

CHAPTER BY-LAWS

THE ARC WESTCHESTER, WESTCHESTER COUNTY CHAPTER

Date of Most Recent Amendment: June 12, 2018

**THE ARC WESTCHESTER
BY-LAWS**

**Article I
Names and Offices**

This Chapter shall be known as the Westchester County Chapter, NYSARC, Inc. (d/b/a The Arc Westchester) hereinafter called the Chapter. NYSARC, Inc. will hereinafter be called the State Association or the Association.

**Article II
Purpose**

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

**Article III
Territory**

The territory assigned to the Chapter by the Association is Westchester County, State of New York, subject to any change therein as may be made from time to time by the Board of Governors of the State Association.

**Article IV
Membership**

Section 1. The membership of the Chapter shall consist of all persons who meet the requirements of the By-Laws of the Association and territorial 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 State Association, 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.

(a) The provisions of the By-Laws of the State Association relating to classes of members shall apply to the members of the Chapter. The rights of a life member of a Chapter shall be and remain those to which s/he was entitled at the time at which such membership took effect, 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 Association or of the Chapter be an officer, governor or director of the association or any of its Chapters.

(b) In addition to the above, there shall be “family membership”. Active membership in the Chapter may be held jointly by up to four family members eighteen years of age or older living in the same household upon the payment of the required dues for a family membership. In such cases, one vote shall be permitted for each member of the family eighteen years of age or older listed on the application for membership, up to a maximum of four votes. For the purposes of calculating a quorum as required by Article V, Section 4, each member of a “family membership” group shall be counted independently in determining the presence or absence of a quorum. Each member of a “family membership”, with the exception of employees, shall be entitled to one vote, in person, and all matters shall be decided by the vote of a majority of the members of the Chapter present in person and entitled to vote.

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. 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 January 1st through and including December 31st. Annual dues during the membership year, or after October 1st of the previous year, shall be deemed to establish membership during the membership year.

Section 4. The Board of Directors may waive the payment of dues for Active Membership in cases of financial hardship.

Section 5. Charges against a member may be preferred, as prescribed in Article I, Section 12, of the By-Laws of the Association.

Section 6. The list of the Chapter members shall be kept by the Secretary. The Secretary shall send to the office of the Association a copy of the list as required. Use of the list for purposes other than mailings by the Chapter or the Association for Chapter or Association business must be authorized by the Executive Committee of the Board.

**Article V
Meetings**

Section 1. The Chapter shall hold at least one meeting annually 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 of the members of the Chapter may be called by the Board of Directors or the President, or on the written request of at least two hundred and fifty active members of the Chapter in good standing, 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 notice of each regular or special meeting shall be mailed 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.

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.

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 ten, nor more than thirty-five 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 committee as provided in Article IX 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 upon nomination(s) by the Nominating Committee or pursuant to the terms of Article IX, Section 8.

Section 2.

(a) The officers of the Chapter shall be members of the Board of Directors. With the exception of members of the Board serving in the positions of President Elect, President, and Immediate Past President, the following provisions shall apply: approximately one-third of the Board shall be elected each year to serve for a three-year term. From time to time the Nominating Committee may nominate persons to serve on the Board for terms of less than three years in order to achieve this ratio. No Director shall serve for more than two consecutive terms, provided that after one-year of not serving as Director; such Director shall be eligible for re-election. The Nominating Committee may waive the required one-year of absence from the Board, provided that in any one year no more than five members of the Board may be nominated to serve subject to such a waiver. No individual may have this provision exercised on his or her behalf more than one time during any single nine-year period, providing therefore, that the maximum number of consecutive years any individual may serve on the Board will be nine consecutive years.

(b) Upon election to the position of President Elect, the Director shall commence a term of Board membership of six years or until no longer serving as President Elect, President, or Immediate Past President, whichever occurs first. The Immediate Past President shall not be eligible to serve as a Director upon completing his/her term of office until completing one year of not serving as a Director.

(c) All Directors on the Board must be members of the Chapter, shall serve in good standing on at least one committee, and at least a majority of the Board shall be comprised of self-advocates, parents or their spouses, relatives, or court-appointed guardians of persons with intellectual or other developmental disabilities. All Directors and Officers of the Board shall participate in not fewer than five hours of training covering the roles and responsibilities of Board members within the first year of their initial election and not less than two hours of training every year thereafter or as may be required from time to time by the Board.

Section 3. Regular meetings of the Board shall be held on such dates as may be fixed by the Board, or by the President, at the time and place stated in the notice thereof. At its first meeting after the annual meeting, or as soon thereafter as practicable, the Board shall, by resolution, approve the calendar of its regular meetings, and Annual Meeting of the Members, for the ensuing year. Regular meetings of the Board of Directors shall be scheduled at least ~~once each month~~ six times between the annual meetings, with the exception of the months of July and August.

