

THE ARC OF CENTRAL NEBRASKA, INC.
BYLAWS

ARTICLE I
NAME

Section 1.1 Registered Name. The corporate name of this association shall be The Arc of Central Nebraska, Inc. (hereafter referred to as The Arc of Central Nebraska).

Section 1.2 Registered Office. The principal office of The Arc of Central Nebraska shall be at such place as the Board of Directors shall determine.

Section 1.3 Non-Profit Status. The Arc of Central Nebraska is a non-profit organization.

Section 1.4 Political Affiliation. The Arc of Central Nebraska shall be non-political, shall not support any political party or candidate for public office, and shall take no position on matters of government policy other than those relevant to its purpose.

Section 1.5 National / State Affiliation. The Arc of Central Nebraska is an affiliate of The Arc of Nebraska and The Arc of the United States.

ARTICLE II
MISSION, PURPOSE AND CORE VALUES

Section 2.1 Mission. The Arc of Central Nebraska advocates for the rights and full participation of all children and adults with intellectual and developmental disabilities . Together with our network of members and affiliated chapters, we improve systems of supports and services, connect families, inspire communities and influence public policy.

Section 2.2 The purpose of The Arc of Central Nebraska, in cooperation with its local chapters, members, and The Arc of Nebraska and The Arc of the United States, is:

Section 2.2.1 To develop and support a statewide network of individual Members dedicated to the mission of The Arc.

Section 2.2.2 To promote the general welfare of and serve as a resource to persons with intellectual and other developmental disabilities and their families.

Section 2.2.3 To advocate for the rights and interests of persons with Intellectual and other developmental disabilities and their families.

Section 2.2.4 To promote efforts to minimize the incidence and impact

of intellectual and other developmental disabilities, especially newborn screening.

Section 2.2.5 To actively promote legislation and regulations that are beneficial to persons with intellectual and other developmental disabilities and to actively oppose and seek improvement in legislation and regulations that are potentially detrimental to persons with intellectual and developmental disabilities.

Section 2.3 The Arc of Central Nebraska shall be a chapter of The Arc of Nebraska and The Arc of the United States and conform to the Affiliation Agreement and standards of the United States.

Section 2.4 The Arc of Central Nebraska shall prescribe to the Core Values adopted by the Delegates of The Arc of the United States. Core Values are those values that are subscribed to and pursued by volunteer and staff leaders at all three levels of The Arc.

ARTICLE III MEMBERSHIP

Section 3.1 Individual Members. Those individuals who are members of the chapter according to membership standards of The Arc are members of The Arc of Central Nebraska, The Arc of Nebraska and The Arc of the United States.

Section 3.1.1 Role/Number. The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of no more than fifteen (15) persons and no less than seven (7) persons.

Section 3.1.2 Composition. The Board of Directors shall be composed of members of The Arc of Central Nebraska who are parents, family members, interested community members and most importantly people with disabilities.

Section 3.1.3 Joining. A member is any person who pays dues to the chapter according to membership rules.

Section 3.2 Voting Members. Voting members shall be members in good standing whose membership has been approved by the Membership Committee and the Board of Directors upon submission of an application.

Section 3.3 Any member may be suspended or expelled from The Arc for activities not in accordance with policies or prejudicial to the interests of The Arc of Central Nebraska, The Arc of Nebraska, or The Arc of the United States in accordance with the policies and procedures adopted by the Board of Directors.

Section 3.4 Whenever the term “good standing” is used it requires that there be no delinquency in the payment to The Arc of Central Nebraska dues.

