



2024 Annual Business Meeting

November 2, 2024

THE ARC OF THE UNITED STATES

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Agenda

Section 1

THE ARC OF THE UNITED STATES

November 2, 2024



ANNUAL BUSINESS MEETING AGENDA

Saturday, November 2, 2024

3:45 pm – 5:00 pm

Aminah Robinson Ballroom, 5th Floor

Hilton Columbus Downtown

- | | |
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| <p>I. Call to Order & Welcome</p> <ul style="list-style-type: none">-Establishment of Quorum-Review of Business Meeting Operating Rules-Appointment of Timekeeper-Approval of Annual Business Meeting Minutes <p>II. President's Report</p> <p>III. Chief Executive Officer's Report</p> <p>IV. Consideration/Vote on Position Statements</p> <ul style="list-style-type: none">a. Health <p>V. Bylaws Revision/Vote</p> <ul style="list-style-type: none">a. Overview of Bylaw Revisionsb. Vote of Chapters <p>VI. Council and Committee Reports</p> <ul style="list-style-type: none">a. NCE Reportb. Legal Advocacy Committee Reportc. Access Equity & Inclusion Committee Reportd. National Council of Self-Advocates Reporte. National Siblings Council Reportf. National Alumni Council Reportg. Policy and Position Committee Reporth. Board Development Committee Report <p>VII. Election of Officers and Directors</p> <p>VIII. Incoming President's Report</p> <p>IX. Announcements & Adjournment</p> | <p>Laura J. Kennedy, President</p> <p>Laura J. Kennedy, President</p> <p>Katy Neas, CEO</p> <p>Ken Oakes, Chair
Policy & Positions Committee</p> <p>Meredith Sadoulet, Chair
Ad Hoc Committee on Governance
Structure</p> <p>Kim Dodson, Chair of NCE</p> <p>Jasmine Harris, Chair</p> <p>Faye Tate, Chair</p> <p>Chloe Rothschild, Co-Chair
Yvette Pegues, Co-Chair</p> <p>Meghan Burke, Chair</p> <p>Nancy Webster, Chair</p> <p>Ken Oakes, Chair</p> <p>Ken Oakes, Chair</p> <p>Ken Oakes, Chair
Board Development Committee</p> <p>President Elect</p> <p>Laura J. Kennedy, President</p> |
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Operating Rules and Protocols

Section 2

THE ARC OF THE UNITED STATES

November 7, 2023

PROPOSED BUSINESS MEETING OPERATING RULES

Please note that The Arc's Bylaws contains the procedures for submitting and adopting amendments to the Bylaws and procedures for submitting and adopting substantive resolutions.

1. VOTING BODY: The voting body consists of Chapters, by their Chapter voting representatives or by proxy votes submitted.
2. QUORUM: A quorum for the transaction of business at the annual meeting of the Members and at any special meeting of Members shall consist of those Chapters present in person, or by proxy, holding not less than one-half (1/2) of the total number of votes held by all of the Chapters.
3. SEATING: There are no voting representatives or Chapter designated seating; however, all Chapter voting representatives must wear their name badge.
4. PRIVILEGE OF THE FLOOR: Unless otherwise decided by a majority of the Chapter Voting Representatives, the Chair shall recognize only the following person(s) for the purpose of discussion: Chapter Voting Representatives, State Presidents, National Board Members, National Committee Chairpersons, and National Past Presidents.
5. RECOGNITION OF SPEAKERS: To be recognized by the Chair, a person who wants to speak must first go to the nearest available microphone, stating the speaker's name, title (if applicable), state and local chapter. A member wishing to be recognized by the Chair for any other legitimate purpose may use the nearest available microphone and state the speaker's name, title (if applicable), state and local chapter, and for what purpose they wish to be recognized. **Assistance will be provided to any member physically unable to go to a microphone.**
6. SPEECH LIMITS:
 - a. Each person may speak for up to two minutes when recognized by the Chair.
 - b. A Chapter voting representative wishing to speak a second time on a motion yields to anyone who has not yet spoken once.
 - c. No one may speak more than twice on a subject without consent of the assembly.
 - d. The Chair may make accommodations to meet the needs of individual speakers.
7. PARLIAMENTARY AUTHORITY: The rules contained in the current edition of The Standard Code of Parliamentary Procedure (Sturgis) shall govern the annual business meeting in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, these business meeting rules or any other rules of the Association.
8. Per the bylaws of The ARC, The President of The Arc shall have the power to appoint a parliamentarian and shall interpret these Bylaws when a question arises as to the meaning of any part of it. The President's decision shall be final, unless overruled by a vote of two-thirds (2/3) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

NOTICE

Notice pursuant to MD Corps & Assoc Code Ann, § 5-206: If a quorum is not present at the annual business meeting, and a majority of those present vote to call an additional meeting, then an additional meeting shall be held upon no less than 15 days notice of time, place and purpose. At such additional meeting, those present in person or by proxy shall constitute a quorum and a majority may take any action that otherwise could be taken at this annual meeting.

Speaking the Member's Language

Seeking Recognition	<p>"Mr. (Madam) Chairman" -or- "Mr. (Madam) President"</p>
Making Motions	<p><i>On your own:</i> "I move that..."</p>
Seconding Motions	<p>"Second!" <i>NOTE: you do not need to be recognized to second a motion.</i></p>
Making Amendments	<p>"I move to amend the motion by ... <i>Use one of the three following methods, describing which words to change:</i></p> <p style="padding-left: 40px;">. . .Striking the following words(s): ..." . . .Adding the following words(s): ..." . . .Striking the words(s): - AND inserting the word(s):..."</p> <p><i>Make sure the motion reads correctly if amended with your proposal.</i></p>
Closing Debate	<p>"I move to close debate on ..."</p>
Voting by General Consent	<p><i>If you object, you do not need to be recognized to say:</i> "I object!" <i>NOTE: you also do not need to give a reason.</i></p> <p><i>If you agree, remain silent when the chair calls for objections.</i></p>
Protecting the Rules	<p>"Point of Order!"</p> <p><i>You protect the rules by raising a point of order. You do not need to be recognized. Once you have called out as above, be prepared to state what rule is being violated.</i></p>
Ask a Procedural Question	<p>"Parliamentary Inquiry!"</p> <p><i>This motion is used to ask procedural questions, which are answered by the chair or parliamentarian. For example, you can tell the chair what you want to do and ask which motion would be appropriate.</i></p>
Seek Information About the Motion	<p>"I have a question about the motion."</p> <p><i>If you need to know more about a motion that is on the floor, you can be recognized to ask your question. Don't try to debate or make comments; this special recognition is for getting information, not giving it.</i></p>

Making Motions for Members

1. **Member states motion.**
Clearly state your proposal - what you say is what they debate. You may be asked to write it down on a form.
2. **Another member seconds.**
If you did not make the motion, but agree it should be considered, say "second!"
3. **Chair states motion.**
Make sure the chair repeats the motion accurately before beginning discussion.
4. **Members debate motion.**
State your opinion with decorum, make other motions as appropriate and listen carefully to other opinions.
5. **Chair takes vote.**
Cast your vote in the best interest of the association as a whole.
6. **Chair announces result and effect.**
*Listen to the chair announce the result of the vote.
Respect and support the group decision.*

Parliamentary Motions Guide

Based on *Sturgis Standard Code of Parliamentary Procedure (4th Ed.)*

Motions are listed in order of precedence. A motion can be introduced if it is higher than the pending motion.

YOU WANT TO:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?	VOTE?
(77) Close meeting	I move that we adjourn	No	Yes	Yes	Yes	Majority
(75) Take break	I move to recess for	No	Yes	Yes	Yes	Majority
(72) Register complaint	I rise to a question of privilege	Yes	No	No	No	None
(68) Lay aside temporarily	I move that the main motion be postponed temporarily	No	Yes	No	No	Varies
(65) Close debate and vote immediately	I move to close debate	No	Yes	No	No	2/3
(62) Limit or extend debate	I move to limit debate to ...	No	Yes	Yes	Yes	2/3
(58) Postpone to certain time	I move to postpone the motion until ...	No	Yes	Yes	Yes	Majority
(55) Refer to committee	I move to refer the motion to ...	No	Yes	Yes	Yes	Majority
(47) Modify wording of motion	I move to amend the motion by ...	No	Yes	Yes	Yes	Majority
(p 32) Bring business before assembly (a main motion)	I move that ...	No	Yes	Yes	Yes	Majority

Parliamentary Motions Guide

Based on *Sturgis Standard Code of Parliamentary Procedure (4th Ed.)*

Incidental Motions - no order of precedence. Arise incidentally and decided immediately.

YOU WANT TO:	YOU SAY:	INTERRUPT	2ND?	DEBATE?	AMEND?	VOTE?
(82) Submit matter to assembly	I appeal the decision of the chair	Yes	Yes	Yes	No	Majority
(84) Suspend rules	I move to suspend the rule requiring	No	Yes	No	No	2/3
(87) Enforce rules	Point of order	Yes	No	No	No	None
(90) Parliamentary question	Parliamentary inquiry	Yes	No	No	No	None
(94) Withdraw motion	I wish to withdraw my motion	Yes	No	No	No	None
(96) Divide motion	I request that the motion be divided	No	No	No	No	None
(99) Demand rising vote	I call for a division of the assembly	Yes	No	No	No	None

Restorative Main Motions - no order of precedence. Introduce only when nothing else pending.

(36) Amend previous action	I move to amend the motion ...	No	Yes	Yes	Yes	Varies
(38) Reconsider motion	I move to reconsider	Yes	Yes	Yes	No	Majority
(42) Cancel action	I move to rescind...	No	Yes	Yes	No	Majority
(44) Take from table	I move to resume consideration of ...	No	Yes	No	No	Majority

Minutes

Section 3

THE ARC OF THE UNITED STATES

November 2, 2024



Minutes of the 74th Annual Convention Business Meeting November 7, 2023

Call to Order	The Business Meeting of the 74 th Annual Convention of The Arc was called to order by President Laura Kennedy.
Welcome	President Kennedy welcomed the visitors and guests to the Business portion of the Convention.
Establishment of Quorum	President Kennedy declared that a quorum was present.
Review of Business Meeting Operating Rules	President Kennedy informed the attendees that the Operating Rules have been pre-circulated, and the chair will use them as a guide for conducting today's meeting.
Review of Business Meeting Agenda	President Kennedy informed the attendees that the meeting agenda has been pre-circulated, and the Chair will follow this order of business.
Appointments	President Kennedy announced that Ruben Rodriguez was appointed as timekeeper.
Annual Business Meeting Minutes	President Kennedy explained the minutes of the 2022 Annual Business Meeting have been published and asked if there are any questions or corrections.
President's Report	President Kennedy delivered her report.
CEO's Report	Acting Chief Executive Officer, Ruben Rodriguez delivered his report.
Legal Advocacy Committee - Proposed Bylaws Revision and Vote	In the absence of The Legal Advocacy Committee Chair, Jasmine Harris, President Kennedy made the presentation to the membership and asked for a vote. Votes will be tallied after the meeting and the results will be shared later with the Chapters.
NCE Report	NCE Chair, Kim Dodson delivered her report.
Legal Advocacy Committee Report	Committee Chair, Jasmine Harris submitted a written report for review.
Diversity (aka Access Equity & Inclusion) Committee Report	Committee Chair, Faye Tate was not present at the meeting therefore Sequaya Tasker shared her committee report.
National Council on Self-Advocates Report	Council Chair, Chloe Rothschild shared her report.
National Siblings Council Chair	Council Chair, Meghan Burke submitted a written report.
National Alumni Council Chair	Council Chair, Nancy Webster submitted a written report.
Policy and Positions Committee Report	Committee Co-Chair Ken Oakes shared his report.
Board Development Committee Report	Committee Chair, Ken Oakes shared his report.
Listening Session on Position Statements	Co-Chair of the Policy and Positions Committee, Ken Oakes shared his presentation. There was no formal voting on the Position Statements.

New Business	Katy Schmidt shared exciting news about a relationship with Amazon.
Announcements	President Kennedy asked if there were any announcements before the meeting is adjourned.
Adjourn	There being no further business, President Kennedy adjourned the 74 th Annual Convention Business Meeting.

President's Report

Section 4

THE ARC OF THE UNITED STATES

November 2, 2024



For people with intellectual
and developmental disabilities

President's Report

It's wonderful to be together in Columbus Ohio, the Arch City! Many thanks to The Arc of Ohio and its chapters for hosting The Arc US 2024 Convention. This is an exciting and important annual event that offers us the opportunity to learn from each other, share ideas, concerns and solutions. It is an opportunity to make new friends and become energized for the important advocacy we need going forward.

The Arc looks forward to celebrating its 75th Anniversary next year. We have led the way over seven decades as the largest grassroots advocacy movement for people with IDD in the United States. Thanks to the powerful voices of our 582 chapter members, we continue to be the driving force in advancing the human and civil rights of people with IDD. Nothing would be achieved without the dedicated advocates of people with disabilities, their family members, board members, staff and a broad community of donors and supporters of our local and state chapters. We can look back on the many accomplishments of The Arc and be proud. One only has to review The Arc's website to capture the myriad opportunities of making a difference each and every day! We must now look to the future and continue to tackle the many challenges ahead of us.

The Arc's National Office is fortunate to have over 50 talented staff members led by CEO Katy Neas. Katy joined us in January this year with many years of experience in the field. The staff with their energy, talent and commitment, continue to address the many challenges we face in the areas of Civil Rights, Community Living, Direct Support Work Force, Education, Employment, Health, Social Security, and Medicaid. They attend government regulatory and committee meetings, and comment on draft legislation. They have kept the Arc Chapters informed and focused on public policy and advocacy issues through webinars, monthly newsletters and much more.

Additionally, with community partners, they organize a yearly and well known Disability Policy Seminar. This year's Seminar was a big success with 700 advocates attending as well as many Congressional leaders.

The Arc

2000 Pennsylvania Ave NW, Suite 500
Washington, DC 20006

T 202 534-3700

F 202 534-3731

thearc.org

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Chris J. Rodriguez, Phoenix, AZ

Chloe Rothschild, Sylvania, OH

Sumeet Seam, Cabin John,

Kristen Soler, Raleigh, NC

Chris Stewart, Birmingham, AL

Faye Tate, Denver, CO

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I want to acknowledge and thank the work of The Arc's National Council of Self Advocates and the Sibling Council for their ongoing advocacy and information sharing. Additionally, the Arc's Legal Committee and The Arc's National Center for Criminal Justice and Disability continue to advocate for the rights of people with disabilities ensuring fairness, safety and justice for people with IDD.

The Arc's National Conference of Executives has provided ongoing professional development to chapter executives and management staff. We are fortunate to have them as part of our organization to provide quality supports to people with IDD and to bolster our advocacy efforts.

We are also fortunate to have a newly formed Arc US Foundation that continues to expand the base of financial support for The Arc. We look forward to their active involvement and leadership in supporting the Arc's Mission.

I wish to thank our Board of Directors for their hard work and dedication to our mission. They are responsible for assuring that our goals are met and that we continue to provide guidance and direction for the organization. Several board committees have submitted important items to be voted on during the Annual Business Meeting including bylaw amendments, a revised position statement on Health and a new slate of board members and officers.

Finally, let me take this opportunity to personally thank The Arc for giving me the opportunity to give back and to serve as your president. It has been an honor of a lifetime. My family has been a direct beneficiary of what the Arc has accomplished over the past seven decades and we are deeply grateful. We know the collective efforts of The Arc will continue to make a difference.

We have an extraordinary and powerful history and our future is being shaped today by people like you. I look forward to meeting many of you during our days together. Thank you for making the trip to Ohio!

Laura J. Kennedy
President

CEO Report

Section 5

THE ARC OF THE UNITED STATES

November 2, 2024

CEO Update for the Annual Business Meeting 2024

It's been a whirlwind of activity at The Arc of the US over the past 9 months. Thank you to the Board, Arc of the US staff, chapter staff and volunteers and advocates who have helped me acclimate to this great organization.

Here's a summary of some of our accomplishments to date.