Section 4. Special meetings of the Board of Directors may be called by the President at his/her own instance, 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~~ transmitted by email and/or regular mail as permissible by law 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. Notices of meetings of the Board shall be in writing, and shall be sent to each member thereof at his or her address as it appears on the books of the Chapter at least five days before the meeting by mail or transmitted electronically, as permissible by law. Notices of regular meetings need not state the purpose of the meeting. ~~The notice of any special meeting shall set forth the purpose for which it is called, and no other business may be transacted at the special meeting. The notice of any special meeting shall set forth the purpose for which it is called, and no other business may be transacted at the special meeting.~~

Section 6. Upon death, resignation in writing, disability or removal of any Director on the Board, including any Officer, or in the event that the membership of the Chapter fails to elect the full minimum authorized number of Directors, the Board, by a majority vote, may fill such vacancies including those of the office of Secretary or Treasurer until the next Annual Meeting. Vacancies in the positions of President Elect, President, or Immediate Past President shall be filled or not filled pursuant to the terms of Article VIII, Section 3 of the bylaws.

Section 7. It is expected that each member of the Board will attend all meetings of the Board. Excessive absences interfere with the governing role of the Board and inhibit the Board's ability to do its work. A Director on the Board who shall have absences in excess of ~~three~~ two in any single

Board year shall cease to be a member of the Board unless upon vote of the Board, the Director is reinstated. Notwithstanding the foregoing, each Board member will be permitted to request a leave of absence during his/her term. This request must be submitted in writing to the Governance Committee prior to the effective date of the leave of absence. The Governance Committee shall have thirty days from receipt of the request to either grant or deny this request. If the Governance Committee fails to act within thirty (30) days, the request for a leave of absence shall be considered as granted. If the request is denied, or a request not made, and more than ~~three~~two absences occur in a single Board year, then the remaining provisions of this article, with the exception of Section 8, shall apply. If the request is granted, then the Board member on leave of absence shall not count in determining whether a quorum has been reached at any particular meeting. During the period of such leave of absence, the Board member shall not receive materials regularly distributed to the Board or participate in Board discussions. The Board member on leave of absence retains the rights associated with membership in the Chapter. The procedure prescribed in Section 8 of this Article for removal of a Director on the Board for cause shall not apply to a Director removed for absences. The Board of Directors, within the limits of Budget appropriations, may authorize employment of professional and other staff. It shall delegate to the Executive Director/CEO authority to hire and fire employees unless otherwise specified in these By-Laws.

Section 8. A Director on the Board may be removed from the Board and an Officer may be removed from office and/or membership of the Board for cause by the Board at a special meeting called therefore, after the Board has afforded the Director or Officer of the Chapter an opportunity to be heard on the cause for removal (“charges”). The charges must be in writing and signed by at least five Directors on the Board. A copy of the charges shall be served on the Director or Officer whose removal is sought, personally or by registered mail, at least fourteen days before the date set for the meeting. The Director or Officer against whom charges have been brought may appear at the meeting in person or by counsel. After the Director or Officer is heard at such meeting, the Board may sustain the charges and remove the Director or Officer by a two-thirds vote of the full Board then in office; if the Board fails to sustain the charges, the charges will be dismissed. The Director or Officer whose removal is under consideration may not vote or be present during deliberations but remains entitled to vote on other matters before the Board.

Section 9. A quorum of the Board shall consist of the majority of the elected Directors in good standing except for those on leave of absence. The Board shall act by a majority of those present at any meeting, except as otherwise provided herein.

Section 10. The Board shall review all applications received from the Guardianship Committee of the Chapter to act as guardian, or stand-by guardian in any capacity, for an individual. The Board shall either approve such application and forward it to the Association for action or return such application to the Guardianship Committee as rejected or for other action.

Section 11. All powers herein granted to the Board are subject to the bylaws of the Association and to the regulations contained in the Chapter Manual of the Association. Any act of the Board may be reversed by vote of two-thirds of the Active Members of the Chapter at a regular or special meeting called subject to the provisions of Article V herein, provided that no irrevocable right of third parties shall be affected thereby.

Section 12. The Board shall employ an Executive Director/CEO. The Board shall annually review and approve the evaluation of the Executive Director/CEO. The Board shall set the salary and benefits of the Executive Director/CEO after reviewing the recommendations of the Executive Committee. Decisions to employ or remove the Executive Director/CEO by the Board shall be made by the affirmative vote of two-thirds of the full Board. An employment contract with the Executive Director/CEO shall not exceed three years.

