



Northwest Wayne County

26049 Five Mile Road
Redford, MI 48239
313-532-7915, FAX 313-532-7488
info@thearcnw.org

BYLAWS

Adopted June 10, 2008

ARTICLE I. NAME AND ORGANIZATION PURPOSES

Section 1. The name of this organization shall be The Arc of Northwest Wayne County.

Section 2. The official address of the organization shall be that designated from time to time by the Board of Directors.

Section 3. The area which the organization intends to serve includes the northwest communities of Wayne County, (primarily, but not limited to Redford Twp., Livonia, Northville (city & twp.), Plymouth (city & twp.), Garden City and Canton.

Section 4. The purposes of this organization are:

- A. To promote the general welfare of all people with developmental disabilities.**
- B. To foster the development of programs on their behalf.**
- C. To encourage research related to developmental disabilities.**
- D. To advise and aid parents in the solution of their problems and to coordinate their efforts and activities.**
- E. To develop better public understanding of the benefits of including people with developmental disabilities in society.**
- F. To cooperate with public, private and religious agencies, and professional groups in the furtherance of these ends.**
- G. To serve locally as a clearinghouse for gathering and giving out information regarding people with developmental disabilities.**
- H. To solicit and receive funds for the accomplishment of the above purposes.**

- I. To influence public policy/law to support people with developmental disabilities and their families.
- J. Although we will advocate for programs and services for all people with developmental disabilities, the primary focus will be for people with cognitive disabilities.

ARTICLE II. MEMBERSHIP

Section 1. Membership shall be open to all persons and may be obtained upon application. Members shall pay yearly dues, the amount to be determined by the Board of Directors. This amount shall include dues to the national and state organizations. A family membership shall be considered a single membership in paying dues to these organizations.

Section 2. There shall be various classes of membership as determined from time to time by the Board of Directors. Associate membership is granted to a member in good standing of another local chapter associated with The Arc Michigan and The Arc/US. Dues are payable on an annual basis.

Section 3. Dues may be waived in specific cases by the executive director, in consultation with the president, when the payment of dues would constitute a hardship.

Section 4. A member in good standing is one whose dues are not delinquent or have been waived.

Section 5. Members in good standing shall be eligible to hold office and to vote on all questions at general membership meetings.

Section 6. Members may be eligible to vote by absentee ballot for the election of officers and board members only. Absentee ballots may be obtained in person at the office once membership is verified.

Section 7. The membership, with delegated authority to the Board of Directors, shall have the power to suspend or expel any member for violation of the Articles or Bylaws of The Arc or for conduct which tends to bring The Arc into disrepute. The member shall be afforded notice and a reasonable opportunity for hearing prior to such action.

ARTICLE III. MEETINGS

Section 1. The Organization shall hold an annual meeting in May for the purpose of electing officers and directors. It may not be omitted.

Section 2. Meetings of the membership of the organization shall be held at the discretion of the Board of Directors. Members shall be given at least two weeks notice for any membership meeting.

Section 3. Special meetings may be called by the President or secretary on written application of five members made to the Secretary who shall mail notices to all members not less than one week prior to the meeting stating the purpose of the meeting. No other business may be transacted at a special meeting.

Section 4. A quorum shall consist of 5% of the membership in good standing. They must be present to constitute a quorum.

Section 5. Meetings of The Arc of Northwest Wayne County are subject to the Open Meetings Act (as revised), Act 2787 of the Public Acts of 1976, being MCL 15.261 through 15.275. Minutes shall be maintained and made available to individuals upon their request.

ARTICLE IV. FISCAL YEAR

The fiscal year shall begin 1 January and end 31 December.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The governing body for this organization will be the Board of Directors comprised of the officers and directors. The officers shall consist of a president, vice president, secretary and treasurer. The Board of Directors shall consist of the elected officers, the immediate past president and ten delegates-at-large elected by the membership. At least fifty one percent of the board shall be comprised of individuals with developmental disabilities, and/or parents and/or siblings of individuals with developmental disabilities.

Section 2. The Board of Directors shall hold regular meetings.

Section 3. Special meetings of the Board may be called by the President, or by the Secretary upon the written request of three Board members, at any time on not less than 24 hours notice.

Section 4. A quorum shall consist of a simple majority of the

Board of Directors.

Section 5. The Board of Directors shall be responsible for the conduct of the business of the Organization and shall be empowered to employ such professional personnel as required to administer the affairs of the Organization and to prescribe their duties and terms of their employment. The Board of Directors shall exercise all other powers inherent in the Organization except those expressly reserved to the membership.