ARTICLE IV SUSPENSION OR EXPULSION

Section 4.1 Any member may be suspended or expelled from The Arc on the affirmative vote of two thirds (2/3) of The Arc of Central Nebraska’s Board of Directors. Action to suspend or expel a member may be initiated on the recommendation of The Arc of Central Nebraska’s Executive Committee. Action to suspend or expel a member may be initiated by written petition, supported by two thirds (2/3) of the chapter’s members, or on the recommendation of the Executive Committee. A petition or recommendation will be supported by written evidence that suspension or expulsion is warranted and in The Arc’s best interest. The President shall notify the member affected that such an action will come before The Arc of Central Nebraska’s Board of Directors, a summary of the evidence offered in support of the action, as well as the time, date and place the Board of Directors will meet to consider the action; written notice will be provided to the member at least thirty (30) days prior to the date action will be considered and an opportunity provided to show cause why the individual shall not be suspended or expelled. An accused member shall have the right to appeal a decision to expel to the membership at its next regular meeting and the right to apply for reinstatement not sooner than one year following the final decision. A suspended member may apply for reinstatement as soon as the cause of the suspension has been removed.

Section 4.2 Reason for Suspension or Expulsion. Failure to attend two board meetings without reporting absence to the Executive Director or President of the Board. Performing activities not in accordance with the policies of The Arc of Central Nebraska or prejudicial to the interests of The Arc of Central Nebraska, The Arc of Nebraska or The Arc of the United States.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Powers. The Board of Directors shall have the power of The Arc of Central Nebraska between meetings of The Arc of Central Nebraska unless otherwise specified in the Articles of Incorporation or these ByLaws.

Section 5.1.1 Oversight. The Board of Directors shall review the actions of the Executive Committee with the review reflected in the minutes of the board meeting.

Section 5.1.2 Override Actions. The Board of Directors may override Executive Committee action by a majority of the votes cast provided

that no irrevocable rights of third parties shall be affected.

Section 5.2 Directors. The Board of Directors shall be composed of the Executive Committee, a qualified representative nominated by a member, board member or Executive Committee member and voted on during a scheduled Board of Directors meeting with a simple majority. Each Director shall be a member of The Arc of Central Nebraska.

Section 5.2.1 The person considered for a Director should have the capability and commitment to lead The Arc of Central Nebraska and should have shown strong leadership on a local and state level. In addition, they should possess knowledge, experience and dedication to our organization and to people with developmental disabilities and their families.

Section 5.3 Vacancies. The Board of Directors may declare vacant the office of any Director or officer who has moved from the County of Hall or the County of Howard, or who has been absent from three consecutive meetings of the Board of Directors.

Section 5.3.1 A vacancy created in the position of a Director will be filled by the Nomination Committee and voted on by the full Board at their next meeting, or soon thereafter.

Section 5.3.2 Election/Vacancies. At each Annual Meeting, the Directors to serve for the ensuing year shall be nominated by the Nomination Committee then elected by the membership at the annual meeting.

Section 5.3.3 Term. Each Director shall hold office for a term of three years or until a successor is duly elected. The initial Board members shall be divided into three approximately equal groups, one-third (1/3) of the members to serve for an initial term of one (1) year, one-third (1/3) to serve for an initial term of two (2) years, and one-third (1/3) for an initial term of three (3) years. No person shall serve more than two (2) consecutive full terms, each term is three (3) years. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year. However, reappointment is not automatic, it requires nomination by a member/director and voted on during the Annual meeting.

Section 5.3.4 Removal. A director may be removed, without cause, as determined by a two-thirds (2/3) vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend

at least two (2) consecutive meetings of the Board of Directors.

Section 5.4 Meetings of the Board. The Board of Directors shall schedule meetings at least quarterly each year. At least one of the meetings will be held immediately after the Annual Meeting of Members, for the discussion of new and unfinished business.

Section 5.4.1 Unless the Articles or ByLaws provide otherwise, members of the board of directors may participate in a regular or special meeting of the board or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.5 Meeting Notices. Meetings of the Board of Directors shall be held at such times and places as shall be determined by the Board of Directors. Meetings of the Board of Directors may be called by the President or Secretary ; special meetings shall be called by the President or Secretary on the written request by any three members of the Executive Committee . Written notices of all meetings shall be given to the members of the Board of Directors at least fourteen (14) days in advance by mail, fax, or electronic mail, if equipment is available.