Section 13. One member of the Board of Directors shall be nominated to be the Primary Representative and one member shall be nominated to serve as the Alternate Representative to the Association Board of Governors. Persons so nominated must have served at least one year on the Chapter Board. Thereafter, persons so nominated and elected to the NYSARC Board of Governors may serve out their term even if, during that term, they cease to be members of the Chapter Board.

Section 14. Corporate compliance activities of the Board:

(a) The Board, as the body responsible for the regular governance of the Chapter, is responsible for insuring that the Chapter complies with all relevant state and federal law, rules, regulations, and administrative directives. This includes, but is not limited to, ensuring compliance with federal and state requirements as well as ensuring the provision of quality programs and services. In furtherance of this responsibility, the Board shall ensure appropriate executive staff commitment to the principles of corporate compliance and quality assurance and shall directly receive reports annually, and at other times directly or through committees, as needed, on matters related to such commitment.

(b) The Chapter may employ a ~~Corporate-corporate Compliance-compliance Officer-officer~~ or similar position responsible for compliance with state and federal laws, regulations and policies and Chapter and Association policies. A person employed in such position may not be removed without the approval of a majority vote of the full Board. The Executive Director/CEO may, however, suspend that employee pending action by the Board in the case of a significant violation of Chapter policy, law or regulation.

(c) The Board or a Committee of the Board shall approve all ~~Corporate-Compliance Ppolicies affecting the governance of the Chapter, including, but not limited to a Conflict of Interest, Whistle Blower Policy/False Claims Act and a policy on Executive Sessions for the Board, Executive Committee, Nominating Committee, Board Committees, Chapter Committees and Special Committees.~~

(d) The Governance Committee, along with the Audit Committee, with review of the Board, shall oversee the corporate compliance activities of the Chapter.

(e) In addition to its other responsibilities set forth in law, Association 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. 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.

(f) 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.

Section 15. The Board shall elect two members of the Nominating Committee, one of which shall be made each year at the first meeting of the Board following the Annual Meeting of the Association. The person so appointed to the Nominating Committee shall serve for a term of two years. From time to time the Board may elect a member of the Nominating Committee for a term shorter than two years for the purpose of completing the term of a person previously appointed by the Board who is no longer serving as a member of the Nominating Committee.

Article VII
Executive Committee of the Board of Directors

Section 1.

(a) The Executive Committee shall have nine members: The Officers of the Chapter and four directors elected by the Board at its first meeting after the Annual Meeting of the members of the Chapter. The election shall be by ballot listing all nominees. Those four persons receiving the highest number of votes shall be considered elected to the Executive Committee. The Executive Committee shall, except as stated herein, have and exercise the authority of the Board in the management of the business of the Chapter when the Board is not in session. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board. The Executive Committee shall be responsible for periodic review and approval of that the Chapter’s strategic development plan.

(b) The President may designate one or more Directors as alternate members of the Executive Committee, who may replace an absent member or members at a meeting of said committee.

(c) A quorum of the Executive Committee shall consist of a majority of its members, which shall include no fewer than three officers. A majority of those members present must vote in the affirmative for the Executive Committee to take any action.

(d) Meetings of the Committee will generally be open only to members of the Committee. The Chair person may, on certain occasions, open the meeting and/or invite particular non-committee members to attend.

Section 2. The Executive Committee shall not have the authority to:

(a) Submit to the members of the Chapter any action without authorization of the Board.

(b) Fill vacancies in the Board or in any committee of the Chapter, unless provided otherwise in these bylaws.

(c) Amend or repeal the bylaws or adopt new bylaws.

(d) Amend or repeal any resolution of the Board, which by its terms shall not be so amendable or repealable.

(e) Act on any matter involving the expenditure, or the incurring of any obligation, by the Chapter exceeding the amount set from time to time by the Board unless such expenditure was previously provided for in a budget approved by the Board or the expenditure represents an emergency expenditure approved by the Executive Director/CEO and a majority of the members of the Executive Committee.

Section 3. The Executive Committee shall administer the evaluation of the Executive Director/CEO and shall present the results of this evaluation to the Board no less than annually. The Executive Committee shall make a recommendation to the Board regarding the Executive Director/CEO's salary and benefits annually after reviewing the report of the Personnel Practices Committee.

Section 4. The Executive Committee shall review the annual evaluation of the corporate compliance officer.

Section 45. Any action taken by the Executive Committee shall be subject to review by the Board, which may ratify or rescind any action of the Executive Committee, provided that no irrevocable right of third parties shall be affected thereby.

Section 56. At its first meeting after the annual meeting, or as soon thereafter as practicable, the Board shall, by resolution, approve a calendar reserving four (4) dates for meetings of the Executive Committee, if such meetings are necessary.