1. **Getting to know you.** I've traveled to 13 states and participated in virtual annual meetings with chapters in 2 states. It's been fantastic to meet the dedicated staff, volunteers and clients who are the heart and soul of The Arc's movement to advance the civil rights of people with disabilities and their families.
2. **Making new friends.** Our partnership with the Lids Foundation has been meaningful. In the month of August, Lids opened there more than 1000 stores to share information about The Arc with their customers. This effort raised nearly \$64,000 that we will use to create marketing materials for The Arc of the US and chapters to tell our story.
3. **Educating the media:** What started as a memo to reporters about how to cover disability issues in the upcoming election turned into a four-part series featuring The Arc that was sponsored by the National Press Club and disseminated to all its members.
4. **Telling our story:** The Arc of the US has been featured on NBC News, in USA Today, The New York Times, Forbes, Salon and on billboards in Times Square.
5. **Advancing our advocacy:** So far this year, advocates of The Arc took nearly 122,000 actions and access our tools kids on voting, Medicaid, storytelling, restraint and seclusion and childcare. Our policy team lead congressional briefings on restraint and seclusion and secured a huge victory in allowing the Food and Drug Administration to limit the use of electric shock therapy as a behavioral intervention for individuals with disabilities at the Judge Rotenberg Center.
6. **Fighting for rights:** The Arc and partners filed a class action lawsuit in March against Washington, DC's Office of the State Superintendent for Education for failing to provide safe, reliable, and appropriate transportation to and from schools for children with disabilities, thereby denying students equal access to their education and unnecessarily segregating them from their peers.

Next year will be a busy one for us all.

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Chris Stewart, Birmingham, AL

Faye Tate, Denver, CO

Congress will likely debate the funding and structure of the Medicaid program. As you know, Medicaid is the primary source of support for health care for children and adults with disabilities as well as home and community-based services. Congress decides who is eligible for services, what services states must offer and how much the federal government finances its portion of these essential services. We have launched a four-part webinar series to prepare for the 2025 debate.

I am looking forward to seeing you in Columbus. Special thanks to Gary Tonks and the team at the Arc of Ohio for all their hard work in preparing for our convention.

Best,

Katy

Consideration/Vote on Position Statement

Section 6

THE ARC OF THE UNITED STATES

November 2, 2024

HEALTH POSITION STATEMENT

All people, including people with intellectual and/or developmental disabilities¹ (IDD), should have timely access to high quality, comprehensive, accessible, affordable, appropriate health care that meets their individual needs; maximizes their health, well-being, and function; and increases their independence and community participation.

The health care system must be aligned to principles of nondiscrimination, comprehensiveness, continuity, appropriateness, and equity. Comprehensive public and private health insurance must provide for both individualized and appropriate health care without regard to the nature or complexity of disability, socioeconomic status, pre-existing conditions, other health status, race, ethnicity, or LGBTQIA+ status.

ISSUE

Health is a state of physical, mental, and social well-being. The term “health care” encompasses services and supports that assist in attaining, maintaining, and improving skills, function, and community participation. Health care includes all aspects of physical, mental, and behavioral health including wellness, health promotion and preventative services, vision, hearing, oral and dental health care, substance use disorder and addiction services, medication management, pre-natal care, reproductive and sexual health, rehabilitation, pain management and palliative care.

People with IDD often experience a wide and varying range of health conditions leading to poorer health and shorter lifespans. The current health care system is fragmented and does not provide uniform access to a comprehensive array of health services and supports. Planning for health care services and emergency response to pandemics, natural disasters, and other situations resulting in urgent health care needs typically does not involve people with disabilities and advocates to ensure that care is inclusive and integrated. This lack of input and planning contributes to higher death rates in major public health and other emergencies.

¹ Intellectual Disability (ID) is a lifelong condition where significant limitations in both intellectual functioning and adaptive behavior emerge during the developmental period (before adulthood).

Developmental Disabilities (DD), first defined in 1975 federal legislation now known as “The DD Act”, are a group of lifelong conditions that emerge during the developmental period and result in some level of functional limitation in learning, language, communication, cognition, behavior, socialization, or mobility. The most common DD conditions are intellectual disability, Down syndrome, autism, cerebral palsy, spina bifida, fetal alcohol syndrome, and fragile X syndrome.

The acronym “IDD” is used to describe a group that includes either people with both ID and another DD or a group that includes people with ID or another DD. The supports that people with IDD need to meet their goals vary in intensity from intermittent to pervasive.

While many people encounter difficulty in accessing affordable, high quality health care, people with IDD face additional barriers, sometimes life-threatening, when attempting to access timely, appropriate health services in their communities. People with IDD who have additional marginalized identities - including those related to their socioeconomic status, race, ethnicity, language, or LGBTQIA+ status, - may experience additional barriers resulting in even greater health disparities.

Policy makers must address the social determinants of health which are non-medical factors that significantly influence health outcomes. They encompass the conditions in which people are born, grow, work, live, and age; as well as the broader forces and systems that shape daily life including current and historical social, environmental, and economic exclusions. These social determinants play a crucial role in health equity, both positively and negatively affecting the health status of individuals and communities.

Finally, increasing reliance on technology for delivering and managing health care provides benefits such as easier access to providers or more comfortable settings for appointments. Some technology may also create barriers for people with IDD who may not have the knowledge, skills, or access to technology or the internet to navigate health care through telehealth and scheduling and patient management portals.

Major barriers to quality health care include:

Access

- Underinvestment in public health, health promotion, and wellness targeted to people with IDD results in disparities in preventable health care conditions and poorer health outcomes.
- Plain language explanations or materials are not routinely offered to help navigate a complex health care system.
- Inadequate training of health care practitioners, lack of coordinated care, and inadequate systems of reimbursement are some of the factors that create programmatic barriers.
- Inaccessible clinical settings and diagnostic and medical equipment, along with translation and interpretation challenges, create barriers to care.
- Timely access to health care providers can also be limited by geographic availability of providers, too few health care professionals willing to take public health insurance, and lack of transportation options.

Discrimination

- Health care providers sometimes provide inadequate or inappropriate interventions and treatments or deny appropriate care for people with IDD because of professional ignorance as well as ableism.
- Discrimination may take the form of refusing to see individuals with IDD, treating them differently, ignoring or not responding to individual's requests, wrongly attributing health care issues to the fact that they have IDD, deciding that appropriate treatment is not needed due to their IDD (i.e. diagnostic overshadowing), or not viewing people with IDD and their advocates as reliable communicators of health issues.
- Providers also may fail to follow federal and state non-discrimination laws and policies in providing health care to individuals with IDD.
- State statutory liability damage limits discriminate against people with severe and/or life-long disabilities because they fail to provide sufficient compensation.

Affordability

- People with IDD are more likely to live in poverty and be unable to afford public/private insurance premiums or out of pocket costs.
- For cost containment purposes, many public and private health care plans limit access to specialists, medications, durable medical equipment, therapy services, and other critical health services, creating access barriers and making these critical services unaffordable.
- Even when services are available in a community and providers are willing to accept patients with IDD, many people with IDD lack adequate public or private insurance to pay for them.

Communication and personal decision making

People with IDD may have difficulties communicating their health concerns and goals and making health care decisions without support.

- When making their own decisions about health care, many people may want or need support in making the decisions. This is often referred to as **supported**

decision making.² Some states have added supported decision making to state laws to give formal recognition and make it clear that individuals have the right to make decisions in this way. Individuals often choose friends, family members, professionals, or other trusted advisors to be their supporters.

- When people are unable, for various reasons, to make their own decisions, state laws allow other people to make decisions for them instead. This is known as **surrogate decision making** and includes surrogates appointed in advance by the individual in an advance directive³ such as a “living will” or through a health care power of attorney. If the person has not indicated who they want to make their decisions, state laws provide for default surrogates or guardians. There are standards that surrogates must follow in making these decisions.

However, often individuals’ choices regarding health care decisions are not respected and implemented by health care providers and, where applicable, surrogate decision makers⁴. People have not been provided access to all necessary supports and information required to understand a health care decision and communicate their choices. People have been denied access to their chosen support person in medical settings. Medical practitioners who are unfamiliar with supported decision making may therefore limit or ignore an individual’s choice in medical treatment. Further, health care facilities and settings are often not prepared to respect or meet the communication needs of the individual.

POSITION

² “Supported decision making (SDM) is a tool that allows people with disabilities to retain their decision-making capacity by choosing supporters to help them make choices. A person using SDM selects trusted advisors, such as friends, family members, or professionals, to serve as supporters. The supporters agree to help the person with a disability understand, consider, and communicate decisions, giving the person with a disability the tools to make her own, informed, decisions.” Supported Decision-Making: Frequently Asked Questions. https://www.aclu.org/wp-content/uploads/legal-documents/faq_about_supported_decision_making.pdf

³ Advance directive: Written advance directives include living wills and the durable power of attorney for health care. Living wills enable individuals to describe the treatment they would like to receive in the event that decision-making capacity is lost. The latter enables a patient to appoint a surrogate to make decisions if the patient becomes unable to do so (Ethics Manual, American College of Physicians, 2012.)

⁴ A surrogate decision maker is a person who makes health care decisions for an individual who is unable to make decisions about personal health care. A surrogate decision maker may be chosen by the individual in advance through an advance directive or by choosing an agent under a durable power of attorney for health care. A court-appointed guardian with authority to make health care decisions will also act as a surrogate decision maker. If there is no appointed surrogate, the law in most states permits health care practitioners to turn to next of kin as default surrogate decision makers. A growing number of states also authorize a close friend to act as default surrogate. Surrogates should include the individual in the decision making process as much as possible. All surrogates have an obligation to follow the expressed wishes of the adult person. If the individual’s wishes are not known, the surrogate must follow the person’s probable wishes, taking into account the person’s known values, and as a fall back to act in the person’s best interests. See *Default Surrogate Decision Making*, Pope, JD, PhD, Thaddeus, M., Mitchell Hamline School of Law, Reviewed/Revised Oct 2023, Merck Manual Consumer Version. <https://www.merckmanuals.com/home/fundamentals/legal-and-ethical-issues/default-surrogate-decision-making>

Important elements of this Health Position Statement include timely access, nondiscrimination, affordability, and communication and personal decision-making, including surrogate decision-making. These elements are described more fully below:

Access

- Wellness, health promotion, and a robust public health infrastructure are essential components of health care.
- Health care providers for persons with IDD must meet the highest standards of quality, including a comprehensive approach to education, treatment, disease prevention, medication management, and health maintenance.
- Health care professional training must reflect inclusive health care best practices, including disability information, research, and clinical training.
- Health care providers must be adequately incentivized to provide inclusive care, including to those with IDD.
- Health care providers must be precluded, by policy, practice standards, and ethics frameworks, from limiting the number of patients with disabilities, including IDD, from being accepted into their practices.
- People with IDD require and must have access to effective strategies to manage their care including care management, referral processes, comprehensive transition from pediatrics to adult medicine, and health promotion efforts.
- Health surveillance and the assessment of health outcomes must include disability status. Public health initiatives must support the goal of reducing health care disparities and inequities for people with disabilities and improving health and function.
- The health care system must be fully accessible with respect to communications, facilities, equipment, and technology. It must provide necessary accommodations such as sufficient time, explanations, translators, and interpreters.

Nondiscrimination

- People with disabilities must not experience disability-related discrimination in decisions to provide, delay, deny, or limit health care interventions or treatments. Protections must be in place to assure that an individual's health and well-being are the only justifiable basis for making medical decisions.

- Health professionals must provide all patients, including those with a disability, an equal opportunity to receive all necessary health care treatment including life sustaining treatments such as cancer therapy and transplantation.
- Health plans must cover treatment for mental health conditions on the same terms and conditions as all other medical diagnoses.
- Providers of health care services for persons with IDD must follow practices regarding health information and records consistent with the guarantees of confidentiality contained in the Health Insurance Portability and Accountability Act (HIPAA).
- Treatments for persons with IDD that are proposed primarily for the convenience of the caregiver (such as medical procedures that interfere with typical growth and development or inappropriate polypharmacy) must be denied.

Affordability

- All people including people with IDD must have universal access to comprehensive, integrated, affordable, high quality health care.
- Efforts to contain health care costs must not create obstacles to care for people with IDD by making needed services or treatments unaffordable or otherwise unavailable. The medical need for care must be determined on an individualized basis.
- Payment methodologies for health services provided to people with IDD must compensate for the true cost of providing accessible services. This includes the costs of treating more complex health needs, and the greater amounts of time often required to understand and respond to those needs. Payment methodologies must not create disincentives to the provision of timely and appropriate services to persons with IDD.

Communication and Personal Decision-Making

In all matters of health, individuals with IDD have basic rights that must be protected, including the right to information and appropriate accommodations to assure informed consent⁵ that allows an individual to accept or refuse health-related services based on:

⁵ Informed consent has three elements: capacity of the consent-giver, information supplied to the consent-giver, and voluntary action by the consent-giver.

- Sufficient information to understand the risks, demands, potential for significant pain, and benefits of any procedure for which consent is sought provided in ways that accommodate for communication needs and any cognitive limitations that persons with IDD may experience; and accommodate reading, language, learning, and other differences that are common among persons with IDD and/or distinct to the needs of the specific individual;
- Opportunities to ask questions and receive answers about the proposed treatment in understandable and understood language;
- Full disclosure that declining treatment may affect access to other treatments or services that the person is receiving or might otherwise receive;
- Protection from coercion or deceit to accept or decline a particular treatment, including protection from medical guidance toward or away from specific treatments solely on the basis of the individual's disability;

Some individuals may temporarily or permanently lack the capacity to make some or all health care decisions. This lack of capacity may not cover all necessary decisions in the individual's life. The individual should always be assisted in making those decisions which they can make and be assisted in participating as much as they are able in all other decisions. This assistance, including assistance in the form of supported decision making, must be respected and the decisions must be honored.

Surrogate Decision-Making

When a surrogate decision maker is involved and making decisions on behalf of the individual, people with IDD continue to have basic rights that must be protected. This includes the right to appropriate accommodations and information to assure informed consent that allows the surrogate acting on the individual's behalf (a guardian, a health care power of attorney, or other surrogate decision-maker of the individual's choice), under appropriate legal conditions, to accept or refuse health-related services.

Advance directives of people with IDD should be honored, including an individual's specific expressed desires regarding the use of life-sustaining treatments, communicated in written or oral form and recorded in an advance directive, as appropriate to their understanding of the nature, implications, and reversibility of their decision. Where a guardian, health care power of attorney, or other surrogate decision maker is involved, reasonable efforts must be made to monitor, honor, and accommodate indications of "implied assent" to treatment.

When an individual has been determined to lack capacity to make health care decisions and does not have an advance directive such as a "living will," or a health care power of attorney, a surrogate decision maker should be identified to make these decisions, preferably before a crisis arises. If no surrogate has been appointed

in advance, state law determines who will serve as the default surrogate decision maker. Generally, default surrogate authority under state laws includes the parent of a minor child, the guardian/conservator of an adult, or surrogate decision-makers designated under the state's health care consent law.

All decision-making by a surrogate decision-maker should be consistent with the principles expressed in the sections above regarding health care and informed consent. Surrogate decision-makers must follow the expressed wishes of the individual. When the individual's wishes are not knowable, the surrogate must follow the person's probable wishes, taking into account the person's known values, and, as a fall back, act in the person's best interests.⁵

In decisions involving the refusal of medical treatments, or nutrition and hydration, when that refusal will result in the individual's death, the legal authority of the surrogate decision-maker should be limited to only those situations in which all three of the following conditions exist: (1) the person's condition is terminal, (2) death is imminent, and (3) any continuation or provision of treatment, nutrition and/or hydration would only serve to prolong dying. However, in such situations, people with IDD must be provided appropriate palliative care, including medical treatment to relieve pain, sustenance as medically indicated, and care designed to relieve isolation, fear, and physical discomfort.⁶

Rev'd 20__

⁶ See generally, discussion of Legal Standard for Making Medical Decisions, *Default Surrogate Decision Making*, Pope, JD, PhD, Thaddeus, M., Mitchell Hamline School of Law, Reviewed/Revised Oct 2023, Merck Manual Consumer Version

Bylaw Revisions/Vote

Section 7

THE ARC OF THE UNITED STATES

November 2, 2024

October 1, 2024

Executive Summary of Updates to the Bylaws of The Arc of the United States, Inc.

This memo lays out proposed changes to the Bylaws of The Arc of the United States that were approved by The Arc's Board of Directors on July 24, 2024. These recommendations were developed by the Ad Hoc Governance Committee of the Board. The Arc's Board of Directors seeks chapter approval of these changes at the annual business meeting.

Below is a summary of the proposed changes. The full text of the Bylaws in clean and redlined documents is also available for review below.

- The Bylaws are revised by adding definitions and standardizing the format.
- There is a new requirement for The Arc to appoint one board member to also serve on the board of The Arc Foundation of the United States, Inc. This member will serve as the secretary of the board of the Foundation.
- Section 5.5 (Method of Conducting Business) is updated to industry standard language allowing remote participation.
- The committees section is revised to comply with Maryland law, splitting committees into "Committees of the Board" (board members only) and "Advisory Committees" (may include non-board members).
- A new Governance Committee is created to handle governance decisions, reducing the Executive Committee's responsibilities.
- All committees are explicitly allowed to invite non-voting advisors to committee meetings.
- Each committee is now required to draft a charter, reviewed by the Governance Committee to avoid duplication of work.
- The Executive Committee is streamlined to include only Officers of the Board and Board Committee chairs, removing the President's invitation requirement for committee chairs.
- The Budget, Finance and Audit Committee are split into two separate committees to align with nonprofit board governance best practices, including with respect to board oversight of the annual external audit.