Section 6. The Board of Directors may declare vacant the office of any member of the Board of Directors or officer who shall move from the State of Michigan, or who shall be absent without notice from three meetings of the Board of Directors. In the event that any officer or member of the Board of Directors vacates his/her office, becomes unable or unwilling to serve, or is removed from office before his/her term expires, the Board of Directors shall appoint his/her successor until the next annual meeting, except for the offices of President, Vice President and Immediate Past President.

ARTICLE VI. TERMS OF OFFICE

Section 1. The officers of the Organization shall serve for a term of one year, beginning September 1 following their election, or until the qualification of their successors.

Section 2. Directors shall serve for a term of two years beginning September 1 following their elections, or until the qualifications of their successors.

Section 3. No persons may be elected to the same position for more than three consecutive terms.

Section 4. All vacancies in the elective positions, except that of the President and Vice President, shall be filled for the unexpired term by persons Elected by the Board of Directors.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Organization and of the Board of Directors. He/she shall appoint the chairperson of all committees, with the approval of the Board, and supervise directly or indirectly their work, except the Nominating Committee. He/she may appoint special committees as required. He/she shall act as the executive officer of the Organization and, in general, perform the duties usually associated with the office of President. He/she shall present an Annual Report to the membership at the Annual Meeting. The President and Executive Committee shall be

empowered to conduct such official business as may be necessary by mail and by conference telephone by which all participants are advised of same. Participation in a conference telephone meeting pursuant to this section constitutes presence in person at the meeting.

Section 2. The Vice President shall succeed the presidency in case of a vacancy in that office and shall perform the duties of the President in his/her absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

Section 3. The secretary shall oversee maintenance of a record of the proceedings of all meetings of the membership and the Board of Directors. He/she shall assure that all records of the Organization, other than financial, are kept on file. He/she shall assure that amended copies of the bylaws are submitted to the state organization and other agencies as required by law.

Section 4. The Treasurer shall oversee the receipt of all revenues of the Organization and shall oversee the maintenance of complete and accurate accounts of all funds received and disbursed. The Treasurer may be bonded in an amount to be determined by the Board of Directors. He/she shall present financial statements to the Board of Directors at each of their meetings, present an annual report to the Board of Directors at the close of the fiscal year, and make these reports available to the membership upon request.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. The Executive committee shall be composed of the officers and immediate past president.

Section 2. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board, when it is impossible to call a full board meeting. All proceedings of the Executive Committee shall be reported to the Board at its next regular meeting and shall be subjected to revision or alteration of the Board of Directors by a two-thirds vote, providing no irrevocable rights of third parties shall be affected by such revision or alteration.

Section 3. A meeting of the Executive Committee may be called by the President or by any two officers. A simple majority of the Executive Committee shall be present to constitute a quorum.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 1. The Executive Committee shall supervise the selection and employment of an Executive Director, establish his/her duties and fix his/her salary, with final board approval. The Executive Director shall serve under the

direction of the Board of Directors through the president by suitable contractual agreement. The Executive Director shall function at all times within the policies established by the Organization and the Board of Directors.

Section 2. The Executive Director shall be administrative head of the Organization, serving at all times under the direction of the Board of Directors through the President. He/she shall be responsible for the carrying out of the policies of the Organization, and in consultation with officers, directors and committee members, develop the overall program based upon long and short term goals. He/she shall be guided, subject to rules and regulation of the Board of Directors and the current personnel policies to employ, terminate and fix the duties, and recommend salaries of the other employees of the Organization.

ARTICLE X. ACTION WITHOUT MEETING

Section I. If and when the members of the Board of Directors, unanimously consent in writing or by a telephone poll to any action to be taken by the Board of Directors, the action shall be a valid action as though it had been authorized at a meeting of the Board. The written consents shall be filed with the minutes of the proceedings of the Board. If and when the members of the Executive Committee or a standing committee severally and/or collectively consent, by majority vote of the entire committee, either in writing or orally in response to a telephone poll to an emergency action to be taken by the Executive Committee or standing committee, respectively, the action shall be a valid action as though it had been authorized at a meeting of the members.

The written consents shall be filed with the minutes of proceedings of the Executive Committee or standing committee. The oral consents shall be attested to in writing by the person conducting the telephone poll and shall be filed in the same manner.