Section 7. The Chairperson of any meeting of the Executive Committee may permit members on particular occasions to participate in a meeting by telephone or other similar form of communication which permits ongoing vocal participation in any discussion, such as phone or video conferencing and such participation shall be counted as part of a quorum or voting requirement for any committee meeting.

Article VIII Officers and Directors

Section 1. The Officers of the Chapter shall consist of the President, President Elect, Immediate Past President, Secretary and Treasurer. The Officers must be members of the Chapter and shall have the duties hereinafter provided.

Section 2. As required by their respective terms of office, each Officer shall be elected at the annual business meeting of the members of the Chapter immediately following the election of the new members of the Board. The officers shall be elected by the members of the Chapter from among those serving on the Board, including persons serving on the Board prior to the Annual meeting and those persons elected to the Board at the Annual meeting. The Secretary and Treasurer shall each hold office from the date of being sworn in until the next Annual Meeting or until his or her sooner death, resignation, disability or removal as above provided. Neither the Secretary or Treasurer shall be elected to that office for more than five consecutive terms of office. Such individual may, however, after a one-year absence from the particular office, be re-elected. In all cases the provisions of Article VI, Section 2 shall continue to apply.

Section 3. The President Elect shall be nominated for a term totaling six years, two years as President Elect, two years as President, and two years as Immediate Past President. The President Elect shall be elected at the annual business meeting of the members of the Chapter immediately following the election of new members of the Board. The position of President shall be filled by the individual holding the position of President Elect at the conclusion of his/her two-year term as President Elect. The position of Immediate Past President shall be filled by the individual holding the position of President at the conclusion of his/her two-year term as President. In the event that a President Elect cannot serve out his/her two-year term as President Elect due to death, resignation, disability, or removal from office, the position shall remain vacant until the next annual meeting. In such case, an individual shall be nominated to serve as President Elect for the remainder, if any, of that individual's two-year term. In the situation where the President Elect's term would have ended, and said individual would have assumed the duties of President, nominations for both a new individual to serve as President Elect and an individual to serve as President shall be made. In the event of the death, resignation, disability, or removal from office of the President, the President Elect shall assume the duties of that office for the remainder of the former President's term. In such case, the person assuming those duties may be nominated for an additional two-year term as President, and the provisions for nomination of a new President Elect shall proceed as previously outlined. In the event the Immediate Past President is unable to serve due to death, resignation, disability, or removal from office, the position shall remain vacant until the President assumes the position. The removal for cause will be governed by Article VI, Section 8.

Section 4. The President, or in his/her absence the President Elect, or in his/her absence, any Director of the Board selected by the Board, shall have general charge of the business affairs and property of the Chapter, preside at meetings of the members of the Chapter and of the Board, and do and perform such other duties and exercise such powers as may be from time to time assigned by the Board. The President shall be an ex-officio member of all committees with the exception of the Nominating Committee. The President, as an ex-officio member, should not be included in the count when determining the number needed for a quorum, should not be counted when determining if a quorum is present, and has voting privileges on such committees. The President shall appoint all Special Committees of the Chapter. The President shall render an annual report in writing to the membership of the Chapter. The President shall review committee attendance with the Chairperson of each committee prior to the appointing or re-appointing of committee members once per year.

Section 5. The President Elect shall serve as President in the temporary absence of the President. The President Elect shall also serve as a member of the Budget and Finance Committee and as Chair

of the Governance Committee. The President Elect shall serve as Parliamentarian, following Roberts' Rules of Order, at meetings of the Executive Committee, Board, and membership of the Chapter.

Section 6. The Immediate Past President shall serve as a member of the Executive Committee and provide assistance to the President Elect and the President as requested.

Section 7. The Secretary shall keep the minutes of the meetings of the members of the Chapter and of the Board, attend to the serving of all notices required by law or these bylaws, and generally perform the duties of a Secretary.

Section 8. 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 submit 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.

Article IX Nominating Committee and Elections

Section 1. The Nominating Committee shall consist of seven active members of the Chapter, five of whom must have served as active members of the Board for a minimum of two years within the previous six years. Each committee member shall serve a two-year term with three members rotating off the committee one year to be replaced by three new members elected by the members of the Chapter at the Annual Meeting, and the two other members rotating off the next year to be replaced by two new members elected by the members of the Chapter at the Annual Meeting. Members elected for less than a full two-year term may be nominated to serve a full two-year term at the conclusion of that initial reduced term. These five members shall be nominated by the Nominating Committee pursuant to the provisions of this Article IX. Two members of the Nominating Committee shall be elected by the Board, with one elected made each year for a term of two years at the Board's first meeting following the Annual meeting of the members. An appointment for a shorter term may be made in order to ensure that appointees rotate on or off the Nominating Committee each year in the prescribed number. The Chairperson shall be elected by the Nominating Committee from among its members at the Committee's first meeting.