- The Audit Committee is initially required to only have three members. This structure is recommended to give the committee time to begin its work. As the Audit Committee matures, the Board may consider increasing the minimum membership of the Audit Committee to be equal to the minimum requirements of every other committee.
- The majority of the Audit Committee must not also be concurrently serving on the Budget and Finance Committee.
- The NCE is moved to its own section to account for the differences between the NCE and other Committees and Advisory Committees of the Board.
- Directors are now elected exclusively by the Chapters of the Arc. The Board can no longer elect directors to the Board.
- The Budget and Finance Committee is tasked to establish a policy on contract signing authority.

BYLAWS OF
THE ARC OF THE UNITED STATES, INC.

ARTICLE 1: Status and Purpose.

Section 1.1 Tax Status. The Arc of the United States, Inc. (the “**Corporation**” or the “**Arc**”) is organized, and will operate, exclusively for charitable, educational, scientific and such other purposes as are allowed for a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. or successor provisions.

Section 1.2 Purpose. The purpose of the Corporation is to promote and protect the human rights of people with intellectual and developmental disabilities (hereinafter “**I/DD**”) and to actively support their full inclusion and participation in the community throughout their lifetimes.

Section 1.3 Principal Office. The principal office of the Corporation shall be designated by the Board of Directors.

ARTICLE 2: Members of the Corporation.

Section 2.1 Chapters as Members. The Members of the Corporation shall be those nonprofit organizations that meet the qualifications and requirements to be an affiliated State Chapter or Local Chapter of The Arc as set forth in these Bylaws and as further described in written Standard Terms and Conditions for Affiliation established in the manner described in Section 9.4 of these Bylaws. A Member of the Corporation is hereinafter referred to as “Chapter of The Arc” or “Chapter.”

Section 2.2 Qualifications to be a Chapter. A nonprofit organization (hereinafter the “**Organization**”) must meet the following qualifications and requirements in order to be a Chapter of The Arc.

2.2.1 The Organization’s purpose is, at least in substantial part, to address the needs, issues and concerns of people with I/DD and their families.

2.2.2 The Organization has exempt status under Section 501 of the Internal Revenue Code of 1986, as amended, or successor provisions, or has applied for such status;

2.2.3 The Organization pledges to advance and uphold, and strives to conduct its operations in a manner consistent with, the Mission, Core Values and Guiding Principles, Position Statements and Public Policy Agenda of the Corporation as they exist and may, in accordance with the process described in these Bylaws, be revised from time to time.

2.2.4 The Organization meaningfully involves parents and family members of people with I/DD, and individuals with I/DD, in leading and guiding the Chapter.

2.2.5 The Organization has applied for and been accepted into membership under procedures established by the Board of Directors of the Corporation, including:

2.2.5.1 in the case of a local Chapter of The Arc, the Organization has the consent of the applicable state Chapter, if any; and

2.2.5.2 in the case of a state Chapter of The Arc, the Organization has obtained the consent of a majority of the local Chapters of The Arc in the applicable state. However, nothing in this section 2.2.5.2 is intended to limit the rights or ability of the Corporation to establish a state office or otherwise engage in performing state-level functions in a state that does not have a state Chapter of The Arc.

2.2.6 The Organization pays Chapter affiliation dues in accordance with the dues schedule established by the Board of Directors of the Corporation in the manner described in these Bylaws. In the case of a local Chapter of The Arc, the Organization also pays state chapter affiliation dues, if any.

2.2.7 The Organization prominently identifies itself to the public as a Chapter of The Arc.

2.2.8 The Organization provides members of the public with the opportunity to become an Individual Member of The Arc as defined in Section 2.3, herein,

Section 2.3 Individual Members of The Arc. Individuals who wish to support and advance the purposes of the Corporation may join The Arc as supporting members (hereinafter “**Member of The Arc**”) by enrolling at the national, state or local level, with national, state or local membership categories or classes as determined respectively. A Member of The Arc, however denominated, is not a Member of the Corporation as defined in Section 2.1 and does not possess voting or other legal rights in the conduct of the affairs of the Corporation. A state or local Chapter may grant voting or other rights to a Member of The Arc with respect to the corporate affairs of the state or local Chapter, respectively, but is not required to do so.

Section 2.4 Chapter Rights. A Chapter of The Arc is entitled to participate in the governance of the Corporation, including voting in the election of the Officers and members of the Board of Directors of the Corporation, on the adoption of Core Values and Guiding Principles, Position Statements and Resolutions of the Corporation, and on other business that may arise from time to time as described in these Bylaws.

Section 2.5 Chapter Responsibilities. A Chapter of The Arc shall have the duties and responsibilities described in these Bylaws and in the written Standard Terms and Conditions for Affiliation described in Section 2.1, above.

2.5.1 Local Chapter Duties. A Local Chapter of The Arc, consistent with available staff, volunteer, financial and in-kind resources, should at a minimum:

2.5.1.1 Engage in advocacy on behalf of people with I/DD and their families;

2.5.1.2 Assist people with I/DD, parents, family members, media representatives, public officials, and members of the public to access information about the needs, issues and concerns of people with I/DD and their families and about available education and community-based services and supports; and

2.5.1.3 support, and mobilize constituents in support of public policy initiatives at the state and national level.

2.5.2 State Chapter Duties. A State Chapter of The Arc, consistent with available staff, volunteer, financial and in-kind resources, should at a minimum:

2.5.2.1 Engage in state public policy advocacy;

2.5.2.2 Support, and mobilize constituents and stakeholders in support of public policy initiatives at the state and national level;

2.5.2.3 Foster public awareness about the needs, issues and concerns of people with I/DD and their families; and

2.5.2.4 Encourage, assist and support local Chapters of The Arc.

Section 2.6 Termination of Membership. The Board of Directors of the Corporation shall have the right to deny, or terminate, the membership of any organization, or to deny access to or participation in the programs or services of the Corporation, if it fails to meet the qualifications for membership, or engages in activities that negatively reflect upon, or are otherwise contrary to the best interests of, the Corporation and its Chapters.

2.6.1 Chapters whose dues for the membership year are not paid by December 31st of the year to which the dues relate may be terminated automatically without any further process, provided that Chapter has been provided thirty (30) days written notice and an opportunity to cure the default by paying the outstanding amount or making appropriate payment arrangements.

2.6.2 Termination of the membership of a Chapter, for reasons other than non-payment of dues, shall be in accordance with procedures established by the Board of Directors of the Corporation, which procedures shall provide Chapter with advance notice of the grounds for termination and an opportunity to be heard.

2.6.3 A Chapter may surrender its affiliation at any time by delivering to The Arc written notice of its intention to do so no less than ninety (90) days prior to the effective date of such surrender.

ARTICLE 3 – Meetings of the Corporation

Section 3.1 Chapter Votes. A Chapter of The Arc shall have a minimum of one (1) and a maximum of twenty-three (23) votes based on the following formulas:

3.1.1 A Local Chapter shall automatically receive one (1) vote. In addition:

3.1.1.1 A Local Chapter may receive one additional vote for each \$1,000 of Chapter affiliation dues that the Chapter is responsible for in the current membership year, and that the Chapter has paid as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

3.1.1.2 A Local Chapter may receive one additional vote for every 100 individuals it has enrolled as a Member of The Arc, as defined in section 2.3 herein, and has reported the Members' names and contact information to the Corporation as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

3.1.2 A State Chapter shall automatically receive ten (10) votes. In addition, a State Chapter may receive one additional vote for each \$1,000 of Chapter affiliation dues that the Chapter is responsible for in the current membership year, and that the Chapter has paid as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

Section 3.2 Chapter Representative for Voting. A Chapter may designate a representative for purposes of voting. In the absence of any such designation, the President or a Vice-President of the Chapter shall be the representative. The designated representative may be changed at any time by written notice to the Secretary of the Corporation or his/her designee.

Section 3.3 Annual Meeting. The annual meeting of Chapters of The Arc shall be held on a date fixed by the Board of Directors and upon not less than sixty (60) days, nor more than one hundred twenty (120) days, written notice of the call of the meeting

of the Corporation, but the incidental and unintended failure of notice to any Chapter shall not invalidate the meeting or any action taken thereat.

Section 3.4 Special Meetings. Special meetings of the Members of the Corporation may be held upon call by the Board of Directors or upon the request of ten-percent (10%) of the Chapters in good-standing, including at least three (3) State Chapters. A special meeting shall be called upon not less than twenty-one (21) days, nor more than forty-five (45) days, written notice of the call of the meeting of the Corporation, but the incidental and unintended failure of notice to any Chapter shall not invalidate the meeting or any action taken thereat. At special meetings, only that business identified in the notice shall be conducted.

Section 3.5 Quorum. A quorum for the transaction of business at the annual meeting of the Members and at any special meeting of Members shall consist of those Chapters present in person, or by proxy, holding not less than one-half (1/2) of the total number of votes held by all of the Chapters.

Section 3.6 Manner of Voting. A Chapter may cast its votes in person by its designated representative or by written proxy. Votes cast in person may be cast only by the designated representative of the Chapter. The votes held by Chapters represented at a meeting of Chapters of The Arc by written proxies shall be counted in determining the presence of a quorum.

ARTICLE 4. Officers and Directors.

Section 4.1 Number and Qualifications of Directors. The governance of the Corporation shall be vested in a Board of Directors which shall be composed of up to twenty-four (24) persons, including the five (5) Officers of the Corporation, elected in the manner described in these Bylaws.

4.1.1 Because one goal of the Corporation is to provide broad participation from among individuals with I/DD and their family members, the majority of members of the

Board of Directors shall be parents or family members of people with I/DD, or people with I/DD themselves.

4.1.2 Because one goal of the Corporation is to build a strong movement of advocates and volunteers on behalf of people with I/DD and their families, all of the members of the Board of Directors must be individual Members of The Arc, as defined in section 2.3 herein, at the national, state or local level.

4.1.3 Because one goal of the Corporation is to build and sustain an effective partnership between people with I/DD and their families and the professional leaders of the organizations that serve them, up to three (3) members of the Board of Directors may be chief executive officers, executive directors or second tier management staff of a Chapter of The Arc. No other member of the Board of Directors may be a person who is employed by a Chapter of The Arc.

Section 4.2 Elected Officers of the Corporation. The elected officers of the Corporation are the President, Vice-President, Secretary, Treasurer and, *ex officio*, the Immediate Past President.

4.2.1 President. The President shall serve as the Chair of the Board of Directors, shall preside at all meetings of the Chapters of The Arc, of the Board of Directors, and of the Executive Committee, and shall be an *ex officio*, non-voting member of all other committees. The President shall not be a member of the Board Development Committee. The President shall perform all of the duties which are ordinarily incident to the office, or which are assigned by the Directors. The President of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.2 Vice President. The Vice President shall perform the duties of the President in the absence of the President, or in the event of the President's inability to perform the duties of office. The Vice President shall perform such other duties as may, from time to time, be assigned by the President of the Board of Directors. The Vice President of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.3 Secretary. The Secretary shall oversee the issuance of notices of all stated and special meetings of the Chapters of The Arc and of the Board of Directors. The Secretary shall oversee preparation of the minutes of meetings of the Chapters of The Arc and of the Board of Directors. The Secretary of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.4 Treasurer. The Treasurer shall serve as chairman of the Budget and Finance Committee and, in that capacity, shall oversee compliance with policies regarding the financial operations of the Corporation, the investment of funds of the Corporation, the maintenance of full and accurate accounts of receipts and disbursements, and the preparation of federal and state tax reports. The Treasurer of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.5 Immediate Past-President. The Immediate Past-President shall serve as chair of the Board Development Committee.

Section 4.3 Term for Directors. The term of office for members of the Board of Directors shall be four (4) years. Persons serving an initial term of less than three (3) years may serve for two (2) additional full four year terms.

Section 4.4 Term for Officers. The term of office for Elected Officers of the Corporation shall be two (2) years, or until their successors are elected. No elected officer of the Corporation shall serve more than one (1) consecutive full term in the same office.

Section 4.5 Term Limits. Except as otherwise described in this section, no person shall serve more than two (2) consecutive full terms on the Board of Directors.

4.5.1 A person serving as an Officer of the Corporation who would be subject to the term limits set forth in this section 4.5 may continue to serve while in the position of Officer, but may not exceed twelve (12) years of total service except under exceptional circumstances. The limitation in this section shall not apply to the Immediate Past President during service in that position.

4.5.2 A person may be nominated to serve beyond the twelve (12) year limit set forth in section 4.5.1 only upon both the unanimous concurrence of the members of the Board Development Committee and concurrence of two-thirds of the members of the Board of Directors.

Section 4.6 Compensation. The members of the Board of Directors and the elected Officers of the Corporation shall serve without compensation from the Corporation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

Section 4.7 Appointed Officers and Staff. The Board of Directors shall appoint a chief executive officer, with a title appropriate to the functions of the office. Other staff shall be appointed by the chief executive officer.

4.7.1 The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

4.7.2 The chief executive officer shall be subject to hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the chief executive officer.

4.7.3 The chief executive officer shall attend and participate in meetings of the Members and the Board of Directors and of committees as staff to the Board and the committees but shall not be entitled to a vote.

Section 4.8 Appointment of Board Member of the Foundation. The Arc is supported by The Arc Foundation of the United States, Inc. (the “**Foundation**”), which is organized exclusively to promote, support, and further the interests and mission of the Arc. The Board of Directors shall appoint one member of the Board of Directors to represent the Arc on the board of the Foundation. This member will also serve as the secretary of the board of directors of the Foundation.

ARTICLE 5: Meetings of the Board

Section 5.1 Quorum. At meetings of the Board of Directors, a quorum shall consist of a majority of Directors then serving, present in person.

Section 5.2 Voting. Except as hereinafter provided, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than eight (8) votes. Members of the Board of Directors may vote only in person. No proxy voting shall be allowed.

Section 5.3 Regular Meetings. The Board of Directors shall meet at least four (4) times per year. The Secretary shall give thirty (30) days written notice of the call of the meeting to all of the members of the Board of Directors, but the incidental and unintended failure of notice to any member shall not invalidate the meeting or any action taken thereat.

Section 5.4 Special Meetings. Special Meetings of the Board of Directors may be called at any time by the President of the Board. It also shall be the duty of the President or Secretary to call a Special Meeting of the Board of Directors whenever requested in writing to do so by not less than one-third (1/3) of members of the Board of Directors then serving. Notice of a Special Meeting shall be given to each member in person, by telephone, electronically, or by mailing a notice thereof to each member of the Board of Directors at his or her last post office address appearing on the records of the Corporation at least seven (7) days before such meeting, but the incidental and unintended failure of notice to any member shall not invalidate the meeting or any action taken thereat. Special meetings shall consider only such business as is stated in the notice of the meeting.

Section 5.5 Method of Conducting Business. Unless otherwise provided in the notice of the meeting, the members of the Board of Directors may participate in annual or special meetings by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate

with each other, and participation in a meeting pursuant to this bylaw shall constitute participation in person at such meeting.

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; Governance Committee; Budget and Finance Committee; and Audit Committee. The Board of Directors may establish additional standing committees it determines 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 directors.

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. Unless otherwise specified in these Bylaws or in an action taken by the Board of Directors, the President of the Board of Directors may attend any committee meeting at their discretion as a non-voting member of that committee. The voting members of each committee will be composed solely of members of the Board of Directors. .

Section 6.3 Committee Charters. Each Committee of the Board shall draft a charter which ensures the committee's compliance with these bylaws and other responsibilities delegated to the committee by the Board of Directors. Each committee shall review its compliance with its charter annually.

Section 6.4 Executive Committee.

6.4.1 Composition. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past-President, the Chair of the National Conference of Executives, and the Directors who are serving as Chairs of

Standing Committees of the Corporation. The committee may invite members of management, legal counsel, other advisors, chairs of Standing Advisory Committees, or other individuals with subject matter expertise to attend the meetings of the Executive Committee.

6.4.2 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 Executive Committee reviews and guides action in response to proposed resolutions or other corporate actions proposed or to be considered by Chapters of The Arc.

6.4.3 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.

6.4.4 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 6.5 Board Development Committee.

6.5.1 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. No person shall serve on the Board Development Committee for more than four (4) years. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Board Development Committee.

6.5.2 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 Board Development 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 8, herein. The Board Development Committee is further responsible for ongoing evaluation, training and leadership development.

Section 6.6 Governance Committee.