ARTICLE XI. ELECTIONS

Section I. Officers and Directors shall be elected at the Annual Meeting and shall take office in September following their election.

Section 2. Nominations shall be permitted from the floor. All nominees, whether nominated by the Committee or from the floor, shall be members in good standing who have given consent to the nomination.

ARTICLE XII. STANDING COMMITTEES

Section I. The standing committees shall be Board Development, Governmental Affairs, Public Relations, Finance, Policy Review and Program

Review.

Section 2. Ad Hoc committees may be appointed by the President with the approval of the Board of Directors as the need arises.

Section 3. Terms of all committee members shall expire on the 31st of August each year.

ARTICLE XIII. DUTIES OF STANDING COMMITTEES

Section 1. Board Development Committee. This committee shall be responsible for ongoing recruitment of members to serve on the Board of Directors. They will also work with the Board and Staff to develop appropriate training. This committee will present a slate of officers and directors one month prior to the annual meeting, to be voted upon at the annual meeting.

Section 2. Public Relations Committee. This committee shall be responsible for the promotion of The Arc of Northwest Wayne County to the community via local newspapers and cable TV networks. Other committees desiring to have their work publicized shall work through, and cooperate with, this committee. This committee shall also be responsible for the development of membership recruitment campaigns as requested by the Board of Directors.

Section 3. Finance Committee. This committee shall oversee the preparation of a budget for approval by the Board of Directors for the forthcoming fiscal year and assist the Board of Directors in adjusting the budget from time to time to fit the program and financial status of the Organization. They shall propose for approval by the Board, fiscal policies necessary or desirable in the operation of the Organization and serve as an advisory group to the Treasurer in all his/her activities.

Section 4. Policy Review Committee. This committee shall be responsible for reviewing on an annual basis, all of The Arc's written policies and procedures, including, but not limited to: Recipient Rights, Personnel, Operational, and By-laws. They shall be responsible for making recommendations as necessary for revision, as well as reviewing all new policies prior to adoption by Board of Directors.

Section 5. Program Review Committee. This committee shall be responsible for obtaining information (e.g., what is the program or service, its purpose, who and how many served, cost of program, etc.) about the various programs and services provided by The Arc and share this information with the Board of Directors. They shall also be responsible for reviewing proposed new programs/services and making recommendations to the Board of Directors.

ARTICLE XIV. EQUAL OPPORTUNITY

It shall be the policy of The Arc to provide equal membership/

employment/service opportunities to all eligible persons without regard to race, religion, color, national origin, citizenship, age, sex, marital status, parental status, handicap, membership in any labor organization, political affiliation, and, for employment only, record of arrest without conviction.

ARTICLE XV. RELATIONSHIP WITH STATE & NATIONAL ORGANIZATIONS

This Organization agrees to maintain membership in the State and National Organizations, to support these Organizations in every way, and to adhere at all times to their policies. This Organization further agrees to send the State and National Organizations a copy of its annual report and its audited annual financial report, including a list of all income and disbursements, at the prescribed date, and to support financially the activities of these Organizations in accordance with their stated policies.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

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

ARTICLE XVII. DISSOLUTION

In the event of the dissolution of this organization, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the organization shall go to and be distributed to The Arc Michigan and in the event there shall not be in existence such a State organization, then all the property and assets shall go and be distributed to the National organization, known as The Arc of the United States. Under no circumstances shall any of the property and assets of this organization during the existence and/or upon the dissolution thereof go and be distributed to any officer, member, or subsidiary of the organization.

ARTICLE XVIII. AMENDMENTS

Section 1. The Bylaws may be amended by a two-thirds vote of the members in good standing present and voting at any regular annual or special meeting of the members of The Arc. Written notice of the time and place of the meeting and of the proposed amendments shall be made available to the membership for review at least three weeks prior to the time of voting.

Section 2. As an option, the Articles and Bylaws may be amended by a vote of not less than a two-thirds vote of the members of the Board of Directors.

These are the current Bylaws approved and adopted by the Board of Directors on June 10th, 2008.

Signed by the President, Barbara Read _____
Date

Signed by the Secretary, Patricia White _____
Date

AMENDED: 09/27/83
AMENDED: 11/23/83
AMENDED: 03/27/84
AMENDED: 09/25/84
AMENDED: 05/26/87

AMENDED: 05/22/90
AMENDED: 05/26/92
AMENDED: 05/22/97
AMENDED: 11/16/02
AMENDED: 11/09/04

AMENDED: 06/10/08