

ARTICLE 6. Committees of the Corporation.

Section 6.1 Standing Committees. The Standing Committees of the Board of Directors shall be the Executive Committee, Board Development Committee, Budget & Finance and Audit Committee, and Policy and Positions Committee and Legal Advocacy Committee. The Board of Directors may establish such additional standing committees as it determines are appropriate for the conduct of the business of the Corporation. Members of standing committees shall be chaired by a member of the Board of Directors and composed of no fewer than six persons.

Section 6.2 Committee Appointments. Except where otherwise stated in this Article, the President shall be responsible for appointing members to Standing Committees, as needed, in consultation with the Chair of each committee. Prior to making such appointments, the President shall invite Chapters of The Arc to submit recommendations of persons who should be considered to serve on such committees. Each committee shall include at least one member who is a board member, and at least one member who is a chief executive officer or other senior-level staff, of a state or local Chapter of The Arc.

Section 6.3 Executive Committee.

6.3.1 Composition. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past-President, and the Chair of the Policy and Positions Committee, the Chair of the National Conference of Executives and, at the request of the President, one or more of the Directors who are serving as Chairs of Standing Committees of the Corporation.

6.3.2 Roles and Responsibilities. The Executive Committee is responsible for developing and implementing the annual work plan of the Board, monitoring the work of all board committees, leading the board's planning efforts, and supervising the chief executive officer. The Committee is further responsible for oversight of the governance structure and process of the organization and for assuring adherence to the highest standards of ethics and accountability. As needed, the Committee develops

recommendations for improvements in governance, including necessary changes to the articles of incorporation, bylaws, corporate resolutions or policies of the organization. The Committee also provides guidance and oversight for the policies and practice involved in the affiliation between The Arc and individual state and local chapters, including efforts to protect the organization's name and trademarks. The Committee reviews and guides action in response to proposed resolutions, bylaws amendments or other corporate actions proposed or to be considered by Chapters of The Arc.

6.3.3 Minutes of Decisions. The Executive Committee shall prepare and maintain minutes reflecting its decisions which it shall provide to the Board of Directors at its next meeting.

6.3.4 Expeditious Action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

Section 6.4 Board Development Committee.

6.4.1 Composition. The Board Development Committee shall be chaired by the Immediate Past President and shall be composed of no fewer than six persons. The additional members shall be appointed in the manner described in section 6.2 with the approval by the Board of Directors. At least two-thirds (2/3) of the members of the Board Development Committee shall be persons who are not currently serving and have not previously served on the Board of Directors. The Immediate Past-Chair of the National Conference of Executives shall be a member, *ex officio*, of the Board Development Committee. No person shall serve on the Board Development Committee for more than four (4) years.

6.4.2 Roles and Responsibilities. The Board Development Committee is responsible for assuring that the composition of the Board of Directors meets the current and future leadership needs of the Corporation. The Committee is responsible for recommending persons to serve as Officers and Directors of the Corporation and for

administering the nominating and election process as described in Article 7, herein. The Board Development Committee is further responsible for ongoing evaluation, training and leadership development.

Section 6.5 Budget, Finance and Audit Committee.

6.5.1 Composition. The Budget, Finance and Audit Committee shall be chaired by the Treasurer and shall be composed by no fewer than six persons. The additional members shall be appointed in the manner described in section 6.2.

6.5.2 Roles and Responsibilities. The Budget, Finance and Audit Committee is responsible for oversight of The Arc's financial health. The Committee reviews and recommends approval of the annual budget, monitors financial performance and legal and regulatory compliance, retains the independent auditor and oversees the annual audit of the organization's financial statements and develops and provides oversight regarding other financial policies and practices. The Committee is responsible to assure that the annual audited financial statements are presented to the Board of Directors. -The Committee also annually reviews the performance of The Arc's investments and recommends any changes to The Arc's Investment Policy.

Section 6.6 Policy and Positions Committee.

6.6.1 Composition. The Policy and Positions Committee shall be chaired by a member of the Board of Directors and shall be composed by no fewer than six persons. The additional members shall be appointed in the manner described in section 6.2

6.6.2 Roles and Responsibilities. The Policy and Positions Committee is responsible for recommending to the Board of Directors the [policies and](#) positions of The Arc on issues of concern to people with intellectual and developmental disabilities and their families consistent with the Core Values of the Corporation.