6.6.1 Composition. The Governance Committee shall be chaired by a member of the Board of Directors 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. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Governance Committee.

6.6.2 Roles and Responsibilities. The Governance Committee is responsible for oversight of the governance structure and process of the Organization, reviewing the roles and responsibilities of each committee, and for reviewing the charter of each committee of the Board. As needed, the Governance Committee develops recommendations for improvements in governance, including necessary changes to the articles of incorporation, bylaws, corporate resolutions or policies of the Organization. The Governance Committee will review the bylaws of the Arc at least annually. The Governance 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 Governance Committee reviews and guides action in response to proposed amendments to the bylaws of the Arc.

Section 6.7 Budget and Finance Committee.

6.7.1 Composition. The Budget and Finance 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. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Budget and Finance Committee.

6.7.2 Roles and Responsibilities. The Budget and Finance Committee is responsible for oversight of The Arc's financial health. The Budget and Finance Committee reviews and recommends approval of the annual budget, monitors financial performance, prepares financial statements, creates the Arc's financial policies and practices. The Budget and Finance Committee also annually reviews the performance of The Arc's investments and recommends any changes to The Arc's Investment Policy.

Section 6.8 Audit Committee.

6.8.1 Composition. The Audit Committee shall be chaired by a member of the Board of Directors and shall be composed by no fewer than three persons. The additional members shall be appointed in the manner described in Section 6.2. The majority of the Audit Committee may not overlap with the membership of the Budget and Finance Committee. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Audit Committee.

6.8.2 Roles and Responsibilities. The Audit Committee is responsible for oversight of The Arc's legal and regulatory compliance and assuring the Arc meets the highest level of ethics and accountability. The Audit Committee retains the independent auditor; oversees the annual audit of the Organization's financial statements; and provides oversight regarding other financial policies and practices, including but not limited to policies and practices related to Ethics and Integrity, Conflicts of Interest, Whistleblowing, Crisis Management, and Cyber Security. The Audit Committee will

assure that the annual audited financial statements are presented to the Board of Directors. The Audit Committee also annually reviews the performance of The Arc's investments and recommends any changes to The Arc's Investment Policy.

Section 6.9 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.

ARTICLE 7. Standing Advisory Committees of the Corporation.

Section 7.1 Standing Advisory Committees. The Standing Advisory Committees of the Board of Directors shall be the Access, Equity, and Inclusion Committee; Policy and Positions Committee; and Legal Advocacy Committee. The Board of Directors may establish such additional standing advisory committees as it determines are appropriate for the conduct of the business of the Corporation. Members of standing advisory committees shall be chaired by a member of the Board of Directors and composed of no fewer than six persons.

Section 7.2 Committee Appointments. Except where otherwise stated in this Article, the President shall be responsible for appointing members to Standing Advisory 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. Unless otherwise specified in these Bylaws or in an action taken by the Board of Directors, the President of the Board of Directors may attend any committee meeting at their discretion as a non-voting member of that committee. The chair of each committee shall be a member of the Board of Directors. The majority of the Access, Equity, and Inclusion Committee must include present members of the Board of Directors. The

Policy and Positions Committee and Legal Advocacy Committee must include at least one member in addition to the chair who is a member of the Board of Directors. .

Section 7.3 Committee Charters. Each Standing Advisory Committee of the Board shall draft a charter which ensures the committee's compliance with these bylaws and other responsibilities delegated to the committee by the Board of Directors. Each committee shall review its compliance with its charter annually.

Section 7.4 Policy and Positions Committee.

7.4.1 Composition. The Policy and Positions Committee shall be composed by no fewer than six persons. The additional members shall be appointed in the manner described in Section 7.2. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Policy and Positions Committee.

7.4.2 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.

7.4.2.1 The Policy and Positions Committee is responsible for developing 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 Policy and Positions 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.

7.4.2.2 The Policy and Positions Committee is responsible for reviewing and revising as needed the Federal Public Policy Agenda that is consistent with the Core Values and Position Statements as described in Sections 9.1 and 9.2 respectively. The Policy and Positions Committee also recommends positions on new issues that are not otherwise covered by the Federal Public Policy Agenda.

Section 7.5 Legal Advocacy Committee

7.5.1 Composition. The Legal Advocacy Committee shall be composed by no fewer than six persons consistent with the requirements described in Section 7.2. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Legal Advocacy Committee.

7.5.2 Roles and Responsibilities.

7.5.2.1 The Legal Advocacy Committee is responsible for determining whether The Arc's participation in litigation 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, Position Statements and Public Policy Agenda.

7.5.2.2 The Legal Advocacy Committee operates within and pursuant to the Legal Advocacy Committee Protocol, which outlines the processes of the Committee in carrying out its responsibilities consistent with its purpose as defined in Section 6.7.2.1. The Protocol may be amended from time to time by the Board of Directors.

Section 7.6 Access, Equity, and Inclusion Committee

7.6.1 Composition. The Access, Equity, and Inclusion Committee shall be chaired by a member of the Board of Directors and shall be composed of no fewer than six persons. The additional members shall be appointed in the manner described in Section 7.2. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Access, Equity, and Inclusion Committee.

7.6.2 Roles and Responsibilities.

7.6.2.1 The Access, Equity, and Inclusion Committee is responsible for oversight of development and implementation of The Arc's Access, Equity, and

Inclusion Strategic Action Plan, which shall be revised with such frequency as is determined by the Board of Directors.

7.6.2.2 The Access, Equity, and Inclusion Committee will recommend objectives and strategic actions for the Board to accomplish in support of the Access, Equity, and Inclusion Strategic Action Plan and monitor the Board's progress on meeting those goals and actions.

7.6.2.3 The Access, Equity, and Inclusion Committee will serve as a resource to the Board, Standing Committees, Special Committees, and Advisory Councils described in this Article, on advancing and achieving the goals set forth in the Access, Equity, and Inclusion Strategic Action Plan.

Section 7.7 Advisory Councils. In order to build a strong movement of parents, siblings, other family members of people with IDD, of individuals with IDD 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.

Article 8: National Conference of Executives

Section 8.1 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.

Section 8.2 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 for state and local chapters.

8.2.1 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.

8.2.2 Subcommittees may be established as the Steering Committee determines are necessary and appropriate to achieve the objectives of NCE.

Section 8.3 Ex Officio Directors. The Chair of the Steering Committee of NCE, and one additional chief executive officer or second tier management staff of a state or local Chapter of The Arc designated by the Steering Committee of NCE, shall be members of the Board of Directors, *ex officio*, for the applicable term.

ARTICLE 9: Election of Officers and Directors

Section 9.1 Election of Officers and Directors

9.1.1 Officers. The President, Vice-President, Secretary and Treasurer of the Corporation shall be subject to election by Chapters of The Arc. The Immediate Past-President serves in that capacity without standing for election.

9.1.2 Chapter Elected Directors. The members of the Board of Directors shall be subject to election by Chapters of The Arc.

9.1.3 The election and appointments described in this Section 8.1 shall be conducted in the manner described in this Article 8.

Section 9.2 Timing of Election. Election of those Officers and Directors that are subject to election by the Chapters of The Arc shall take place at the Annual Meeting of the Corporation. The term of office for such Officers or Directors shall begin at the close of the Annual Meeting. Election of those Directors that are subject to election by the Board of Directors shall take place at the first meeting of the Board of Directors after the Annual Meeting. The term of office for such Directors shall begin immediately upon their election.

Section 9.3 Election Procedures. The election of Officers and Directors shall take place under the authority and supervision of the Board Development Committee, utilizing a process that includes but is not limited to the following:

9.3.1 For each nominating cycle, the Committee shall prepare a written statement of nominating priorities describing the knowledge, skills, and other personal or professional characteristics or attributes that are needed to meet the leadership needs of the Corporation.

9.3.2 The Committee shall conduct outreach, including disseminating the statement of nominating priorities to all Chapters of The Arc, to identify potential candidates for board service that meet one or more of the nominating priorities.

9.3.3 An open application process shall be provided to allow any person who is interested in being considered for service on the Board of Directors to have the opportunity for such consideration.

9.3.4 All persons who apply or are nominated shall be vetted by the Committee to determine whether they meet the qualifications to serve and their fit in relation to the nominating priorities.

9.3.5 The Committee shall prepare a slate of candidates that are recommended for election to a position as an Officer or Chapter Elected Director of the Corporation (hereinafter the “**Slate of Nominees**” or the “**Slate**”). The Slate shall recommend one candidate for each position that is open to be filled. The list of recommended candidates may include as many candidates as the Committee deems appropriate.

9.3.6 A person who has applied to be considered for board service who has not been included on the Slate shall be informed of that fact, and of whether their name has been included on the Candidates List to be submitted to the President. Such persons shall be advised that they may be included on the Candidates List for consideration by the President, if not already included. They shall further be advised that they may run in opposition to the individuals included on the Slate of Nominees upon obtaining support for their candidacy by the applicable state and local Chapter as evidenced by a letter of endorsement.

9.3.7 The Committee shall establish a timeline, including deadlines, as necessary to assure that the election ballot and supporting materials are ready for distribution to Chapters at least thirty (30) days in advance of the Annual Meeting. The election materials shall include descriptive information about the qualifications of all candidates and shall clearly identify those candidates who are on the recommended Slate of Candidates.

9.3.8 No person may run for election as an Officer or Director other than pursuant to the process described in this Section 8.3.

Section 9.4 Election in Absence of Quorum. In the event there is not a quorum present at the annual meeting of Chapters of The Arc, then the Officers and Directors then serving shall have their terms automatically extended until the election can be held. In such circumstances, the election may be held by mail ballot or other means authorized by law, with participation by those Chapters of The Arc that were eligible and entitled to vote at the annual meeting.

Section 9.5 Vacancies.

9.5.1 President. In the event that the office of President becomes vacant, the Vice President automatically shall be President. If the Vice President is not available to serve, then the Secretary automatically shall be interim-President and shall forth with call for a Special Meeting of the Board of Directors to elect a President to fill the remainder of the vacant term.

9.5.2 Immediate Past President. In the event that the office of Immediate Past President becomes vacant, then the prior Immediate Past President may resume office.

9.5.3 Other Vacancies. Any other vacancies occurring among the elected Officers or Directors of the Corporation may be filled for a term that expires at the next annual meeting by election by the members of the Board of Directors then serving.

Section 9.6 Removal. Any Officer or Director of the Corporation may be removed for a substantial cause by a vote of two-thirds (2/3) of the members of the Board of Directors then serving. Substantial cause shall include, but is not limited to, failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors.

ARTICLE 10: Governing Documents

Section 10.1 Core Values and Guiding Principles. The Corporation shall establish Core Values and Guiding Principles, however denominated, to guide the Organization (hereinafter “**Core Values**”).

10.1.1 Adoption. The Core Values shall be developed by the Board of Directors utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Core Values shall be proposed for adoption by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose. Once adopted, the Core Values shall continue to be in existence and in effect until such time as they are revised or withdrawn.

10.1.2 Review. The Core Values shall be periodically reviewed by the Board of Directors to ensure that they are current and relevant. Upon this review, the Board will notify Chapters whether it intends to pursue a substantive revision of the Core Values.

10.1.3 Full Substantive Review and Revision. The Board of Directors may institute a substantive review and revision of the Core Values at any time. A full

substantive review shall utilize a process that provides substantial opportunity for input and participation by Chapters of The Arc. Any proposed substantive revision of the Core Values resulting from such review shall be proposed for adoption by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose.

10.1.4 Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of the Core Values. The adoption, or any revision, of the Core Values by the Chapters shall require a vote of two-thirds (2/3rds) of all the votes entitled to be cast by Chapters of The Arc that are present in person or by proxy.

Section 10.2 Position Statements. The Corporation shall establish Position Statements to guide the Organization (hereinafter “**Position Statements**”).

10.2.1 Adoption. The Position Statements shall be developed by the Board of Directors, through the Policy and Positions Committee, utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Position Statements shall be presented by the Policy and Positions Committee to the Board of Directors for its approval. The Position Statements as proposed by the Board of Directors, shall be presented to Chapters of The Arc at the annual meeting or any special meeting called for that purpose. Once adopted, the Position Statements shall continue to be in existence and of effect until such time as they are revised or withdrawn.

10.2.2 Review. Each of the Positions Statements shall be reviewed on a rotating basis by the Board of Directors for possible revision. Upon this review, the Board will notify Chapters whether it intends to initiate a full substantive review and revision of the Position Statement.

10.2.3 Full Substantive Review and Revision. The Board of Directors may institute a substantive review and revision of any of the Position Statements at any time. A full substantive review shall utilize a process that provides substantial

opportunity for input and participation by Chapters of The Arc. Any proposed substantive revision of a Position Statement resulting from such review shall be proposed for adoption by Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

10.2.4 Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of a Position Statement. The adoption, or any revision, of any Position Statement by the Chapters shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

Section 10.3 Federal Public Policy Agenda. The Corporation shall establish a Federal Public Policy Agenda to guide the Organization (hereinafter “**Public Policy Agenda**”).

10.3.1 Adoption. The Public Policy Agenda shall be developed by the Board of Directors, through the Policy and Positions Committee, utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Public Policy Agenda shall be presented by the Policy and Positions Committee to the Board of Directors for its approval. The Board of Directors may approve the Public Policy Agenda provided that it finds that the Public Policy Agenda is consistent with the Core Values and Position Statements of The Arc. Once adopted, the Public Policy Agenda shall continue to be in existence and of effect until such time as they are revised or withdrawn.

10.3.2 Review and Revision. The Public Policy Agenda shall be periodically reviewed and revised as needed.

10.3.3 Vote. A majority vote of the members of the Board of Directors then serving shall be required to adopt the Public Policy Agenda.

Section 10.4 Standard Terms and Conditions for Affiliation, Chapter Dues Methodology and Chapter Dues Increases. The Corporation shall develop, and

may revise from time to time, written Standard Terms and Conditions for Affiliation that further explain and define the qualifications and requirements for affiliation as a state or local chapter of The Arc as described in Article 2 of these Bylaws. The Standard Terms and Conditions for Affiliation may not be inconsistent with the provisions set forth in Article 2. The Corporation shall also develop, and may revise from time to time, a Chapter Dues Methodology, such as whether dues are based on population, total revenue or some other determining factor, and the structure of the tiers in the dues schedule.

10.4.1 Adoption and Revision. The Standard Terms and Conditions for Affiliation and Chapter Dues Methodology shall be developed, and may be revised, by the Board of Directors utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc.

10.4.1.1 The Standard Terms and Conditions for Affiliation as adopted by the Board of Directors, or as revised, shall be presented for approval by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose.

10.4.1.2 Any change in the Chapter Dues Methodology on or after the date of adoption of these Bylaws, as adopted by the Board of Directors, shall be presented for approval by Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

10.4.1.3 The amount of the Chapter Dues may be revised from time to time by the Board of Directors in a manner that affects all Chapters in equal proportion (an “across the board increase”) taking into account the needs of the Corporation, changes in the costs of doing business as measured by the Producer Price Index for Total Traditional Service Industries published by the United States Department of Commerce, Bureau of Labor Statistics, or similar authoritative source (hereinafter the “**Index percent**” or “**I%**”), and the financial climate in which Chapters of The Arc are

operating. An across the board increase may be applied to state Chapters, local Chapters, or both.

10.4.1.4 Chapters of The Arc shall be provided with at least ninety (90) days' notice, and an opportunity to provide input, in advance of the Board of Directors voting on an across the board increase. In addition, Chapters shall be provided with at least ninety (90) days' notice of any increase in the Chapter Dues that has been approved by the Board of Directors in advance of the membership year to which the increased dues amount will relate.

10.4.1.5 An across the board increase in excess of the Index percent (1%) plus three percent (3%) per year, compounded, proposed by the Board of Directors shall only be effective upon approval of Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

10.4.2 Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of the Standard Terms and Conditions for Affiliation or the Chapter Dues Methodology. The adoption, or any revision, of the Standard Terms and Conditions for Affiliation or Chapter Dues Methodology by the Chapters shall be presented without further amendment and shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy. Adoption of an across the board dues increase by a percentage exceeding the limits set forth in Section 9.4.1.5 shall require a vote of a majority of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

ARTICLE 11 General Provisions

Section 11.1 Duality of Interest.

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or

a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 11.2 Indemnification and Exoneration.

11.2.1 Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

11.2.2 Exoneration. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its Members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding

provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Section 11.3 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any other entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 11.4 Employee Benefit Plans. For purposes of this Section 10.4: the Corporation shall be deemed to have requested a director or officer to serve an employee benefit or welfare plan where the performance of the director's or officer's duties to the Corporation also imposes duties on, or otherwise involves services by, the officer or director to the plan or beneficiaries of the plan; excise taxes assessed on a director or officer with respect to an employee benefit or welfare plan pursuant to applicable law shall be deemed fines; and action taken or omitted by the director or officer with respect to an employee benefit or welfare plan in the performance of the director's or officer's duties for a purpose reasonably believed by the director or officer to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interest of the Corporation.