Section 5.6 Purpose of Special Meeting of Board of Directors. The special meeting request shall state the reason for calling the meeting and the specific business to be transacted; no business other than that specified in the call may be transacted at the meeting.

Section 5.7 Review of Action Taken. Any action of the Board of Directors may be reviewed at the succeeding Annual Meeting of The Arc of Central Nebraska or at a special meeting called for the purpose on written request, lodged with the Secretary at least six weeks prior to the meeting .

Section 5.8 Procedure for Immediate Decisions. When a decision by the Board of Directors is needed at once and it is not practical to call a meeting of the Board, the President may take a ballot of the Board members by mail, email, fax or telephone. Replies must be received from three-fourths (3/4) of the Board members and three-fourths (3/4) of those replying must vote in affirmative for the proposal to carry.

Section 5.9 Quorum; Voting. A quorum of the Board of Directors shall be at least one third (1/3), plus 1 of the Board and the affirmative vote of the majority of all members present shall be required for the approval of any action.

Section 5.10 Waiver of Notice. (a) A director may at any time waive any notice required by the Nebraska Nonprofit Corporation Act, the articles, or bylaws. Except as provided in subsection (b) of this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes of the corporate records. (b) A director's attendance at or participation in a meeting waives any required

notice of the meeting unless the director, upon arriving a the meeting or prior to the vote on a matter not noticed in conformity with the act, articles, or bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected to action.

ARTICLE VI COMMITTEES

Section 6.1 Special Committees: Special Committees may be established by the President or Executive Committee. They shall fully outline the duties and term of any special committee.

Section 6.1.2 If the President establishes the committee, he/she will appoint the committee members and Chair.

Section 6.1.3 If the Executive Committee establishes the committee they will appoint the committee members and Chair.

Section 6.2 Standing Committees - The Board of Directors shall designate the Standing Committees annually, upon the recommendation of the President.

Section 6.2.1 Required Standing Committees - The committees should be: Board Development, Budget/Personnel, Executive, Public Information, Governmental Affairs, Education, Resource Development and Membership.

Section 6.2.2 Reporting - Standing committees report to the Board of Directors or the Executive Committee.

Section 6.2.3 Removal from Committee - The President may remove any Chairperson or committee member except for the Board Development Committee and Executive Committee, with approval of two-thirds majority of the Executive Committee.

Section 6.3 Ex-Officio Status. The President shall serve as an ex-officio member of any committee, except the board development committee.

ARTICLE VII EXECUTIVE COMMITTEE

Section 7.1 Executive Committee - The Executive Committee shall be composed of all officers of The Arc of Central Nebraska and the Immediate Past President and two Members at Large. The Members at Large shall be appointed by the President from the membership of The Arc of Central Nebraska for a term of three years. The Arc of Central Nebraska shall maintain its commitment to diversity consistent with the core values of the organization.

Section 7.1.1 Powers. The Executive Committee shall exercise all powers and authority of the Board of Directors in the interim between meetings of the board of Directors. Minutes of all proceedings of the Executive Committee shall be mailed to the members of the Board of Directors. All proceedings shall be subject to revision or alteration by the Board of Directors by a two-thirds (2/3) vote. Minutes from Executive Committee will be compiled and disseminated in draft form to all members of the Board of Directors within two weeks of the Executive Committee meeting.

Section 7.1.2 Meetings - The Executive Committee shall schedule meetings for months when the Board of Directors do not meet.

Section 7.1.3 Special Meetings - Special meetings of the Executive Committee may be called by the President or by any three members of the Executive Committee. Members of the Executive Committee shall be notified at least one week in advance of such special meeting. Such advance notice maybe waived by affirmative unanimous vote of the Executive Committee.

Section 7.1.4 Quorum - At least a simple majority of the Executive Committee shall be present to constitute a quorum.

