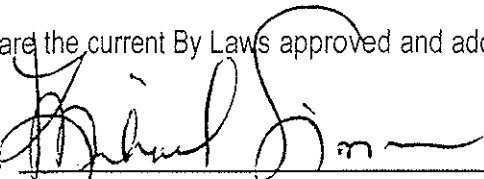
The organization uses strategies that encourage consensus, but when needed, Robert's Rules of Order governs the conduct of business, as applicable and not in conflict with this Constitution and By Laws.

Article XII Amendments to the By Laws

Any proposed amendment, along with the date it is to be voted upon, is presented in writing to the membership at least three weeks prior to the meeting at which it is to be voted upon. A two-thirds (2/3) vote of the membership present is required for ratification.

These are the current By Laws approved and adopted by the Membership on October 6, 2005.

Signed:



President

Signed:



Secretary

(name change only)