Section 2. Meetings of the Committee will generally be open only to members of the Committee. The Chair person may, on certain occasions, open the meeting and/or invite particular non-committee members to attend.

Section 3. Minutes of committee meetings shall be recorded at each meeting, and kept confidential and retained by the office responsible for providing staff support to the Nominating Committee.

Section 4. At least sixty days before the Annual Meeting the Nominating Committee shall present the list of nominations for the Board, Officers, and members of the Nominating Committee to the Secretary. No member of the Nominating Committee may be nominated for a position as a Board

Officer. At least four members of the Nominating Committee must be present in person when voting on nominations. The Committee shall vote on each nomination separately. At least four members of the Nominating Committee must vote in the affirmative for any nomination to be adopted. The nominations shall be voted on at the Annual Meeting of the members of the Chapter.

Section 5. Individuals nominated for Chapter Officer must have actively served on the Board for at least one year prior to the date on which the election is scheduled.

Section 6. The Nominating Committee shall obtain a written acceptance from each candidate. In the case of persons who are not currently serving on the Board, a written acceptance must be accompanied by a completed Conflict of Interest Disclosure Statement. The Chair shall not forward the name of any candidate to the Secretary until such written acceptance and, when applicable, such Conflict of Interest Disclosure Statement is received and reviewed by the ~~Corporate-compliance Officer-officer~~ or Counsel.

Section 7. At least forty-five days before the Annual Meeting of the Chapter, the Secretary shall mail the slate of candidates, together with the provisions for nominating other candidates as hereinafter set forth, to each member of the Chapter.

Section 8. Candidates other than those designated by the Nominating Committee may be nominated only by petitions signed by no fewer than ten percent of the Active Members of the Chapter who are eligible to vote at the time the petition is signed. In the event that the individual is seeking election to the Board, the petition must so state. In the event that the individual is seeking election to an office, the petition must so state and identify the office. Such petitions, along with the written acceptance of each candidate nominated thereby, and a completed Conflict of Interest Disclosure Statement, must be presented to the Secretary at least thirty (30) days before the Annual Meeting of the Chapter. Candidates may not be nominated from the floor at the Annual Meeting of the members of the Chapter.

Section 9. The Secretary shall mail the names of the candidates nominated by petition, with the position for which each has been nominated, to each member of the Chapter at least twenty days before the Annual Meeting of the members of the Chapter.

Section 10. The election shall be held at the Annual Meeting of the members of the Chapter. Whenever there shall be a contest for any office, the President shall appoint three tellers to count the votes. Voting may be by a show of hands unless there is a contested election, in which case, voting shall be by secret ballot. The candidate receiving the greatest number of votes for any position shall be elected to that position. In the event of a tie between two or more candidates for any position, the Board shall elect one of the candidates to the position at its first regular meeting after the election.

Section 11. Voting at any meeting of the members of the Chapter shall be in person except as provided for in Section 12 of this Article.

Section 12. In the event there is a contest for any position, voting may be in person or by proxy for that position. In that event the Secretary shall mail to each member, not less than twenty (20) days

prior to the Annual Meeting, a proxy whereby a member may designate the Secretary to act in the member’s place and stead as proxy to vote for the nominees as specifically designated in such proxy by such member. Any such proxy(s) must be received by the Secretary before the Annual Meeting of the members of the Chapter is called to order for it (them) to be counted. Proxies shall be exercised by the Secretary’s casting a secret ballot for the nominees so designated. The Secretary shall retain proxies for a period of three years. No member shall be entitled to review such proxies except in the presence of the Secretary. Prior to the election, every proxy 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 by proxy.

Section 13. 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.

Section 14. Elected Officers, members of the Board of Directors and members of the Nominating Committee shall be installed at the Annual meeting or at such later time as the Board deems appropriate, but on or before the effective date of their assumption of office.

**Article X
Committees of the Board**

Section 1. Unless specified otherwise in these By-Laws, at the first meeting of the Board after each annual election the President shall appoint the Chairperson and two members of each Committee of the Board of the Chapter. All members of committees of the Board shall be members of the Board. The following conditions apply: (a) The Chairperson of each committee may be replaced by the President at any time; (b) The Chairperson of each committee, with the consent of the President, shall appoint other members of the Chapter to the committee; (c) Up to nine members of the Board, including the Chairperson, or a number as may be set from time to time by the Board, may serve on any single committee; (d) A majority of committee members shall constitute a quorum; (e) the Chairperson may permit committee members on particular occasions to participate in a meeting by telephone or similar form of communication which permits ongoing vocal participation in any discussion, such as phone or video conferencing and such participation shall be counted as part of a quorum and voting requirement for the committee meeting; and (f) Meetings of the Committees will generally be open only to members of the Committee. The Chair person may, on certain occasions, open the meeting and/or invite particular non-committee members to attend.

