

BYLAWS OF THE ARC OF IOWA

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ARTICLE 1 PURPOSES

- Section 1 To advance through all resources the total well being, dignity, individual potential and rights of Iowans with intellectual and related developmental disabilities and their families.
- Section 2 The Arc of Iowa and local affiliated chapters throughout the State of Iowa are operated for charitable and educational purposes and advance the objectives of the Arc of the United States.
- Section 3 The Arc of Iowa shall endeavor to organize local groups throughout the State of Iowa and shall assist such groups in becoming local affiliated chapters.

ARTICLE 2 NAME OF THE CORPORATION AND LEGAL STATUS

- Section 1 The name of this corporation is The Arc of Iowa.
- Section 2 The Arc of Iowa serves the entire State of Iowa and is an affiliated chapter of the Arc of the United States.

ARTICLE 3 MEMBERSHIP

- Section 1 Individual, Family or Professional/Organizational Membership in the Arc of Iowa is open to persons with intellectual or related developmental disabilities, parents, families and other persons of the community regardless of religion, race, color, national origin, age, sex, disability, and sexual or political affiliation.
- Section 2 Membership in good standing of a local affiliated chapter of the Arc of the United States. A portion of local membership fees will be paid to The Arc of Iowa.
- Section 3 Individuals residing in Iowa who are not served by a local chapter in good standing may join The Arc of Iowa as a member-at large by making application and paying fees established by the Board of Directors. In certain circumstances, The Arc of Iowa may waive fees for membership. A member in good standing is one whose dues are paid annually in accordance with their membership anniversary date.

ARTICLE 4 LOCAL CHAPTER AFFILIATION

- Section 1 A local affiliated chapter is an Iowa based, not-for-profit organization composed of a least (10) active members. The Arc of Iowa Board of Directors must approve the Bylaws of an affiliated chapter. Affiliation shall be effective after approval by the Arc of Iowa Board of Directors.

ARTICLE 5 RELATIONS WITH LOCAL CHAPTERS

- Section 1 Proposed changes in the Articles of Incorporation or Bylaws by local affiliated chapters shall be submitted in writing to The Arc of Iowa to determine proposed changes consistent with the Articles of Incorporation and Bylaws of The Arc of Iowa and The Arc of Iowa of the United States.
- Section 2 All information disseminated by local chapters shall conform to the mission, core values, public policy goals and position statement of The Arc of Iowa and The Arc of the United States.

ARTICLE 6 FINANCIAL SUPPORT

- Section 1 Individual, Family and Professional/Organizational members of The Arc of Iowa shall pay annual dues for membership.
- Section 2 Local chapters shall pay an annual affiliation fee to The Arc of Iowa and to The Arc of the United States.
- Section 3 Each local chapter will be required to submit a Local Chapter Financial Report at the close of its fiscal year.

ARTICLE 7 RIGHTS OF MEMBERS

- Section 1 Individual members who are in good standing shall be eligible to hold office in The Arc of Iowa, excepting that no employee of this corporation or any local chapter may serve as an officer, delegate, or board member with the exception of one board member representing the Iowa Council of Executives (ICE). Individual members in good standing have the right to all information from The Arc of Iowa and actions taken by the Board of Directors.
- Section 2 Individual members in good standing shall be limited to those persons who have been accepted by, and whose dues have been paid to local chapters or members-at-large.

Members are eligible to vote, be nominated for election, or be appointed to hold office in a local affiliated chapter or in The Arc of Iowa.

- Section 3 Any action of the Board of Directors may be reviewed at the succeeding meeting of The Arc of Iowa on written request lodged with the Secretary by any local chapter. Such action may be revised, altered, or rescinded by an affirmative ballot vote of two-thirds (2/3rds) provided that no irrevocable rights of third parties shall be affected.