Section 11.5 Miscellaneous Provisions. Except to the extent prohibited by law, the indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director

or officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, administrators of such persons.

Section 11.6 Inspection of Corporate Records. These Bylaws, the roster of Chapters, the minutes or proceedings of any annual or special meeting of Chapters of The Arc, and of any meeting of the Board of Directors and of the Committees shall be open to inspection no later than (10) days after receipt of a written request, addressed to the President or the Secretary of the Corporation by any Chapter of The Arc for any purpose reasonably related to its interests as a Member. Such records also shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Chapter's expense. The Corporation may satisfy the requirements of this section by making such records generally available on its website or through other electronic means.

Section 11.7 Signature Authority. All checks, notes, acceptances, and orders for payment of money shall be signed by the Chief Executive Officer of the Corporation, or other Officers or agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the Chief Executive Officer of the Corporation.

Section 11.8 Seal. The Seal of the Corporation shall be circular in form with the words "THE ARC OF THE UNITED STATES, INC."

Section 11.9 Dissolution. All assets of the Corporation in the event of dissolution shall be distributed among the Chapters in proportion to the Chapter Dues paid by the Chapters in proceeding three (3) years, provided, however, that no distribution shall be made to any organization which does not then currently enjoy tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions.

Section 11.10 Non-Discrimination. The Organizations, officers, directors, employees and persons served by this Corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, disability, national origin, or political or religious opinion or affiliation.

Section 11.11 Governing Law. The provisions of Maryland General Corporate Law, MD Corps & Assoc. Code Ann., §§ 5-201 *et. seq.* and decisional law thereunder, apply to the governance and affairs of the Corporation, including the interpretation of these Bylaws.

Section 11.12 Parliamentary Rules. Sturgis' Standard Code of Parliamentary Procedure, in the latest edition, shall govern all deliberations of the Corporation when it is not in conflict with these Bylaws or Maryland General Corporate Law. The President of The Arc shall have the power to appoint a parliamentarian and shall interpret these Bylaws when a question arises as to the meaning of any part of it. The President may seek the advice of the parliamentarian in interpreting the provisions. The President's decision shall be final, unless overruled by a vote of two-thirds (2/3) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

ARTICLE 12. Bylaws Amendments.

Section 12.1 By Whom Made. A proposal to amend the Bylaws of the Corporation may be made by vote of at least two-thirds of the members of the Board of Directors then serving or upon the request of no less than ten-percent (10%) of Chapters of The Arc, including three (3) state Chapters.

Section 12.2 Process for Consideration. A proposed amendment to the Bylaws that meets the requirements set forth in Section 11.1 herein shall be presented for consideration by Chapters of The Arc at the annual meeting of the Corporation or at a special meeting called for that purpose. In order to be considered at the annual meeting, any proposed amendment must have been received by the Secretary of the Corporation at least one hundred twenty (120) days in advance of the annual meeting.

Section 12.3 Board Recommendation. A proposed amendment to the Bylaws that has been requested by Chapters, as described in Section 11.1 herein, shall be presented for consideration by Chapters of The Arc, at least sixty (60) days in advance of the annual meeting, accompanied by a recommendation of the Board of Directors either in support of, or in opposition to, the proposed amendment.

Section 12.4 Vote. Adoption by Chapters of The Arc of amendments to the Bylaws shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

History

Adopted, 10/27/12, effective 1/1/13.

Amended Article 6, 10/13/19, effective 12/13/19.

Amended Article 6, 10/28/20, effective 10/28/20.

Amended Article 6, 11/07/23, effective 11/07/23.

BYLAWS OF
THE ARC OF THE UNITED STATES, INC.

ARTICLE 1: Status and Purpose

.

Section 1.1 Tax Status. The [Arc of the United States, Inc. \(the “Corporation” or the “Arc”\)](#) is organized, and will operate, exclusively for charitable, educational, scientific and such other purposes as are allowed for a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. or successor provisions.

Section 1.2 Purpose. The purpose of the Corporation is to promote and protect the human rights of people with intellectual and developmental disabilities (hereinafter “I/DD”) and to actively support their full inclusion and participation in the community throughout their lifetimes.

Section 1.3 Principal Office. The principal office of the Corporation shall be designated by the Board of Directors.

ARTICLE 2: Members of the Corporation.

Section 2.1 Chapters as Members. The Members of the Corporation shall be those nonprofit organizations that meet the qualifications and requirements to be an affiliated State Chapter or Local Chapter of The Arc as set forth in these Bylaws and as further described in written Standard Terms and Conditions for Affiliation established in the manner described in Section ~~8.4~~[9.4](#) of these Bylaws. A Member of the Corporation is hereinafter referred to as “Chapter of The Arc” or “Chapter.”

Section 2.2 Qualifications to be a Chapter. A nonprofit organization (hereinafter ~~the “organization”~~[Organization](#)) must meet the following qualifications and requirements in order to be a Chapter of The Arc.

2.2.1 The ~~organization's~~Organization's purpose is, at least in substantial part, to address the needs, issues and concerns of people with I/DD and their families.

2.2.2 The ~~organization~~Organization has exempt status under Section 501 of the Internal Revenue Code of 1986, as amended, or successor provisions, or has applied for such status;

2.2.3 The ~~organization~~Organization pledges to advance and uphold, and strives to conduct its operations in a manner consistent with, the Mission, Core Values and Guiding Principles, Position Statements and Public Policy Agenda of the Corporation as they exist and may, in accordance with the process described in these Bylaws, be revised from time to time.

2.2.4 The ~~organization~~Organization meaningfully involves parents and family members of people with I/DD, and individuals with I/DD, in leading and guiding the Chapter.

2.2.5 The ~~organization~~Organization has applied for and been accepted into membership under procedures established by the Board of Directors of the Corporation, including:

2.2.5.1 in the case of a local Chapter of The Arc, the ~~organization~~Organization has the consent of the applicable state Chapter, if any; and

2.2.5.2 in the case of a state Chapter of The Arc, the ~~organization~~Organization has obtained the consent of a majority of the local Chapters of The Arc in the applicable state. However, nothing in this section 2.2.5.2 is intended to limit the rights or ability of the Corporation to establish a state office or otherwise engage in performing state-level functions in a state that does not have a state Chapter of The Arc.

2.2.6 The ~~organization~~Organization pays Chapter affiliation dues in accordance with the dues schedule established by the Board of Directors of the Corporation in the

manner described in these Bylaws. In the case of a local Chapter of The Arc, the ~~organization~~Organization also pays state chapter affiliation dues, if any.

2.2.7 The ~~organization~~Organization prominently identifies itself to the public as a Chapter of The Arc.

2.2.8 The ~~organization~~Organization provides members of the public with the opportunity to become an Individual Member of The Arc as defined in ~~section~~Section 2.3, herein,

Section 2.3 Individual Members of The Arc. Individuals who wish to support and advance the purposes of the Corporation may join The Arc as supporting members (hereinafter “**Member of The Arc**”) by enrolling at the national, state or local level, with national, state or local membership categories or classes as determined respectively. A Member of The Arc, however denominated, is not a Member of the Corporation as defined in ~~section~~Section 2.1 and does not possess voting or other legal rights in the conduct of the affairs of the Corporation. A state or local Chapter may grant voting or other rights to a Member of The Arc with respect to the corporate affairs of the state or local Chapter, respectively, but is not required to do so.

Section 2.4 Chapter Rights. A Chapter of The Arc is entitled to participate in the governance of the Corporation, including voting in the election of the Officers and members of the Board of Directors of the Corporation, on the adoption of Core Values and Guiding Principles, Position Statements and Resolutions of the Corporation, and on other business that may arise from time to time as described in these Bylaws.

Section 2.5 Chapter Responsibilities. A Chapter of The Arc shall have the duties and responsibilities described in these Bylaws and in the written Standard Terms and Conditions for Affiliation described in Section 2.1, above.

2.5.1 Local Chapter Duties. A Local Chapter of The Arc, consistent with available staff, volunteer, financial and in-kind resources, should at a minimum:

2.5.1.1 Engage in advocacy on behalf of people with I/DD and their families;

2.5.1.2 Assist people with I/DD, parents, family members, media representatives, public officials, and members of the public to access information about the needs, issues and concerns of people with I/DD and their families and about available education and community-based services and supports; and

2.5.1.3 support, and mobilize constituents in support of public policy initiatives at the state and national level.

2.5.2 State Chapter Duties. A State Chapter of The Arc, consistent with available staff, volunteer, financial and in-kind resources, should at a minimum:

2.5.2.1 Engage in state public policy advocacy;

2.5.2.2 Support, and mobilize constituents and stakeholders in support of public policy initiatives at the state and national level;

2.5.2.3 Foster public awareness about the needs, issues and concerns of people with I/DD and their families; and

2.5.2.4 Encourage, assist and support local Chapters of The Arc.

Section 2.6 Termination of Membership. The Board of Directors of the Corporation shall have the right to deny, or terminate, the membership of any organization, or to deny access to or participation in the programs or services of the Corporation, if it fails to meet the qualifications for membership, or engages in activities that negatively reflect upon, or are otherwise contrary to the best interests of, the Corporation and its Chapters.

2.6.1 Chapters whose dues for the membership year are not paid by December 31st of the year to which the dues relate may be terminated automatically without any further process, provided that Chapter has been provided thirty (30) days written notice and an opportunity to cure the default by paying the outstanding amount or making appropriate payment arrangements.

2.6.2 Termination of the membership of a Chapter, for reasons other than non-payment of dues, shall be in accordance with procedures established by the Board of Directors of the Corporation, which procedures shall provide Chapter with advance notice of the grounds for termination and an opportunity to be heard.

2.6.3 A Chapter may surrender its affiliation at any time by delivering to The Arc written notice of its intention to do so no less than ninety (90) days prior to the effective date of such surrender.

ARTICLE 3 – Meetings of the Corporation

Section 3.1 Chapter Votes. A Chapter of The Arc shall have a minimum of one

(1) and a maximum of twenty-three (23) votes based on the following formulas:

3.1.1 A Local Chapter shall automatically receive one (1) vote. In addition:

3.1.1.1 A Local Chapter may receive one additional vote for each \$1,000 of Chapter affiliation dues that the Chapter is responsible for in the current membership year, and that the Chapter has paid as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

3.1.1.2 A Local Chapter may receive one additional vote for every 100 individuals it has enrolled as a Member of The Arc, as defined in section 2.3 herein, and has reported the Members' names and contact information to the Corporation as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

3.1.2 A State Chapter shall automatically receive ten (10) votes. In addition, a State Chapter may receive one additional vote for each \$1,000 of Chapter affiliation dues that the Chapter is responsible for in the current membership year, and that the Chapter has paid as of June 30th of the membership year or as of sixty (60) days in advance of the date the voting will take place, whichever is earlier.

Section 3.2 Chapter Representative for Voting. A Chapter may designate a representative for purposes of voting. In the absence of any such designation, the President or a Vice-President of the Chapter shall be the representative. The designated representative may be changed at any time by written notice to the Secretary of the Corporation or his/her designee.

Section 3.3 Annual Meeting. The annual meeting of Chapters of The Arc shall be held on a date fixed by the Board of Directors and upon not less than sixty (60) days, nor more than one hundred twenty (120) days, written notice of the call of the meeting of the Corporation, but the incidental and unintended failure of notice to any Chapter shall not invalidate the meeting or any action taken thereat.

Section 3.4 Special Meetings. Special meetings of the Members of the Corporation may be held upon call by the Board of Directors or upon the request of ten-percent (10%) of the Chapters in good-standing, including at least three (3) State Chapters. A special meeting shall be called upon not less than twenty-one (21) days, nor more than forty-five (45) days, written notice of the call of the meeting of the Corporation, but the incidental and unintended failure of notice to any Chapter shall not invalidate the meeting or any action taken thereat. At special meetings, only that business identified in the notice shall be conducted.

Section 3.5 Quorum. A quorum for the transaction of business at the annual meeting of the Members and at any special meeting of Members shall consist of those Chapters present in person, or by proxy, holding not less than one-half (1/2) of the total number of votes held by all of the Chapters.

Section 3.6 Manner of Voting. A Chapter may cast its votes in person by its designated representative or by written proxy. Votes cast in person may be cast only by the designated representative of the Chapter. The votes held by Chapters represented at a meeting of Chapters of The Arc by written proxies shall be counted in determining the presence of a quorum.

ARTICLE 4. Officers and Directors.

Section 4.1 Number and Qualifications of Directors. The governance of the Corporation shall be vested in a Board of Directors which shall be composed of up to twenty-four (24) persons, including the five (5) Officers of the Corporation, elected in the manner described in these Bylaws.

4.1.1 Because one goal of the Corporation is to provide broad participation from among individuals with I/DD and their family members, the majority of members of the Board of Directors shall be parents or family members of people with I/DD, or people with I/DD themselves.

4.1.2 Because one goal of the Corporation is to build a strong movement of advocates and volunteers on behalf of people with I/DD and their families, all of the members of the Board of Directors must be individual Members of The Arc, as defined in section 2.3 herein, at the national, state or local level.

4.1.3 Because one goal of the Corporation is to build and sustain an effective partnership between people with I/DD and their families and the professional leaders of the organizations that serve them, up to three (3) members of the Board of Directors may be chief executive officers, executive directors or second tier management staff of a Chapter of The Arc. No other member of the Board of Directors may be a person who is employed by a Chapter of The Arc.

Section 4.2 Elected Officers of the Corporation. The elected officers of the Corporation are the President, Vice-President, Secretary, Treasurer and, *ex officio*, the Immediate Past President.

4.2.1 President. The President shall serve as the Chair of the Board of Directors, shall preside at all meetings of the Chapters of The Arc, of the Board of Directors, and of the Executive Committee, and shall be an *ex officio*, non-voting member ~~without vote~~ of all other committees ~~with the exception.~~ The President shall not be a member of the Board Development Committee. The President shall perform all of

the duties which are ordinarily incident to the office, or which are assigned by the Directors. The President of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.2 Vice President. The Vice President shall perform the duties of the President in the absence of the President, or in the event of the President's inability to perform the duties of office. The Vice President shall perform such other duties as may, from time to time, be assigned by the President of the Board of Directors. The Vice President of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.3 Secretary. The Secretary shall oversee the issuance of notices of all stated and special meetings of the Chapters of The Arc and of the Board of Directors. The Secretary shall oversee preparation of the minutes of meetings of the Chapters of The Arc and of the Board of Directors. The Secretary of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.4 Treasurer. The Treasurer shall serve as chairman of the Budget, [and](#) Finance ~~and Audit~~ Committee and, in that capacity, shall oversee compliance with policies regarding the financial operations of the Corporation, the investment of funds of the Corporation, the maintenance of full and accurate accounts of receipts and disbursements, and the preparation of ~~the annual audited financial statements and~~ federal and state tax reports. The Treasurer of the Board of Directors may not be a person who is employed by a Chapter of The Arc.

4.2.5 Immediate Past-President. The Immediate Past-President shall serve as chair of the Board Development Committee.

Section 4.3 Term for Directors. The term of office for members of the Board of Directors shall be four (4) years. Persons serving an initial term of less than three (3) years may serve for two (2) additional full four year terms.

Section 4.4 Term for Officers. The term of office for Elected Officers of the Corporation shall be two (2) years, or until their successors are elected. No elected officer of the Corporation shall serve more than one (1) consecutive full term in the same office.

Section 4.5 Term Limits. Except as otherwise described in this section, no person shall serve more than two (2) consecutive full terms on the Board of Directors.

4.5.1 A person serving as an Officer of the Corporation who would be subject to the term limits set forth in this section 4.5 may continue to serve while in the position of Officer, but may not exceed twelve (12) years of total service except under exceptional circumstances. The limitation in this section shall not apply to the Immediate Past President during service in that position.

4.5.2 A person may be nominated to serve beyond the twelve (12) year limit set forth in section 4.5.1 only upon both the unanimous concurrence of the members of the Board Development Committee and concurrence of two-thirds of the members of the Board of Directors.

Section 4.6 Compensation. The members of the Board of Directors and the elected Officers of the Corporation shall serve without compensation from the Corporation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

Section 4.7 Appointed Officers and Staff. The Board of Directors shall appoint a chief executive officer, with a title appropriate to the functions of the office. Other staff shall be appointed by the chief executive officer.

4.7.1 The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

4.7.2 The chief executive officer shall be subject to hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the chief executive officer.