6.6.2.1 The Committee is responsible to develop The Arc's Position Statements, with broad input from Chapter leaders as well as experts in the field, including both identifying and developing new statements and revising and updating existing statements. The Committee facilitates the full Board's involvement in development of the Position Statements and, once completed, recommends the

Position Statements for approval by the Board and Chapters pursuant to the process described in these Bylaws.

6.6.2.2 A Legislative Agenda Subcommittee is responsible for developing, on a biennial basis corresponding to the term of Congress, a Legislative Agenda that is consistent with the Core Values, Position Statements and Federal Public Policy Agenda described in section 8.1, 8.2 and 8.3, respectively. The Legislative Agenda Subcommittee also recommends positions on new issues that are otherwise not covered by the Legislative Agenda.

Section 6.7 ~~6.6.2.3~~ A Legal Advocacy Committee

6.7.1 Composition. The Legal Advocacy Committee shall be chaired by a member of the Board of Directors and shall be composed of no fewer than six persons, including at least two members who are either Board members or senior-level chapter staff. The additional members shall be appointed in the manner described in section 6.2.

6.7.2 Roles and Responsibilities.

6.7.2.1 The Legal Advocacy Subcommittee is responsible for determining whether The Arc's participation in should become involved in litigation and the positions to be taken is relevant to and consistent with The Arc's mission to promote and protect the rights of individuals with intellectual and developmental disabilities and their families and with The Arc's existing Core Values, and Position Statements and Public Policy Agenda.

6.7.2.1 The Legal Advocacy Committee operates within and pursuant to the Legal Advocacy Committee Protocol, as may be amended from time to time by the Board of Directors (the "Protocol"), determining if, when and how The Arc should become involved in litigation.

Section 6.87 National Conference of Executives

6.78.1 Composition. The National Conference of Executives (NCE) shall be composed of the executive directors/chief executive officers of Chapters of The Arc without requirement of any additional payment of dues. NCE shall have a Steering

Committee, including a chairperson, the members of which are elected by NCE members. Additional categories of personnel of Chapters of The Arc as are determined by the Steering Committee may also be members of NCE upon payment of dues.

6.87.2 Roles and Responsibilities. The National Conference of Executives shall provide leadership, guidance and oversight of The Arc's efforts to cultivate, support and sustain strong, effective and sustainable chapters at the state and local level. NCE's focus shall include, but not necessarily be limited to: professional development, leadership development, fostering strong relationships, knowledge sharing and mutual support.

6.87.2.1 The Steering Committee is responsible to develop, and support and assist staff in implementing, a high quality program of professional development, including training, technical assistance and other supports and services, for executives, management staff and volunteer leaders of The Arc. The Steering Committee is further responsible to provide to the Board Development Committee the names of members of NCE whom the Committee believes meet the nominating priorities and are recommended for election to The Arc's Board of Directors in the manner described in Article 7 of the Bylaws.

~~6.7.2.2 A Chapter Excellence Subcommittee is responsible for promoting best practices in the governance and management of chapters, including board governance, financial management, human resources management and fundraising, utilizing the Standards for Excellence® program platform.~~

~~6.7.2.3 A Program Excellence Subcommittee is responsible to identify and promote the replication and proliferation of innovative and best practices in services and supports for people with intellectual disabilities.~~

6.87.2.24 Additional Ssubcommittees may be established as the Steering Committee determines are necessary and appropriate to achieve the objectives of NCE.

Section 6.98 Special Committees. The President of the Corporation or the Board of Directors may establish such special committees, work groups or task forces as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have

a term extending beyond one (1) year unless reappointed. The members of special committees shall be appointed by the President or by the Board of Directors.

Section 6.109 Advisory Councils. In order to build a strong movement of parents, siblings, other family members of people with I/DD, of individuals with I/DD themselves, and of the professionals leading the organizations that serve and support them, the Corporation shall establish and maintain, and members of the Board of Directors shall chair, a national self advocates council, a national siblings council and such other advisory councils as may be established from time to time (hereinafter “the Councils”). The Councils shall provide advice and counsel to inform the advocacy, programs, services and supports of The Arc at the national, state and local level.