ARTICLE 8 FORFEITURE OF AFFILIATION

- Section 1 Local chapters in good standing shall support the policies, core values, position statements, public policy goals, and standards of the Arc of Iowa. Failure to do so may result in forfeiture of its rights as a local chapter in accordance with Article 10.
- Section 2 Any local chapter, which fails to pay its affiliation fee to The Arc of Iowa for one year, may forfeit its rights as a local chapter. Exceptions to this forfeiture may be given by The Arc of Iowa Board of Directors if a payment plan is agreed to with a local chapter undergoing financial hardship.
- Section 3 A local chapter, which has withdrawn from The Arc of Iowa for non-payment of its affiliation fee, may be reinstated when both the delinquent and current affiliation fees have been satisfied.
- Section 4 Once disaffiliated, a local chapter relinquishes all privileges to use the copyrighted names or logo of The Arc in reference to its organization.

ARTICLE 9 EXPULSION OF MEMBERS

- Section 1 The Executive Committee of The Arc of Iowa shall receive and investigate all complaints against any chapter or member. The complainant shall present evidence to substantiate the accusation. If a basis exists, the Executive Committee will present full information to The Arc of Iowa Board of Directors, recommending one or more of the following actions:
 - Advise the chapter or member that continuance of offending practices will bring further disciplinary actions.
 - Recommend probation for such a period as the Board of Directors deems fit.
 - Suspend and deprive of voting rights for one year.
 - Expel the chapter or member

- Section 2 Copies of the charges will be sent to The Arc of Iowa Board of Directors and to the accused chapter or member with notice of the date, time, and place of review before the Board of Directors at least 30 days before the review. The accused chapter or member will have the right to be heard. Any disciplinary actions shall be determined by a two-thirds (2/3rds) vote of the Board of Directors.

- Section 3 The accused shall have the right to appeal a decision to suspend or expel to the delegates at the next annual meeting at which the delegates may overrule the decision of the Board of Directors by a three-fourths (3/4ths) vote of delegates present and voting. A suspended or expelled chapter or member may apply for reinstatement one year from the date of the final decision.

ARTICLE 10 VOTING AT ANNUAL MEETING

- Section 1 Each local chapter in good standing which is in compliance with the requirements shall be entitled to cast delegate votes according to the following formula: Membership based upon the latest report of members from The Arc of the United States.
 - One delegate vote for each five members of 10 to 30 members (possible total of six [6]) votes, and
 - One additional delegate vote for each 10 members in a membership from 31 to 100 members (possible additional seven [7]) votes, and
 - One additional delegate vote for each 50 members above 100.

- Section 2 The Arc of Iowa Board of Directors shall be entitled to cast one vote each.

ARTICLE 11 VOLUNTARY DISSOLUTION OF A LOCAL CHAPTER

- Section 1 In the event that any local chapter is voluntarily dissolved, it shall immediately notify the Arc of Iowa.

- Section 2 At the time of notification of dissolution, none of the existing assets shall be distributed to any other entity until all past debts have been paid to the Arc of Iowa. None of the remaining assets shall be distributed to any officer, member or subsidiary, but to a not-for-profit organization, including the Arc of Iowa, as stipulated by the local chapter's Board of Directors. Any existing funds or assets acquired by the local chapter, after dissolution, shall become the property of The Arc of Iowa.

ARTICLE 12 FISCAL YEAR

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

ARTICLE 13 NOMINATING COMMITTEE AND ELECTIONS

- Section 1 The Nominating Committee shall be composed of three members appointed on or before February 1st by the President of The Arc of Iowa with the approval of the Board of Directors. The President of The Arc of Iowa with the approval of the Board of Directors. The President shall name the chairperson of the committee.
- Section 2 The Nominating Committee shall nominate one person for each elective office and secure the consent of the nominees to serve if elected. The chair shall present the list of nominees to the Secretary of The Arc of Iowa Board 45 days prior to the Annual Meeting.
- Section 3 Nominations shall be permitted from the floor, providing each nominee has given consent to the nomination.
- Section 4 All nominees shall be members in good standing of The Arc of Iowa, residents of the State of Iowa, and of legal majority age.
- Section 5 The election of officers shall take place at the Annual Meeting of The Arc of Iowa.
- Section 6 Each region, as designated below, is entitled to nominate one person as Regional Director to The Arc of Iowa Board of Directors. One Director, who shall be elected by the delegate body, will represent each region. If no nomination is received from a region, that Regional Director may be appointed by The Arc of Iowa Board of Directors
 - Region 1 – Northwest Lyon, Sioux, Plymouth, Woodbury, Ida, Cherokee, O’Brien, Osceola, Dickinson, Clay, Buena Vista, Sac, Clahoun, Pocahantas, Palo Alto, Kossuth, Humbolt
 - Region 2 – Southwest Monona, Crawford, Carroll, Harrison, Shelby, Audubon, Adair, Cass, Pottawattamie, Mills, Montgomery, Adams, Union, Ringold, Taylor, Page, Fremont
 - Region 3 – North Central Winnebago, Worth, Mitchell, Hancock, Cerro Gordo, Floyd, Butler, Franklin, Wright, Webster, Hamilton, Hardin