4.7.3 The chief executive officer shall attend and participate in meetings of the Members and the Board of Directors and of committees as staff to the Board and the committees but shall not be entitled to a vote.

Section 4.8 Appointment of Board Member of the Foundation. The Arc is supported by The Arc Foundation of the United States, Inc. (the “**Foundation**”), which is organized exclusively to promote, support, and further the interests and mission of the Arc. The Board of Directors shall appoint one member of the Board of Directors to represent the Arc on the board of the Foundation. This member will also serve as the secretary of the board of directors of the Foundation.

ARTICLE 5: Meetings of the Board

Section 5.1 ~~Section 6.1~~ Quorum. At meetings of the Board of Directors, a quorum shall consist of a majority of Directors then serving, present in person.

Section 5.2 ~~Section 6.2~~ Voting. Except as hereinafter provided, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than eight (8) votes. Members of the Board of Directors may vote only in person. No proxy voting shall be allowed.

Section 5.3 ~~Section 6.3~~ Regular Meetings. The Board of Directors shall meet at least four (4) times per year. The Secretary shall give thirty (30) days written notice of the call of the meeting to all of the members of the Board of Directors, but the incidental and unintended failure of notice to any member shall not invalidate the meeting or any action taken thereat.

Section 5.4 ~~Section 6.4~~ Special Meetings. Special Meetings of the Board of Directors may be called at any time by the President of the Board. It also shall be the

duty of the President or Secretary to call a Special Meeting of the Board of Directors whenever requested in writing to do so by not less than one-third (1/3) of members of the Board of Directors then serving. Notice of a Special Meeting shall be given to each member in person, by telephone, electronically, or by mailing a notice thereof to each member of the Board of Directors at his or her last post office address appearing on the records of the Corporation at least seven (7) days before such meeting, but the incidental and unintended failure of notice to any member shall not invalidate the meeting or any action taken thereat. Special meetings shall consider only such business as is stated in the notice of the meeting.

Section 5.5 ~~Section 6.5~~ Method of Conducting Business. ~~The~~ Unless otherwise provided in the notice of the meeting, the members of the Board of Directors ~~and Committees of the Corporation may conduct business by any means authorized by law.~~ may participate in annual or special meetings by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this bylaw shall constitute participation in person at such meeting.

ARTICLE 6. Committees of the Corporation.

Section 6.1 Standing Committees. The Standing Committees of the Board of Directors shall be the Executive Committee¹; Board Development Committee¹; Governance Committee; Budget and Finance ~~& Audit Committee, Diversity Committee, Policy and Positions Committee and Legal Advocacy Committee~~; and Audit 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~~ directors.

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.~~ Unless otherwise specified in these Bylaws or in an action taken by the Board of Directors, the President of the Board of Directors may attend any committee meeting at their discretion as a non-voting member of that committee. The voting members of each committee will be composed solely of members of the Board of Directors. .

Section 6.3 Committee Charters. Each Committee of the Board shall draft a charter which ensures the committee's compliance with these bylaws and other responsibilities delegated to the committee by the Board of Directors. Each committee shall review its compliance with its charter annually.

Section 6.4 ~~Section 6.3~~ Executive Committee.

6.4.1 ~~6.2.1~~ 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. The committee may invite members of management, legal counsel, other advisors, chairs of Standing Advisory Committees, or other individuals with subject matter expertise to attend the meetings of the Executive Committee.

6.4.2 ~~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 Executive 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.

6.4.3 ~~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.

6.4.4 ~~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 6.5 ~~Section 6.4~~ Board Development Committee.

6.5.1 ~~6.3.1~~ 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~~ 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. The committee may invite members of management, legal

counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Board Development Committee.

6.5.2 ~~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 Board Development 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~~8, herein. The Board Development Committee is further responsible for ongoing evaluation, training and leadership development.

Section 6.6 Governance Committee.

6.6.1 Composition. The Governance Committee shall be chaired by a member of the Board of Directors 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. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Governance Committee.

6.6.2 Roles and Responsibilities. The Governance Committee is responsible for oversight of the governance structure and process of the Organization, reviewing the roles and responsibilities of each committee, and for reviewing the charter of each committee of the Board. As needed, the Governance Committee develops recommendations for improvements in governance, including necessary changes to the articles of incorporation, bylaws, corporate resolutions or policies of the Organization. The Governance Committee will review the bylaws of the Arc at least annually. The Governance 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 Governance Committee reviews and guides action in response to proposed amendments to the bylaws of the Arc.

Section 6.7~~Section 6.5~~ Budget, and Finance and Audit Committee.

6.7.1 ~~6.5.1~~ Composition. The Budget, and 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.~~Section 6.2. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Budget and Finance Committee.

~~6.5.2~~ Roles and Responsibilities. The Budget, and Finance ~~and Audit~~ Committee is responsible for oversight of The Arc's financial health. The Budget and Finance Committee reviews and recommends approval of the annual budget, monitors financial performance~~and~~, prepares financial statements, creates the Arc's financial policies and practices. The Budget and Finance Committee also annually reviews the performance of The Arc's investments and recommends any changes to The Arc's Investment Policy.

Section 6.8Audit Committee.

6.8.1 Composition. The Audit Committee shall be chaired by a member of the Board of Directors and shall be composed by no fewer than three persons. The additional members shall be appointed in the manner described in Section 6.2. The majority of the Audit Committee may not overlap with the membership of the Budget and Finance Committee. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Audit Committee.

6.8.2 Roles and Responsibilities. The Audit Committee is responsible for oversight of The Arc's legal and regulatory compliance, and assuring the Arc meets the highest level of ethics and accountability. The Audit Committee retains the independent auditor~~and~~, oversees the annual audit of the ~~organization's~~Organization's financial statements~~and develops~~, and provides oversight regarding other financial policies and

practices. ~~The Committee is responsible to~~, including but not limited to policies and practices related to Ethics and Integrity, Conflicts of Interest, Whistleblowing, Crisis Management, and Cyber Security. The Audit Committee will assure that the annual audited financial statements are presented to the Board of Directors. The Audit Committee also annually reviews the performance of The Arc's investments and recommends any changes to The Arc's Investment Policy.

Section 6.9 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.

ARTICLE 7. Standing Advisory Committees of the Corporation.

Section 7.1 Standing Advisory Committees. The Standing Advisory Committees of the Board of Directors shall be the Access, Equity, and Inclusion Committee; Policy and Positions Committee; and Legal Advocacy Committee. The Board of Directors may establish such additional standing advisory committees as it determines are appropriate for the conduct of the business of the Corporation. Members of standing advisory committees shall be chaired by a member of the Board of Directors and composed of no fewer than six persons.

Section 7.2 Committee Appointments. Except where otherwise stated in this Article, the President shall be responsible for appointing members to Standing Advisory 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. Unless otherwise specified in these Bylaws or in an action taken by the Board of Directors, the President of the Board of Directors may attend any committee meeting at their discretion as a non-voting member of that committee. The chair of each committee

shall be a member of the Board of Directors. The majority of the Access, Equity, and Inclusion Committee must include present members of the Board of Directors. The Policy and Positions Committee and Legal Advocacy Committee must include at least one member in addition to the chair who is a member of the Board of Directors. .

Section 7.3 Committee Charters. Each Standing Advisory Committee of the Board shall draft a charter which ensures the committee's compliance with these bylaws and other responsibilities delegated to the committee by the Board of Directors. Each committee shall review its compliance with its charter annually.

Section 7.4 ~~Section 6.6~~ Policy and Positions Committee.

7.4.1 ~~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~~ Section 7.2. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Policy and Positions Committee.

7.4.2 ~~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.

7.4.2.1 ~~6.6.2.1~~ ~~The~~ The Policy and Positions Committee is responsible ~~to develop~~ for developing 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 Policy and Positions 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.

7.4.2.2 ~~6.6.2.2 A Legislative Agenda Subcommittee~~ The Policy and Positions Committee is responsible for ~~developing, on a biennial basis corresponding to the term of Congress, a Legislative~~ reviewing and revising as needed the Federal Public Policy Agenda that is consistent with the Core Values, and Position Statements ~~and Federal Public Policy Agenda~~ as described in ~~section 8.1, 8.2 and 8.3,~~ Sections 9.1 and 9.2 respectively. The ~~Legislative Agenda Subcommittee~~ Policy and Positions Committee also recommends positions on new issues that are not otherwise ~~not~~ covered by the ~~Legislative~~ Federal Public Policy Agenda.

Section 7.5 ~~Section 6.7~~ Legal Advocacy Committee

7.5.1 ~~6.7.1~~ Composition. The Legal Advocacy Committee shall be ~~chaired by a member of the Board of Directors and shall be~~ composed by no fewer than six persons consistent with the requirements described in ~~section 6.2.~~ Section 7.2. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Legal Advocacy Committee.

7.5.2 ~~6.7.2~~ Roles and Responsibilities.

7.5.2.1 ~~6.7.2.1~~ The Legal Advocacy Committee is responsible for determining whether The Arc's participation in litigation 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, Position Statements and Public Policy Agenda.

7.5.2.2 ~~6.7.2.2~~ The Legal Advocacy Committee operates within and pursuant to the Legal Advocacy Committee Protocol, which outlines the processes of the Committee in carrying out its responsibilities consistent with its purpose as defined in Section 6.7.2.1. The Protocol may be amended from time to time by the Board of Directors.

Section 7.6 ~~Section 6.8~~ Diversity Access, Equity, and Inclusion Committee

7.6.1 ~~6.8.1~~ Composition. The ~~Diversity~~Access, Equity, and Inclusion 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 persons who are either board members or senior-level staff members of The Arc~~. The additional members shall be appointed in the manner described in ~~section 6.2~~Section 7.2. The committee may invite members of management, legal counsel, other advisors, or other individuals with subject matter expertise to attend the meetings of the Access, Equity, and Inclusion Committee.

7.6.2 ~~6.8.2~~ Roles and Responsibilities.

7.6.2.1 ~~6.7.1.1~~ ~~The Diversity~~The Access, Equity, and Inclusion Committee is responsible for oversight of development and implementation of The Arc's ~~Diversity~~Access, Equity, and Inclusion Strategic Action Plan, which shall be revised with such frequency as is determined by the Board of Directors.

7.6.2.2 ~~6.8.2.2~~ ~~The Diversity~~The Access, Equity, and Inclusion Committee will recommend objectives and strategic actions for the Board to accomplish in support of the ~~Diversity~~Access, Equity, and Inclusion Strategic Action Plan and monitor the Board's progress on meeting those goals and actions.

~~6.8.2.3 The Diversity Committee will report its progress to the Board and for inclusion in The Arc's Diversity Annual Report.~~

7.6.2.3 ~~6.8.2.4~~ ~~The Diversity~~The Access, Equity, and Inclusion Committee will serve as a resource to the Board, Standing Committees, Special Committees, and Advisory Councils described in this Article, on advancing and achieving the goals set forth in the ~~Diversity~~Access, Equity, and Inclusion Strategic Action Plan.

Section 7.7 Advisory Councils. In order to build a strong movement of parents, siblings, other family members of people with IDD, of individuals with IDD 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.

~~Section 6.9~~ Article 8: National Conference of Executives

Section 8.1 ~~6.8.1~~ 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.

Section 8.2 ~~6.9.2~~ 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 for state and local chapters.

8.2.1 ~~6.9.2.1~~ 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.

8.2.2 ~~6.9.2.2~~ Subcommittees may be established as the Steering Committee determines are necessary and appropriate to achieve the objectives of NCE.

Section 8.3 *Ex Officio Directors*. The Chair of the Steering Committee of NCE, and one additional chief executive officer or second tier management staff of a state or local Chapter of The Arc designated by the Steering Committee of NCE, shall be members of the Board of Directors, *ex officio*, for the applicable term.

~~Section 6.10 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 6.11 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.~~

ARTICLE 7: Election of Officers and Directors

Section 9.1~~Section 7.1~~ Election of Officers and Directors

9.1.1 ~~7.0.1~~ Officers. The President, Vice-President, Secretary and Treasurer of the Corporation shall be subject to election by Chapters of The Arc. The Immediate Past- President serves in that capacity without standing for election.

9.1.2 ~~7.1.2~~ Chapter Elected Directors. ~~A minimum of eight and up to twelve additional~~The members of the Board of Directors shall be subject to election by Chapters of The Arc.

~~7.1.3 Board Elected Directors. Up to five additional members of the Board of Directors shall be subject to nomination by the President and election by the Board of Directors. The terms of the Board Elected Directors shall be staggered so that no more than three may be subject to nomination during the term of a single President.~~

~~7.1.4 Ex Officio Directors. The Chair of the Steering Committee of NCE, and one~~

~~additional chief executive officer or second tier management staff of a state or local Chapter of The Arc designated by the Steering Committee of NCE, shall be members of the Board of Directors, ex officio, for the applicable term.~~

9.1.3 ~~7.1.5~~ The election and appointments described in this ~~section 7.4~~ Section 8.1 shall be conducted in the manner described in this Article ~~78~~.

Section 9.2 ~~Section 7.2~~ Timing of Election. Election of those Officers and Directors that are subject to election by the Chapters of The Arc shall take place at the Annual Meeting of the Corporation. The term of office for such Officers or Directors shall begin at the close of the Annual Meeting. Election of those Directors that are subject to election by the Board of Directors shall take place at the first meeting of the Board of Directors after the Annual Meeting. The term of office for such Directors shall begin immediately upon their election.

Section 9.3 ~~Section 7.3~~ Election Procedures. The election of Officers and Directors shall take place under the authority and supervision of the Board Development Committee, utilizing a process that includes but is not limited to the following:

9.3.1 ~~7.2.1~~ For each nominating cycle, the Committee shall prepare a written statement of nominating priorities describing the knowledge, skills, and other personal or professional characteristics or attributes that are needed to meet the leadership needs of the Corporation.

9.3.2 ~~7.3.2~~ The Committee shall conduct outreach, including disseminating the statement of nominating priorities to all Chapters of The Arc, to identify potential candidates for board service that meet one or more of the nominating priorities.

9.3.3 ~~7.3.3~~ An open application process shall be provided to allow any person who is interested in being considered for service on the Board of Directors to have the opportunity for such consideration.

9.3.4 ~~7.3.4~~ All persons who apply or are nominated shall be vetted by the Committee to determine whether they meet the qualifications to serve and their fit in relation to the nominating priorities.

9.3.5 ~~7.3.5~~ The Committee shall prepare a slate of candidates that are recommended for election to a position as an Officer or Chapter Elected Director of the Corporation (hereinafter ~~“the~~ “Slate of Nominees” or ~~the~~ “Slate”). The Slate shall recommend one candidate for each position that is open to be filled. The ~~Committee shall also prepare a list of candidates who are recommended for nomination and election to a position as a Board Elected Director of the Corporation (hereinafter “the Candidates List”).~~ The list of recommended candidates may include as many candidates as the Committee deems appropriate.

9.3.6 ~~7.3.6~~ A person who has applied to be considered for board service who has not been included on the Slate shall be informed of that fact, and of whether their name has been included on the Candidates List to be submitted to the President. Such persons shall be advised that they may be included on the Candidates List for consideration by the President, if not already included. They shall further be advised that they may run in opposition to the individuals included on the Slate of Nominees upon obtaining support for their candidacy by the applicable state and local Chapter as evidenced by a letter of endorsement.

9.3.7 ~~7.3.6.1~~ The Committee shall establish a timeline, including deadlines, as necessary to assure that the election ballot and supporting materials are ready for distribution to Chapters at least thirty (30) days in advance of the Annual Meeting. The election materials shall include descriptive information about the qualifications of all candidates and shall clearly identify those candidates who are on the recommended Slate of Candidates.

9.3.8 ~~7.3.6.2~~ No person may run for election as an Officer or Director other than pursuant to the process described in this ~~section 7.3~~ Section 8.3.

Section 9.4 ~~Section 7.4~~ Election in Absence of Quorum. In the event there is not a quorum present at the annual meeting of Chapters of The Arc, then the Officers and Directors then serving shall have their terms automatically extended until the election can be held. In such circumstances, the election may be held by mail ballot or other means authorized by law, with participation by those Chapters of The Arc that were eligible and entitled to vote at the annual meeting.

Section 9.5 ~~Section 7.5~~ Vacancies.

9.5.1 ~~7.4.1~~ President. In the event that the office of President becomes vacant, the Vice President automatically shall be President. If the Vice President is not available to serve, then the Secretary automatically shall be interim-President and shall forth with call for a Special Meeting of the Board of Directors to elect a President to fill the remainder of the vacant term.

9.5.2 ~~7.5.2~~ Immediate Past President. In the event that the office of Immediate Past President becomes vacant, then the prior Immediate Past President may resume office.