Section 2. The Executive Director/CEO shall designate appropriate staff to work with each committee.

Section 3. The Chair of each committee shall ensure that minutes will be recorded and distributed to the office of the Executive Director/CEO, who will then distribute said minutes to the Board of Directors for the review and acceptance of such minutes.

Section 4. The following shall be the Committees of the Board of the Chapter.

(a) Budget, Finance and Personnel Practices Committee - The Budget, Finance and Personnel Practices Committee shall be Chaired by the Treasurer of the Chapter. The President Elect shall be

a member of the Committee. The Committee shall review, approve and forecast Chapter income and expenses, including the review and necessary preparation of income and expense statements and be responsible for reviewing and recommending or approving, subject to review by the Board, policies regarding the overall terms and conditions of employment in the Chapter to include compensation and fringe benefits. The Committee shall annually perform a review of the salary and benefits of the Executive Director/CEO and report the findings of that review to the Executive Committee. The Committee shall review and make investment recommendations to the Board. The Committee shall meet at least ~~every three~~ times each year-months, including at least one meeting before the beginning of the next fiscal year, at which meeting the Committee shall review and recommend a proposed budget for the following fiscal year to the Board for a final approval and adoption.

(b) Governance Committee - The Governance Committee shall be chaired by the President Elect of the Chapter. The Committee shall consist of the Chairperson and a minimum of two additional persons. All members shall be selected by the President of the Chapter and shall be members of the Board. The Committee shall be responsible for oversight of training for members of the Board, review all “ethical” and “conflict” issues concerning members of the Board, the Executive Director/CEO and the ~~Corporate-compliance Officer~~ officer, review the Board’s governance of the Chapter, ~~at least three times per year,~~ review and recommend, as needed, changes to the bylaws of the Chapter, and develop policy and procedures to insure proper governance of the Chapter subject to review by the Board, ~~and review the annual evaluations and compensation of those staff members who are directly supervised by the Executive Director.~~ The Governance Committee of the Board shall annually, or as required, determine which program training for members receive credit and the amount of credit therefore. The Governance Committee, along with the Audit Committee, with review by the Board, shall oversee the corporate compliance activities of the Chapter.

(c) Audit Committee –

(i) The Audit Committee shall consist of the Treasurer of the Chapter and a minimum of two additional persons. All members shall be selected by the President of the Chapter and shall consist of only “Independent Directors” of the Board.

(ii) In addition to the Treasurer of the Chapter, members of the Audit Committee may also serve on the Budget, ~~and~~ Finance and Personnel Practices Committee, provided that where the Audit Committee consists of three members, two may also serve on the Budget, ~~and~~ Finance and Personnel Practices Committee, including the Treasurer, but the third must not serve on the Budget, ~~and~~ Finance and Personnel Practices Committee and should have financial expertise such as accounting or banking experience. Where the Audit Committee consists of more than three members, at least half of its members should not be serving on the Budget, ~~and~~ Finance and Personnel Practices Committee at the same time.

(iii) At its first meeting after the Annual Meeting of the Chapter the Audit Committee shall elect a Chairperson by majority vote. The Audit Committee shall meet with the outside audit firm at least two times each year to plan for and review the annual audit findings and shall meet at other times as needed. The Audit committee shall meet with the outside audit firm after the presentation of the annual audit findings in executive session without the presence of employees of the Chapter. The Audit Committee shall have the authority to retain and dismiss the outside

firm by a majority vote of its members. The Audit Committee shall also review regular reports from the Chief Financial Officer and/or Controller concerning all internal billing and accounting audits; shall receive and review all fiscal and billing audits conducted by regulatory agencies or other outside firms; shall work with the Chapter Corporate Compliance efforts to coordinate policy and procedure development; and shall have oversight over the Chapter’s compliance with fiscally related standards and issues. The Committee may also review executive salaries and benefits solely to insure compliance with federal and state standards and report its findings to the Board. The Audit Committee, along with the Governance Committee, shall oversee the Corporate Compliance activities of the Chapter with appropriate review by the Board.