- Region 4 – South Central Greene, Boone, Story, Marshall, Guthrie, Polk, Dallas, Jasper, Madison, Warren, Marion, Monroe, Lucas, Clark, Decatur, Wayne, Appanoose
 - Region 5 – Northeast Howard, Winneshiek, Allamakee, Clayton, Fayette, Bremer, Black Hawk, Buchanan, Delaware, Dubuque, Tama, Benton, Linn, Jones, Jackson
 - Region 6 – Southeast Poweshiek, Iowa, Johnson, Cedar, Clinton, Scott, Muscatine, Washington, Keokuk, Louisa, Des Moines, Henry, Jefferson, Wapello, Davis, Van Buren, Lee
- Section 7 The newly elected officers and Regional Directors shall be installed at the Annual Meeting or at the first quarterly Board Meeting following their election, to take office as set forth in Article 15.

ARTICLE 14 TERM OF OFFICE

- Section 1 The officers of The Arc of Iowa shall take office on July 1 following their election and shall serve a term of two years.
- Section 2 The President shall nominate up to six At-Large Directors to serve for a period from one year to three years. All Directors At-Large must be elected by the Board of Directors.
- Section 3 A vacancy in any elective office shall be filled for the expired term by a person elected by the Board of Directors.
- Section 4 The Board of Directors may declare vacant the office of any officer or director who shall move from the State of Iowa, or who shall be absent from three meetings of the Board of Directors over a twelve month period.

ARTICLE 15 OFFICERS AND BOARD OF DIRECTORS

- Section 1 The officers of The Arc of Iowa shall be: President, Vice-President, Secretary, Treasurer, and Immediate Past President. Officers are not eligible to serve as Regional Directors.
- Section 2 The Board of Directors of The Arc of Iowa Shall consist of elected officers, Immediate Past-President, Regional Directors, up to six Directors-At-Large and one Director from the Iowa Council of Executives (ICE) from local chapters in Iowa. The ICE Director is not eligible for office in The Arc of Iowa.

- Section 3 The Board of Directors shall be responsible for the conduct of the business of The Arc of Iowa and shall exercise all powers inherent in the corporation, except those expressly reserved to the membership through a ballot vote.
- Section 4 Meetings of the Board of Directors shall be held at least quarterly with one Annual Meeting per year on a date as designated by the President of the Arc of Iowa. Special meetings may be held at the call of the President or upon written request of five members of the Board of Directors who shall state the purpose of the meeting.
- Section 5 Two-fifths (2/5ths) of the members of the Board of Directors shall constitute a quorum. An affirmative vote of the majority of all members shall be required for the approval of any action.
- Section 6 The board may vote on any proposal by mail, electronic mail, or by telephone, in which case an affirmative vote by a majority of all members shall be required for the approval of any action.