9.5.3 ~~7.5.3~~ Other Vacancies. Any other vacancies occurring among the elected Officers or Directors of the Corporation ~~shall~~may be filled for a term that expires at the next annual meeting by election by the members of the Board of Directors then serving.

Section 9.6 ~~Section 7.6~~ Removal. Any Officer or Director of the Corporation may be removed for a substantial cause by a vote of two-thirds (2/3) of the members of the Board of Directors then serving. Substantial cause shall include, but is not limited to, failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors.

ARTICLE ~~8~~10: Governing Documents

Section 10.1 ~~Section 8.1~~ Core Values and Guiding Principles. The Corporation shall establish Core Values and Guiding Principles, however denominated, to guide the ~~organization~~Organization (hereinafter “**Core Values**”).

10.1.1 ~~8.0.1~~ Adoption. The Core Values shall be developed by the Board of Directors utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Core Values shall be proposed for adoption by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose. Once adopted, the Core Values shall continue to be in existence and in effect until such time as they are revised or withdrawn.

10.1.2 ~~8.1.2~~ Review. The Core Values shall be periodically reviewed by the Board of Directors ~~for possible revision no less frequently than every five (5) years to~~ ensure that they are current and relevant. Upon this review, the Board will notify Chapters whether it intends to pursue a substantive revision of the Core Values. ~~Chapters may at any time petition the Board, by Resolution as described in section 8.5, to require the Board to institute a Full Review and Revision of the Core Values.~~

10.1.3 ~~8.1.3~~ Full Substantive Review and Revision. The Board of Directors may institute a substantive review and revision of the Core Values at any time, ~~and shall institute such a review if required by Resolution adopted by Chapters of The Arc in the manner described herein~~. A full substantive review shall utilize a process that provides substantial opportunity for input and participation by Chapters of The Arc. Any

proposed substantive revision of the Core Values resulting from such review shall be proposed for adoption by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose.

10.1.4 ~~8.1.4~~ Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of the Core Values. The adoption, or any revision, of the Core Values by the Chapters shall require a vote of two-thirds (2/3rds) of all the votes entitled to be cast by Chapters of The Arc that are present in person or by proxy.

Section 10.2 ~~Section 8.2~~ Position Statements. The Corporation shall establish Position Statements to guide the ~~organization~~Organization (hereinafter “**Position Statements**”).

10.2.1 ~~8.1.1~~ Adoption. The Position Statements shall be developed by the Board of Directors, through the Policy and Positions Committee, utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Position Statements shall be presented by the Policy and Positions Committee to the Board of Directors for its approval. The Position Statements as proposed by the Board of Directors, shall be presented to Chapters of The Arc at the annual meeting or any special meeting called for that purpose. Once adopted, the Position Statements shall continue to be in existence and of effect until such time as they are revised or withdrawn.

10.2.2 ~~8.2.2~~ Review. Each of the ~~Position~~Positions Statements shall be reviewed on a rotating basis by the Board of Directors for possible revision ~~no less frequently than every six (6) years~~. Upon this review, the Board will notify Chapters whether it intends to initiate a full substantive review and revision of the Position Statement. ~~Chapters may at any time petition the Board, by Resolution as described in section 8.5. herein, to require the Board to institute a Full Substantive Review and Revision of any of the Position Statements.~~

10.2.3 ~~8.2.3~~ Full Substantive Review and Revision. The Board of Directors may institute a substantive review and revision of any of the Position Statements at any time, ~~and shall institute such a review if required by Resolution adopted by Chapters of The Arc in the manner described herein~~. A full substantive review shall utilize a process that provides substantial opportunity for input and participation by Chapters of The Arc. Any proposed substantive revision of a Position Statement resulting from such review shall be proposed for adoption by Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

10.2.4 ~~8.2.4~~ Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of a Position Statement. The adoption, or any revision, of any Position Statement by the Chapters shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

Section 10.3 ~~Section 8.3~~ Federal Public Policy Agenda. The Corporation shall establish a Federal Public Policy Agenda to guide the ~~organization~~ Organization (hereinafter "**Public Policy Agenda**").

10.3.1 ~~8.2.1~~ Adoption. The Public Policy Agenda shall be developed by the Board of Directors, through the Policy and Positions Committee, utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc. So developed, the Public Policy Agenda shall be presented by the Policy and Positions Committee to the Board of Directors for its approval. The Board of Directors may approve the Public Policy Agenda provided that it finds that the Public Policy Agenda is consistent with the Core Values and Position Statements of The Arc. Once adopted, the Public Policy Agenda shall continue to be in existence and of effect until such time as they are revised or withdrawn.

10.3.2 ~~8.3.2~~ Review and Revision. The Public Policy Agenda shall be periodically reviewed and revised ~~at least every four (4) years with the review so that~~

~~the revised agenda is completed in advance of the start of the next Presidential Administration. Chapters may at any time petition the Board, by Resolution as described in section 8.5, to request that a specific policy proposal be included in the Policy Agenda when next revised.~~ as needed.

10.3.3 ~~8.3.3~~ Vote. A majority vote of the members of the Board of Directors then serving shall be required to adopt the Public Policy Agenda.

Section 10.4 ~~Section 8.4~~ Standard Terms and Conditions for Affiliation, Chapter Dues Methodology and Chapter Dues Increases. The Corporation shall develop, and may revise from time to time, written Standard Terms and Conditions for Affiliation that further explain and define the qualifications and requirements for affiliation as a state or local chapter of The Arc as described in Article 2 of these Bylaws. The Standard Terms and Conditions for Affiliation may not be inconsistent with the provisions set forth in Article 2. The Corporation shall also develop, and may revise from time to time, a Chapter Dues Methodology, such as whether dues are based on population, total revenue or some other determining factor, and the structure of the tiers in the dues schedule.

10.4.1 ~~8.3.1~~ Adoption and Revision. The Standard Terms and Conditions for Affiliation and Chapter Dues Methodology shall be developed, and may be revised, by the Board of Directors utilizing a process that provides substantial opportunity for input and participation by Chapters of The Arc.

10.4.1.1 ~~8.4.1.1~~ The Standard Terms and Conditions for Affiliation as adopted by the Board of Directors, or as revised, shall be presented for approval by Chapters of The Arc, without further amendment, at the annual meeting or any special meeting called for that purpose.

10.4.1.2 ~~8.4.1.2~~ Any change in the Chapter Dues Methodology on or after the date of adoption of these Bylaws, as adopted by the Board of Directors, shall be presented for approval by Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

10.4.1.3 ~~8.4.1.3~~ The amount of the Chapter Dues may be revised from time to time by the Board of Directors in a manner that affects all Chapters in equal proportion (an “across the board increase”) taking into account the needs of the Corporation, changes in the costs of doing business as measured by the Producer Price Index for Total Traditional Service Industries published by the United States Department of Commerce, Bureau of Labor Statistics, or similar authoritative source (hereinafter “the “Index percent” or “I%”), and the financial climate in which Chapters of The Arc are operating. An across the board increase may be applied to state Chapters, local Chapters, or both.

10.4.1.4 ~~8.4.1.4~~ Chapters of The Arc shall be provided with at least ninety (90) days’ notice, and an opportunity to provide input, in advance of the Board of Directors voting on an across the board increase. In addition, Chapters shall be provided with at least ninety (90) days’ notice of any increase in the Chapter Dues that has been approved by the Board of Directors in advance of the membership year to which the increased dues amount will relate.

10.4.1.5 ~~8.4.1.5~~ An across the board increase in excess of the Index percent (I%) plus three percent (3%) per year, compounded, proposed by the Board of Directors shall only be effective upon approval of Chapters of The Arc at the annual meeting or any special meeting called for that purpose.

10.4.2 ~~8.4.2.~~ Vote. A majority vote of the members of the Board of Directors then serving shall be required to advance to Chapters of The Arc a proposal for adoption or revision of the Standard Terms and Conditions for Affiliation or the Chapter Dues Methodology. The adoption, or any revision, of the Standard Terms and Conditions for Affiliation or Chapter Dues Methodology by the Chapters shall be presented without further amendment and shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy. Adoption of an across the board dues increase by a percentage exceeding the limits set forth in ~~section 8.4.1.5 shall require a vote of a majority of all~~

~~the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.~~

~~Section 8.5~~ Section 9.4.1.5 Resolutions. A Resolution may be proposed to direct the Corporation to consider or take actions that are in furtherance of the purpose of the Corporation and not inconsistent with the Core Values and Guiding Principles, Position Statements and Federal Public Policy Agenda.

8.4.1 Purpose of Resolution. A Resolution may be proposed for any of the following purposes:

~~8.5.1.1 to request that the Board of Directors initiate a full substantive review and revision of the Core Values and Guiding Principles, as described in section 8.1.3 herein;~~

~~8.5.1.2 to request that the Board of Directors initiate a full substantive review and revision of a Position Statement, as described in section 8.2.3 herein, or to request that the Board of Directors consider the adoption of a new Position Statement;~~

~~8.5.1.3 to request that a specific policy proposal be considered for inclusion, or that another change be made, in the Federal Public Policy Agenda, as described in section 8.3.3 herein;~~

~~8.5.1.4 to request that the Board of Directors consider a change in the Standard Terms and Conditions for Affiliation or in the Chapter dues structure;~~

~~8.5.1.5 to communicate to the Board of Directors the opinions, beliefs or desires of Chapters of The Arc on issues and concerns of people with I/DD and their families or on matters relating to the governance, management and operations of the Corporation;~~

~~8.5.1.6 to provide the Board of Directors and the Corporation with guidance, advice and counsel regarding any other matter that is germane to the purpose of the Corporation.~~

8.5.2 Limitation on Use. A Resolution may not be used to circumvent any of the other procedures described in these Bylaws.

8.5.3 Process for Proposal of Resolutions. A Resolution may be proposed upon

~~the request of three percent (3%) of the Chapters in good standing, including at least three (3) State Chapters.~~

~~8.5.3.1 The proposed Resolution shall be delivered to the Secretary of the Corporation, or the Secretary's designee, no later than one hundred twenty (120) days in advance of the annual meeting of the Corporation.~~

~~8.5.3.2 The Board of Directors will review the proposed Resolution and determine if it meets the requirements of section 8.5 thru 8.5.3 herein. If so, the Board of Directors will refer the Resolution for consideration by Chapters of The Arc, without further amendment, at the annual meeting. The Board of Directors will provide its recommendation in favor, or in opposition to, adoption of the proposed Resolution.~~

~~8.5.4 Vote.~~ Adoption of the Resolution by the Chapters shall require a vote of a majority of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

ARTICLE 911 General Provisions

Section 11.1 ~~Section 9.1~~ Duality of Interest.

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the

disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 11.2 ~~Section 9.2~~ Indemnification and Exoneration.

11.2.1 ~~9.1.1~~ Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

11.2.2 ~~9.2.2~~ Exoneration. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its Members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Section 11.3 ~~Section 9.3~~ Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any other entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position,

whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 11.4 ~~Section 9.4~~ Employee Benefit Plans. For purposes of this ~~section 9.4~~Section 10.4: the Corporation shall be deemed to have requested a director or officer to serve an employee benefit or welfare plan where the performance of the director's or officer's duties to the Corporation also imposes duties on, or otherwise involves services by, the officer or director to the plan or beneficiaries of the plan; excise taxes assessed on a director or officer with respect to an employee benefit or welfare plan pursuant to applicable law shall be deemed fines; and action taken or omitted by the director or officer with respect to an employee benefit or welfare plan in the performance of the director's or officer's duties for a purpose reasonably believed by the director or officer to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interest of the Corporation.

Section 11.5 ~~Section 9.5~~ Miscellaneous Provisions. Except to the extent prohibited by law, the indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director or officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, administrators of such persons.

Section 11.6 ~~Section 9.6~~ Inspection of Corporate Records. These Bylaws, the roster of Chapters, the minutes or proceedings of any annual or special meeting of Chapters of The Arc, and of any meeting of the Board of Directors and of the Committees shall be open to inspection no later than (10) days after receipt of a written request, addressed to the President or the Secretary of the Corporation by any Chapter of The Arc for any purpose reasonably related to its interests as a Member. Such

records also shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Chapter's expense. The Corporation may satisfy the requirements of this section by making such records generally available on its website or through other electronic means.

Section 11.7 ~~Section 9.7~~ Signature Authority. All checks, notes, acceptances, and orders for payment of money shall be signed by the Chief Executive Officer of the Corporation, ~~by any two of the President, Vice President, Secretary, or Treasurer, or other~~ or other Officers or agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the Chief Executive Officer of the Corporation, ~~the President, the Vice President or any other agent of the Corporation designated by the Board of Directors.~~

Section 11.8 ~~Section 9.8~~ Seal. The Seal of the Corporation shall be circular in form with the words "THE ARC OF THE UNITED STATES, INC."

Section 11.9 ~~Section 9.9~~ Dissolution. All assets of the Corporation in the event of dissolution shall be distributed among the Chapters in proportion to the Chapter Dues paid by the Chapters in proceeding three (3) years, provided, however, that no distribution shall be made to any organization which does not then currently enjoy tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions.

Section 11.10 ~~Section 9.10~~ Non-Discrimination. The ~~organizations~~ Organizations, officers, directors, employees and persons served by this Corporation shall be selected in a non- discriminatory manner with respect to age, sex, race, color, disability, national origin, ~~and~~ or political or religious opinion or affiliation.

Section 11.11 ~~Section 9.11~~ Governing Law. The provisions of Maryland General Corporate Law, MD Corps & Assoc. Code Ann., §§ 5-201 *et. seq.* and

decisional law thereunder, apply to the governance and affairs of the Corporation, including the interpretation of these Bylaws.

Section 11.12 ~~Section 9.12~~ Parliamentary Rules. Sturgis' Standard Code of Parliamentary Procedure, in the latest edition, shall govern all deliberations of the Corporation when it is not in conflict with these Bylaws or Maryland General Corporate Law. The President of The Arc shall have the power to appoint a parliamentarian and shall interpret these Bylaws when a question arises as to the meaning of any part of it. The President may seek the advice of the parliamentarian in interpreting the provisions. The President's decision shall be final, unless overruled by a vote of two-thirds (2/3) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

ARTICLE ~~10~~12. Bylaws Amendments.

Section 12.1 ~~Section 10.1~~ By Whom Made. A proposal to amend the Bylaws of the Corporation may be made by vote of at least two-thirds of the members of the Board of Directors then serving or upon the request of no less than ten-percent (10%) of Chapters of The Arc, including three (3) state Chapters.

Section 12.2 ~~Section 10.2~~ Process for Consideration. A proposed amendment to the Bylaws that meets the requirements set forth in Section ~~10.1~~11.1 herein shall be presented for consideration by Chapters of The Arc at the annual meeting of the Corporation or at a special meeting called for that purpose. In order to be considered at the annual meeting, any proposed amendment must have been received by the Secretary of the Corporation at least one hundred twenty (120) days in advance of the annual meeting.

Section 12.3 ~~Section 10.3~~ Board Recommendation. A proposed amendment to the Bylaws that has been requested by Chapters, as described in Section ~~10.1~~11.1 herein, shall be presented for consideration by Chapters of The Arc, at least sixty (60)

days in advance of the annual meeting, accompanied by a recommendation of the Board of Directors either in support of, or in opposition to, the proposed amendment.

Section 12.4 ~~Section 10.4~~ Vote. Adoption by Chapters of The Arc of amendments to the Bylaws shall require a vote of two-thirds (2/3rds) of all the votes held and entitled to be cast by Chapters of The Arc that are present in person or by proxy.

History

Adopted, 10/27/12, effective 1/1/13.

Amended Article 6, 10/13/19, effective 12/13/19.

Amended Article 6, 10/28/20, effective 10/28/20.

Amended Article 6, 11/07/23, effective 11/07/23.

Council and Committee Reports

Section 8

THE ARC OF THE UNITED STATES

November 2, 2024

NCE STEERING COMMITTEE

KIM DODSON, CHAIR

- 19 members; chapter leaders
- Meet Monthly, at least twice face-to-face
- Goals for 2024 and continued from 2023:
 - Build Relationship with new CEO
 - Increase attendance at events
 - Work as extension of Arc US team to get chapters engaged informed
 - Work on Various Committees or Ad Hoc Groups to Provide Chapter Perspective.

Legal Advocacy Committee

Jasmine Harris, Chair

Jamelia Morgan, Vice Chair

Shira Wakschlag, General Counsel, Senior Director, Legal Advocacy at The Arc

The Legal Advocacy Committee is responsible for determining whether The Arc's participation in litigation is relevant to and consistent with The Arc's mission and Core Values, Position Statements, and Public Policy Agenda.