(iv) Independent Director: “a director who: (i) is not, and has not been within the last three years, an employee or a key person of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key person of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments, property or services to, or received payments, property or services from, the corporation or an affiliate of the corporation if the amount paid by the corporation to the entity received by the corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity’s consolidated gross revenues if the entity’s consolidated gross revenue was less than five hundred dollars; twenty-five thousand dollars if the entity’s consolidated gross revenue was five hundred dollars or more but less than ten million dollars; one hundred thousand dollars of the entity’s consolidated gross revenue was ten million dollars or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the corporation’s outside auditor or who has worked on the corporation’s audit at any time during the past three years. For the purposes of this subparagraph, the terms: “compensation” does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (a) of section 202 (General and special powers) of this chapter; and “payment” does not include charitable contributions, dues or fees paid to the corporation for services which the corporation performs as part of its nonprofit purposes, or payments made by the corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the corporation are available to individual members of the public on the same terms, and such services received by the corporation are not available from another source.

Article XI
Committees of the Chapter

Section 1. Unless specified otherwise in these By-Laws, at the first meeting of the Board after each annual election the President shall appoint the Chairperson and two members of each committee of the Board of the Chapter. The following conditions apply: (a) The Chairperson of each committee may be replaced by the President at any time; (b) The Chairperson of each committee, with the

consent of the President, shall appoint other members of the Chapter to the committee; (c) Up to nine members of the Board, including the Chairperson, or a number as may be set from time to time by the Board, may serve on any single committee; (d) A majority of committee members shall constitute a quorum; (e) the Chairperson may permit committee members on particular occasions to participate in a meeting by telephone or similar form of communication which permits ongoing vocal participation in any discussion, such as phone or video conferencing and such participation shall be counted as part of a quorum and voting requirement for the committee meeting; and (f) Meetings of Committees will generally be open only to members of the Committee. The Chair person may, on certain occasions, open the meeting and/or invite particular non-committee members to attend.

Section 2. The Executive Director/CEO shall designate appropriate staff to work with each committee.

Section 3. The Chair of each committee shall ensure that minutes will be recorded and distributed to the office of the Executive Director/CEO, who will then distribute said minutes to the Board of Directors for the review and acceptance of such minutes.

Section 4. The following shall be the Committees of the Chapter.

(a) Membership, Public Relations and Marketing Committee - The Membership, Public Relations and Marketing Committee shall supervise maintenance of records and the development of programs to retain and recruit new members of the Chapter. The Committee shall be responsible for oversight of the Chapter's public relations activities including such activities as the publishing of newsletters, news releases, web pages and other related activities.

(b) Guardianship Committee - The Guardianship Committee shall receive, review and recommend or reject all applications for guardianship prior to their presentation to the Board. Its recommendation shall be based upon the feasibility of the Chapter's fulfilling the obligations assumed by the acceptance of the responsibility of acting as guardian for the individual in accordance with the Association's policies and procedures for guardianship. It shall review, at least annually, the needs of all individuals within the Chapter Guardianship Program. The Committee shall meet at least six times per year.

(c) Program Quality Improvement Committee – The Program Quality Improvement Committee is charged with: (1) establishing principles of quality; (2) reviewing quality measurements and standards, and internal and external quality program audit results; (3) recommending significant and strategic quality improvement actions in all program areas to assure the Board of the Chapter's compliance with quality standards; and (4) facilitating and monitoring the self-advocacy efforts of the Chapter. The Committee shall report to the Board after each meeting. The report to the Board shall highlight any significant strategic or quality improvement issues and accomplishments. A majority of the Committee members must be members of the Board and the Chair must be a member of the Board appointed by the President of the Chapter. The Chair of the Committee shall appoint sub-committees to address specific quality and programmatic issues within a set time frame. Examples of program areas that such sub-committees might address, include, but are not limited to, Children's Services, Community Services, Recreation, Residential, Transition, Day Services, Clinic Services and a Self-Advocates Committee. The sub-committee(s) shall report to the full Committee.

(d) Incident Review Committee: The composition and authority of the Special Committee on Incident Review shall be governed by OPWDD (and its successor agency) regulations. The Committee shall review all Chapter reports concerning incidents and incident management. The Committee shall report to the Board quarterly.

(e) Strategic Development Committee: The Strategic Development Committee shall undertake visionary planning for the future direction of the Chapter, including the development of business opportunities and the strategic development plan. At a minimum, this Committee shall include the Immediate Past President and the President Elect.

Article XII Special Committees

Section 1. The President shall appoint the members of such special committees as the Board shall establish and charge.

Section 2. The Chair of each committee shall ensure that minutes will be recorded and distributed to the office of the Executive Director/CEO, who will then distribute said minutes to the Board of Directors for the review and acceptance of such minutes.

Section 3. Meetings of Committees will generally be open only to members of the Committee. The Chair person may, on certain occasions, open the meeting and/or invite particular non-committee members to attend.