ARTICLE 16 DUTIES OF OFFICERS AND DIRECTORS

- Section 1 The President shall preside at all meetings of The Board of Directors and of the Executive Committee. Subject to the approval of the Board of Directors, the President shall appoint all committee chairpersons and committee members, and shall be responsible directly or indirectly for the work of the Arc of Iowa Committees. The President shall be an ex-officio member of all committees except the Nominating Committee, shall act as Executive Officer of the Association, and shall present a progress report at the Annual Meeting.
- Section 2 The Vice-President may be elected to succeed the President at the end of the President's term and/or terms or, in the case of vacancy of the President, preside at the meetings in the absence of the President, and undertake such other responsibilities as the President may assign.
- Section 3 The Secretary shall keep a record of the proceedings of all meetings of the Board of Directors and the Executive Committee. Copies of the minutes shall be distributed to the entire board no later than two weeks prior to the next Board Meeting.
- Section 4 The Treasurer shall present a financial report to the Board of Directors after the close of the fiscal year. He/she will be responsible for the submission of a written financial statement at each regular meeting of the Board of Directors and at the Annual Meeting showing the financial status of The Arc of Iowa as compared with budgetary appropriations.

ARTICLE 17 REMOVAL FROM OFFICE

- Section 1 The Arc of Iowa Board of Directors may suspend or remove any officer, elected Regional Director or Director-At-Large for valid cause upon two-thirds (2/3rds) vote of the Board's authorized votes. Valid cause includes but is not limited to:
 - Willful or continued neglect of the duties of office
 - Failure or refusal to disclose necessary information on matters pertaining to The Arc of Iowa.
 - Unauthorized expenditures or misuse of The Arc of Iowa funds.
 - Actions that seriously hinder the Board from carrying out its duties.
 - Misrepresentation of The Arc of Iowa and its governing body to outside parties.
 - Unexcused absence from three (3) Board of Directors meetings within a twelve month period.
 - Conviction of a felony while in office
 - Conduct referring poorly on The Arc of Iowa.

- Section 2 Any five (5) Directors or any local chapters may submit a written request to the Secretary of The Arc of Iowa stating grounds for removal. If the Secretary is the subject of the request, the Secretary shall inform the Vice-President. If the President is the subject of the request, the Secretary or President to whom the request is submitted shall convene a meeting of the Executive Committee to consider the request.

Within ten (10) days of receipt of the request, the Executive Committee shall review the request and take any further steps it deems necessary to investigate the stated grounds. If a member of the Executive Committee is the subject of the investigation, the member shall excuse him/her self from deliberations. If the Executive Committee determines the request warrants further action, it shall call a special meeting of The Arc of Iowa Board of Directors. If the Executive Committee determines no further action is warranted, it shall advise the requesters of its decision and the reason for the decision. The Executive Committee may immediately suspend the individual from the individual's office pending the hearing.

- Section 3 If a special meeting of the Board of Directors is called to consider further action of a request for suspension or removal from office, the special meeting shall constitute a hearing at which the affected office holder may appear with or without counsel as the office holder wishes, and respond to the grounds for the request as stated in the notice of the special meeting. Notice of the special meeting must be given at least fifteen (15) days in advance of the meeting and shall be sent to the affected office holder by certified mail. Notice shall be deemed given when it has been deposited in the U.S. Mail. At the conclusion of the special meeting, the Board shall determine whether removal or suspension is warranted and shall notify the affected person of the Board's decision.

ARTICLE 18 EXECUTIVE COMMITTEE

- Section 1 The Executive Committee shall consist of the elected officers and Immediate Past President.
- Section 2 The Executive Committee shall have the responsibility for the transactions of routine business. Exceptional circumstances may warrant a meeting of the Executive Committee to take action on emergency issues determined by the President or two committee members of The Arc of Iowa.
- Section 3 Meetings of the Executive Committee shall be held at the call of the President or two committee members. In the case of emergency, the members may be polled by mail, electronic mail, or by telephone and in such case, a majority vote of all members shall be required for action.
- Section 4 A quorum of the Executive Committee shall consist of the majority of the members.
- Section 5 All proceedings of the Executive Committee shall be subject to revision or alteration by the Board of Directors, provided no irrevocable rights of third parties are affected by such alteration or revision.

ARTICLE 19 EXECUTIVE DIRECTOR

- Section 1 The Board of Directors may appoint an Executive Director who shall be the administrative head, under the direction of the President, to be responsible for carrying out all of The Arc of Iowa policies, programs, and activities developed, formulated and approved by the Board of Directors.