- Forms of Legal Advocacy
 - Signing onto Amicus Briefs: These “friend of the court briefs” serve as a vehicle for organizations and people to explain issues to the court.
 - Providing direct representation on issues of systemic discrimination of people with disabilities
- In 2024, The Arc has filed the following amicus briefs:
 - [Ex Parte Blaine Milam](#) (Texas Court of Criminal Appeals)
 - Amicus brief arguing that Supreme Court precedent prohibiting the execution of individuals with intellectual disability requires courts to refer to clinical standards when determining intellectual disability in death penalty cases.
 - Status: Court upheld Mr. Milam's death sentence.
 - [Guthrey v. Alta California Regional Center](#) (Ninth Circuit Court of Appeals)
 - Amicus brief arguing that California regional centers and their vendors, which coordinate and deliver services to people with IDD, are places of public accommodation under the Americans with Disabilities Act.
 - Status: Court held regional centers are subject to ADA.
 - [City of Grants Pass, Oregon v. Johnson](#) (U.S. Supreme Court)
 - Amicus brief arguing that the Eighth Amendment ban on cruel and unusual punishment prohibits cities from criminalizing conduct associated with being unhoused.
 - Status: Court held that the Eighth Amendment does not prohibit criminalizing this conduct.
 - [Food and Drug Administration v. Alliance for Hippocratic Medicine](#) (U.S. Supreme Court)
 - Amicus brief arguing that it is not the role of courts to substitute their evaluation of drug safety and effectiveness in place of the FDA's expert determinations.
 - Status: Court reversed lower court decision on standing grounds.

In 2024, The Arc has been involved in the following cases as counsel:

- [Robertson v. DC](#) (D.D.C.)
 - Challenging D.C.'s failure to provide safe, reliable, and effective transportation to and from schools for children with disabilities, thereby denying students equal access to their education and unnecessarily segregating them from their peers.
 - Status: Motion to Dismiss pending
- [AME v. Kemp](#) and [HAUL v. Abbott](#) (N.D. GA & W.D. TX)
 - Challenging laws in Georgia and Texas that make it harder for voters with disabilities to vote, including by imposing onerous requirements for vote by mail and criminalizing voter assistance.
 - Status: Court found for plaintiffs on Voting Rights Act claims, permanently enjoining Texas law's criminalization of voter assistance as violating the rights of voters with disabilities; other post-trial decisions, including on ADA/504 claims, are still pending; Georgia case is pending decision on summary judgment;
- [GAO v. GA](#) (N.D. GA)
 - Challenging Georgia's discrimination against thousands of public school students with disabilities by providing them with a separate and unequal education via the state's Georgia Network for Educational and Therapeutic Supports Program, denying these students the opportunity to be educated with their non-disabled peers in neighborhood schools.
 - Status: Court granted summary judgment for Defendants. The Arc will file a motion for reconsideration.
- [G.T. v. KCS](#) (S.D.WV)
 - Challenging Kanawha County Schools' failure to provide behavioral and academic supports to students with disabilities and instead segregating them into separate schools and classrooms, or sending them home because KCS schools will not educate them.
 - Status: Fourth Circuit reversed class certification order. The Arc is seeking a full panel review by the Fourth Circuit.

A written report will be uploaded prior to the Annual Business Meeting

Annual Business Meeting Council/Committee Report

- The National Council of Self-Advocates (NCSA) has over 400 members!
- NCSA has monthly meetings where we discuss topics that matter to Self-Advocates. Some of these topics are employment, transportation, HCBS, health care, social security, and effective advocacy strategies.
- We have our experts at The Arc's National office come to speak on these topics with our NCSA Officers. The presenters share concrete examples of how Self-Advocates can advocate federally by providing email templates, slogan ideas, creating a voting plan, steps to build a business, and how to become a speaker at our events!
- Our meetings average 50 attendees- almost 50% higher than last year!
- We have 11 Officers who help lead NCSA.
- This year, our NCSA Officers created a toolkit- Tools for Contacting Your Members of Congress. The toolkit is so Self-Advocates know what Congress is, who their MOCs are, how to tell their story, and how to make effective social media advocacy posts!
- Some NCSA Officers have had presentations to other Self-Advocacy groups and one participated on a panel for an event at the American Public Health Association.
- How to join: People with disabilities can join NCSA through filling out an online form-<https://thearc.org/join-the-national-council-of-self-advocates>



The Sibling Council

- The Sibling Council has 12 members this year.
- The Sibling Council meets 4 times a year to discuss topics that impact siblings of people with disabilities. Topics include future planning, Special Needs Trusts, building connections, and advocating for systemic change.
- This year, the Sibling Council is hosting a session about the sibling experience, and they have a table where siblings can learn more about being a support!
- Stay tuned for our 2024 wrap-up Sibling Scene E-Newsletter!
- Every two years, The Arc has an application process for the Sibling Council. If you are interested in learning more, sign up for our sibling newsletter.

The Arc Alumni Council Annual Report

The Arc Alumni Council is a group of past staff and board members from chapters in The Arc's network interested in staying connected to and supporting the work of the organization. The Alumni Council is chaired by Nancy Webster and supported by staff member Carrie Hobbs Guiden.

The Arc Alumni Council has met virtually three times this year. At the Q1 meeting on February 27th, Alumni Council members were introduced to Katy Neas, The Arc's new CEO. Katy shared her vision for The Arc under her leadership and had an open discussion with the members.

At the Q2 meeting on May 7th, members heard updates on voter and candidate engagement from Jenny Alexander, Director of National Initiatives and The Arc in the media and brand awareness from Kristen McKiernan, SEO of Marketing/Communications and Jackie Dilworth, Director of Communications. Members engaged in a lively discussion about The Arc's brand.

At the Q3 meeting on August 27th, members met The Arc's newest member of the Legal Advocacy team, Evan Monod. Evan briefed everyone on the numerous cases they are working on across many states including Georgia, Texas, Illinois, West Virginia and Washington, D.C. Members also heard updates from Sequaya Tasker, SEO of Program Innovation, on the numerous projects with our chapters such as Mental Health First Aid (funded by UHF) and Digital Literacy (funded by AT&T). Last but not least, Glenn Griffin, Senior Director of Marketing & Digital Engagement, shared an exciting partnership with the Lids Foundation for the month of August. Even though it was near the end of the month, several Alumni Council members went to their local Lids store to participate in this fundraising opportunity.

At The Arc's National Convention, Alumni Council members in attendance will have the opportunity to meet in person over breakfast on November 3rd.

Throughout 2024, Alumni Council members consulted with a few state and local chapters on various issues; one alum is serving as interim ED at The Arc New Mexico. Several members assisted with reviewing session proposals for national convention, and three alum are volunteering at convention.

We added five new members to the Alumni Council in 2024.

Submitted by:

Nancy Webster
Council Chair

Carrie Hobbs Guiden
SEO, Chapters & Community

Policy and Positions Committee

- Revised the Health Position Statement
- Sought input from the state and local chapters on the revised statement.
- Developed a framework for including AEI principles during revisions of future statements.

Board Development Committee

The Board Development Committee has completed our work to recruit nominees for officers and open board positions. The BDC has developed a slate of officers and new board members that bring extensive experience and great passion for the work of The Arc.

Many thanks to the members of the committee.

Ken Oakes, Chair

Board Development Committee

Election of Officers and Directors

Section 9

THE ARC OF THE UNITED STATES

November 2, 2024

Board Development Committee Report

The Board Development Committee is pleased to report that it has completed the process of preparing the slate of four Officers and three Directors for election to the Board of Directors.

The Committee is confident that it has identified and selected a group of candidates that, collectively, has the knowledge, skills, and expertise to meet The Arc's leadership needs into the future as the organization continues to implement the *Strategic Framework for the Future of The Arc*.

The Committee has engaged in an exhaustive process while preparing the slate. This process unfolded over the course of more than a year via Zoom, although the largest amount of work done, and time spent was in between the meetings. During this process, the Committee did the following:

1. Reviewed the "Board Roles and Responsibilities" and "Responsibilities of Individual Board Members" and updated them for the 2023-2024 cycle.
2. Developed a Nominating Process Workplan.
3. Conducted a review of our current board composition.
4. Developed "Statement of Board Nominating Priorities." Based on the board composition review and discussion with the Board and NCE Steering Committee, the Committee identified that the greatest priority need was people who had extensive experience with a local/state chapter of The Arc.
5. Developed "Board Prospectus." The Prospectus included a form that could be used to nominate an individual for the Board or for self-nominations.
6. Conducted outreach via The Arc's extensive email and digital system.
7. Developed a potential candidates pool.
8. Priority selection narrowed our search to three candidates to fill the board vacancies.
9. Simultaneous to the review of candidates for Director, the committee identified current directors to be considered for service as officers, interviewed those candidates, engaged in deliberations, and selected the nominees for the office of President, Vice-President, Secretary and Treasurer.
10. The Committee then engaged in small team interviews and deliberations to finalize the individuals to be included on the slate of nominees for election.

As you can see, this year's nominating process was very comprehensive and the BDC members spent many hours assembling as much information as feasible to make certain the final slate would complement and enhance the future board composition.

I cannot stress enough the amount of time and effort the BDC members expended throughout this lengthy process. Each member was meticulous, conscientious, and thorough; they all had provided well-thought-out comments and suggestions throughout the whole process. I am honored to have had the opportunity to work with this group of amazing people.

It is a pleasure to share with you the results of our work.

Ken Oakes

Chair, Board Development Committee

The following individuals served on the Board Development Committee during the 2023-2024 nominating cycle: *Chris Stewart, Colleen Dennis, Ellen Feldman, Frank Adu, Rosa Rodriguez,*

Karen Shoemaker, Tammy Slayton and Dan Stewart.

The Committee would like to thank Kristi Short for her superb staff support, and Katy Neas and Laura Kennedy for their encouragement.

The slate appears below.

FINAL SLATE OF NOMINEES

Officers nominated to be elected by Chapters of The Arc

President:	Meredith Sadoulet
Vice President:	Burt Hudson
Treasurer:	Dick Rhoad
Secretary:	Chloe Rothschild

Immediate Past President: Laura Kennedy (no action required)

Directors nominated to be elected by Chapters of The Arc

Steve McDonell
Cody Mullen
Charlotte Woodward

Directors renewing for a second four-year term – No Action Required

Meghan Burke
Jasmine Harris
Stacy Kray
Russell Lehmann
Ken Oakes
Mitch Routon

NCE Designees to the Board

Jean Phelps, Incoming Chair, NCE Steering Committee
Kim Dodson, Immediate Past Chair, NCE Steering Committee

Biographies - Final Slate of Nominees

Officers nominated to be elected by Chapters of The Arc

Meredith Sadoulet – President

Sadoulet is a senior global business executive and board member with a strong combination of human resources/workforce expertise, financial analysis competence, transformation experience, and international business acumen. A hands-on leader, innovator, and entrepreneur, she brings diverse executive leadership experiences across media and technology, financial services, health care, energy, and defense industries spanning multiple iconic Fortune 100 companies.

Sadoulet is building a company offering leadership assessment, training, coaching, and networking solutions that will prioritize universal design and accessibility principles to provide inclusive experiences. This follows her time at Comcast Corporation where she was Vice President of Talent Strategy & Experience/Talent Chief of Staff. She also served as National Executive Co-Champion of Comcast's ~7,000 member MyAbilities employee resource group. Sadoulet has family members who have autism.



Burt Hudson – Vice President



Hudson is the Chief Operating Officer of LeadingAge, an association of non-profit aging service and long-term care providers. He is responsible for the association's human resources, business development, finance, and information technology departments. Hudson is both a father and brother of individuals with disabilities. He currently serves as Treasurer of the board of directors of The Arc of Virginia, an organization he has served since May of 2011.

Dick Rhoad – Treasurer

Rhoad is an accomplished executive with proven success in diverse industries. His leadership experience includes staff development, finance, and operations, with an exceptional record in strategic direction and business development. Rhoad has led large organizations, as well as small businesses. He has qualified credentials in commercial business, the public sector, and nonprofit organizations. For over 25 years, Rhoad has supported organizations serving individuals with intellectual and developmental disabilities. He has been both a continual volunteer and a leader in assisting these organizations to grow and expand their services. Rhoad is currently a member of The Arc of Indiana Board of Directors and serves on multiple committees.

Pronouns: he/him/his



Biographies - Final Slate of Nominees

Chloe Rothschild – Secretary



Rothschild is an adult with autism who is on a mission to advocate and teach others about autism from her perspective. Rothschild is one of the co-authors of the My Interoception Workbook for Teens, Adolescents, and Adults. She has served on The Arc's national Board of Directors since 2018. She also serves on the Ohio Center for Autism and Low Incidence (OCALI) advisory board. Rothschild has been advocating for autism from her perspective for over 10 years. She works as a teacher's aide at an autism school three days a week.

Pronouns: she/her/hers

Directors nominated to be elected by Chapters of The Arc

Steve McDonell

Steve McDonell has over 20 years of experience in senior leadership roles within organizations in the IDD field, including 19 years at a chapter of The Arc. Throughout his career he collaborated with all parts of the organizations where he worked leading strategic planning and technology-based initiatives to better enable them to meet their missions.

Steve consulted with not-for-profit organizations in the greater Pittsburgh region and multiple chapters of The Arc. He was a regular presenter at local, regional and national conferences on topics related to information technology. Steve also provided support for technology matters at The Arc's Convention over the years. He served on the Steering Committee of the National Conference of Executives of The Arc and The Arc's Board Development Committee and is a past recipient of the National Conference of Executives of The Arc President's Choice Award



Steve earned his BA from the University of Pittsburgh and his MBA from Robert Morris University. Steve lives near Pittsburgh, PA with his wife Diana and Madeline, his daughter.

Cody Mullen



Dr. Cody Mullen is a Clinical Professor and Director of Graduate Professional Education in the Department of Public Health at Purdue University. In this role, he works closely with industry partners, faculty, and students to deliver both the Master of Public Health (MPH) and Master of Health Administration (MHA) graduate degree programs. Prior to joining Purdue, Dr. Mullen worked at the Indiana Rural Health Association (IRHA) as its Policy, Research, and Development Officer.

Dr. Mullen is active with the Arc of Indiana, serving on the Board of Directors as its immediate Past-President and being on the board for the past ten years. He is also on the Arc of Indiana Foundation, Arc of Indiana Innovations, and Arc of Indiana Building Corp Board of Directors supporting the operations of the Erskine Greene Training Institute. Dr. Mullen has also chaired the Governing Affairs committee for the Arc of Indiana for the past two years. While his professional experience drew him to The Arc's Mission and Values, his twin

Biographies - Final Slate of Nominees

Seth, born with Cerebral Palsy, has inspired both his service with the organization and career trajectory. Dr. Mullen approaches his service with the Arc as a family member advocate.

Dr. Mullen is interested and active with the Patient Centered Outcome Research Institute as an ambassador. He is active with the American Public Health Association currently serving as the co-chair of the Rural Health committee of the Medical Care Section and section chair for the Medical Care Section. Dr. Mullen is a past National Rural Health Association (NRHA) fellow and currently serves on their Board of Trustees and chair of the Public Health Constituency Group. He has received doctoral training in health policy, health administration and management, epidemiology, and biostatistics, earning his PhD at the Richard M. Fairbanks School of Public Health at Indiana University Indianapolis.

Charlotte Woodward

Charlotte Woodward is a young woman who was born with Down syndrome. She has had four open-heart surgeries and a lifesaving heart transplant. She works at the National Down Syndrome Society as the Education Program Associate.

As the third registered lobbyist with Down syndrome, she promotes the passage of important state and federal legislation that impacts the disability community. There is currently legislation before both the House and the Senate of the U.S. Congress that bears her name: the Charlotte Woodward Organ Transplant Discrimination Prevention Act; Charlotte was also instrumental in the 2020 passage of Virginia's Non-discrimination in Organ Transplantation Act.



She is a Board member of the Down Syndrome Association of Northern Virginia, and the director of DSANV's Advocacy Program. She is also a member of the National Council of Self Advocates, the Arc of Virginia's "A Life Like Yours" Self-Advocacy Alliance, and a member of the Policy and Positions Committee of The Arc of the United States.

Charlotte is a recent graduate of George Mason University from which she received a Bachelor of Arts degree in Sociology with a concentration in Inequality and Social Change. Charlotte's studies and her work perfectly complement each other - as a sociologist, she examines the structural and systemic inequalities in society that affect the lives of people with disabilities, and as an advocate, she uses this knowledge to raise awareness and to affect positive change. She is a passionate advocate for the human and civil rights of all people with Down syndrome and frequently writes and speaks on issues important to the disability community.

In her free time, Charlotte loves to read, to write and to bake!

Announcements & Adjournment

Section 10

THE ARC OF THE UNITED STATES

November 2, 2024