Article XIII Office

Section 1. The Chapter shall maintain an office or offices at such a place or places and with such facilities as the Board may direct for the promotion of the objectives of the Chapter. The functions of the office(s) shall include the administrative detail of the Chapter, the promotion of public relations, and such other general and special services as may be allocated to it by the Board.

Article XIV Indemnification of Directors, Officers and Committee Members

Section 1. Authorized Indemnification. Notwithstanding anything in this Article XIV, unless clearly prohibited by law, the Chapter shall indemnify any person (“Indemnified Person”) to the fullest extent permitted by the New York Not-for-Profit Corporation Law (the “NPCL”), and in accordance with the NPCL, indemnify the Indemnified Person against any claims made, or threatened to be made, in any action or proceedings, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Chapter, by reason of the fact that the Indemnified Person (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Chapter, or (b) in addition is serving or served, in any capacity, at the request of the Chapter, as a director or officer of any other corporation,

or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Chapter shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Advancement of Expenses. The Chapter shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Chapter, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Chapter, with interest, for any amount advanced for which it is ultimately determined that the Indemnified Person is not entitled to be indemnified under the law. An Indemnified Person shall cooperate in good faith with any request by the Chapter that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 3. Indemnification of Others. Unless clearly prohibited by law, the Board may approve Chapter indemnification as set forth in Section 1 of this Article XIV or advancement of expenses as set forth in Section 3 of this Article XIV, to a person (or the testator or intestate of a person) who is or was employed by the Chapter or who is or was a volunteer for the Chapter ("Other Person"), and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Chapter in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 4. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person or Other Person if indemnification has not been ordered by a court, the Board shall, upon written request by the Indemnified Person or Other Person, determine whether and to what extent indemnification is permitted pursuant to these bylaws. Before indemnification can occur a quorum of the Board must explicitly find that such indemnification will not violate the provisions of NPCL. No director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board shall act only after receiving the opinion in writing of legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

Section 5. Binding Effect. Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any claim, event, action or omission that gave risk to the claim made or threatened against the person if that claim, event, action or omission occurred prior to the date of such amendment.

Section 6. Insurance. The Chapter is not required to purchase directors' and officers' liability insurance, but the Chapter may purchase such insurance if authorized and approved by the Board. To the extent permitted by law, such insurance may insure the Chapter and/or its directors, officers, employees or volunteers for any obligation incurred as a result of the provisions of this Article XIV

or operation of law or for liabilities against which they are not entitled to indemnification under this Article XIV.

Section 7. Nonexclusive Rights. The provisions of this Article XIV shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Chapter with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions thereof in this Article XIV, subject in all cases to the limitations of the NPCL.

Article XV Miscellaneous

Section 1. The fiscal year of the Chapter shall be from January 1st of each 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.

Section 4. All persons authorized to sign checks or withdraw funds shall be bonded in an amount fixed by the Board or the Association, whichever amount is greater.

Section 5. All checks, withdrawals of funds, or other encumbrances of the Chapter funds in excess of an amount set by the Board from time to time, which are not contained in the approved budget, shall be subject to approval by the Board or by the Executive Committee as set forth in Article VII, Section 2e.

Article XVI Amendments

Section 1. Amendments to these bylaws may be proposed in writing to the Board by at two hundred and fifty of the Active Members of the Chapter, by the Governance Committee, or by majority vote of the Executive Committee or the Board. 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 except that in the event of a rejection by failure to act, an amendment so deemed rejected may be again proposed in the same way and be considered in accordance with the same procedure as if the amendment has not been previously proposed. If the Board approves the proposed amendment, it shall be submitted to the members at a special meeting, either immediately preceding the Annual

Meeting of the Chapter members, if timely, or at a special meeting during the year without any reference to a further meeting of the Board. If the Board rejects the proposed amendment, it shall state to the proponents in writing its reasons therefore. Should the Board reject the proposed amendment, either by vote or failure to act, then upon a petition, signed by ten percent or more of the Active Members of the Chapter such amendment shall be submitted to the membership of the Chapter 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 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 for the adoption of any amendment by the membership.

Section 2. Such amendment shall be submitted to the Association. If approved by the Association, and previously approved by the membership of the Chapter, such amendment shall become effective immediately unless a later date is specified therein. If not previously approved by the membership of the Chapter, such amendment shall become effective upon approval of the membership of the Chapter, unless a later date is specified therein. If not approved by the Association, it shall be of no effect.

Article XVII Governance

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

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

The Association 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: (Date) June 12, 2018

Approved by Board
of Governors: (Date) May 4, 2018

These Bylaws are inclusive of any and all amendments adopted by the Board and membership of The Arc Westchester, and approved by the Board of Governors of NYSARC, Inc., as of the date I affix my signature hereto.

Rosa Rodriguez, President

Date