The Executive Director shall, in consultation with officers and committees, develop the overall state program based upon the Board of Directors' short and long term goals, and make recommendations for Board consideration. The Executive Director shall work with Board members toward strengthening The Arc of Iowa as a whole, by making maximum use of the proficiencies of the membership.

- Section 2 The Executive Director shall serve at the pleasure of the Board of Directors, and shall have the power, subject to any policies of the Board of Directors, to designate, appoint, or remove employees on the staff of The Arc of Iowa.

ARTICLE 20 ANNUAL MEETING

- Section 1 The Annual Meeting of the Board of Directors shall be announced by the President of the Arc of Iowa at a place and time to be determined by the Board of Directors. Membership and local chapters will be given a minimum of two months notice of the Annual Meeting.

ARTICLE 21 COMMITTEES

- Section 1 Committees shall be those designated by the Board of Directors as required to carry on the function of The Arc of Iowa. The President, in accordance with Article 16, shall appoint Committees.

ARTICLE 22 PARLIAMENTARY AUTHORITY

- Standard Code of Parliamentary Procedure shall govern the conduct of business of The Arc of Iowa in all cases in which they are applicable and not in conflict with these Bylaws.

ARTICLE 23 AMENDMENTS

- Any local chapter may propose an amendment. Any proposed amendment shall be presented in writing to the Board of Directors forty five (45) days prior to the meeting at which it is to be voted upon.

COMMITTEE AND ACTIVITES OF THE BOARD

EXECUTIVE COMMITTEE

- Made up of President, Vice President, Secretary, Treasurer and Immediate Past President
- *Establish annual calendar of Board Meetings and Executive Committee Meetings*
- Responsible for the transactions of routine business and emergency issues

BOARD DEVELOPMENT & NOMINATING COMMITTEE

- Made up of *(Board Needs to Determine)* and appointed by the President on or before February 1st
- The President shall name the Chairperson
- The committee will establish an annual calendar of meetings
- They will be responsible to:
 - Develop and Monitor Position Statements
 - Develop and Monitor Core Values of the Arc of Iowa
 - Assure Standards of Excellence
 - Update and Educate Members on the Arc of Iowa Bylaws and Governance Strategies
 - Present recruited members to the Board of Directors 45 days prior to the annual meeting
 - Recruit and fill vacant positions
- The committee will fill all vacant positions as defined by The Arc of Iowa Bylaws
 - President
 - Immediate Past President
 - Vice President
 - Secretary
 - Treasurer
 - Region 1 Director – Northwest
 - Region 2 Director – Southwest
 - Region 3 Director – North Central
 - Region 4 Director –South Central
 - Region 5 Director - Northeast
 - Region 6 Director – Southeast
 - Directors At-Large – (up to six)
 - Iowa Council of Executives (cannot hold office)
- Develop and maintain succession planning

MEMBERSHIP COMMITTEE

- Chair – Immediate Past President
- Membership of the Arc of Iowa 2015
- Affiliation Members 2015
- Individual Chapter Members 2015
- Host annual membership drive
- Create a membership report
- Develop new Chapters across the State of Iowa

IOWA COUNCIL OF EXECUTIVES

- Chair – Iowa Council of Executives Director to the Board
- Establish Annual meeting schedule
- Evaluate and produce report for the State of Iowa regarding Individuals with intellectual and developmental disabilities
- Guide and develop State and Local Policy Goals
- Guide local chapter Standards for Excellence

FUND DEVELOPMENT & GRANTS COMMITTEE

- Establish fund development committee guidelines
- Ongoing training through the Charitable Giving Resource Center
- Establish annual Urban and Rural Fund Drives
 - Acre for the Arc
 - The Arc of Iowa Film Festival
- Establish funds within four accredited foundations
- Establish Charitable Annuity Trust Donor Program

FINANCE COMMITTEE

- Monitor and project budgets
- Review grant proposals
- Monitor and Review Annual Insurance Plans, Contracts, Audits and Tax Services

POLICY & TRAINING COMMITTEE

- Policy goals and strategies