Section 7.1.5 Immediate Actions - When a decision by the Executive Committee is needed at once, the President may take a ballot by phone, email or fax. Documented efforts must be made to contact all members of the Executive Committee. Responses must be received from at least four members of the Executive Committee and with a majority in the affirmative for the proposal to carry.

Section 7.2 Duties to the Board of Directors

Section 7.2.1 Report to Board of Directors. The Executive Committee must report its actions to the full board of directors by mail, by electronic communication where appropriate and feasible, or at the next board of directors meeting.

ARTICLE VIII ADMINISTRATION

Section 8.1 Executive Director Appointment. The Arc of Central Nebraska's Board of Directors shall appoint an Executive Director who shall serve under the direction of the President and shall carry out the general management of The Arc of Central Nebraska. The President shall act as liaison to the Executive Director from the Executive Committee.

Section 8.2 Terms of Employment - In the absence of a contract, the Executive Director shall hold office at the pleasure of the Board of Directors.

Section 8.3 Responsibilities - The Executive Director is responsible for implementing The Arc of Central Nebraska's policies, programs, strategic plan and activities developed, formulated, and approved by The Arc of Central Nebraska's Board of Directors. The Executive Director manages the day-to-day activities regarding the finances of the organization, including budgets, investments and resource development consistent with the strategic plan. The Executive Director develops The Arc of Central Nebraska's overall program in consultation with the officers and committees or task forces, and making recommendations for the board of directors' consideration. The Executive Director works with members of the board of directors, committee and task force chairpersons, and other volunteers to strengthen The Arc of Central Nebraska as a whole. The Executive Director hires and fires employees of The Arc of Central Nebraska.

ARTICLE IX OFFICERS

Section 9.1 Principal Officers - The officers of The Arc of Central Nebraska shall be elected by the vote of the board of directors and consist of a President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 9.2 Terms of Office - The newly elected officers shall take office on January 1 after their election at the annual meeting. The officers shall be elected to serve a term of three years or until their successor takes office. No person shall be elected to the same office for more than two consecutive terms.

Section 9.3 No Compensation - No Officer or Director shall receive compensation for his or her services as either an Officer and/or Director.

Section 9.4 The President - The President shall preside at all meetings of The Arc of Central Nebraska, the Board of Directors and the Executive Committee.

Section 9.4.1 Duties of the President - The President shall be a member ex-officio of all committees, except the Board Development Committee, and exercise general supervision over their work and that of the other officers in order to assure that the objectives of The Arc of Central Nebraska are executed in the best possible manner.

Section 9.4.2 Strategic Plan - The President will assure a strategic plan is developed and maintained by the organization.

Section 9.4.3 President's Reports - The President or the President's designee shall submit an activities report to the Annual Meeting of

The Arc of Central Nebraska and shall be responsible for sending a copy of this report to all members. An annual financial report will be given to each member along with the proposed budget for the following year prior to the annual meeting in order to give members an opportunity to review both documents.

Section 9.5 Vice Presidents - The Vice Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President(s) shall perform such duties as the Board of Directors may prescribe or the President may delegate.

Section 9.5.1 The First Vice President - The First Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and succeed to the Presidency in the event of a vacancy in that office.

Section 9.5.2 The Second Vice President - The Second Vice President shall, in the event of a vacancy in that office, succeed to the office of the First Vice President. The Second Vice President shall aid the President as directed and shall carry out such other duties as may be assigned by the President.

Section 9.6 Secretary - The Secretary shall keep a record of the proceedings and business transacted at all meetings of The Arc of Central Nebraska, the Board of Directors and the Executive Committee. He/She shall oversee the submission of each member to the Board of Directors in a timely manner the minutes of each meeting of The Arc of Central Nebraska, the Board of Directors and the Executive Committee. He/She shall oversee the issuance of notices and proposed agendas of Board of Directors meetings at least fourteen (14) days prior to the meeting date.

Section 9.7 Treasurer - The Treasurer shall assist the Board of Directors in understanding the board's responsibility of managing The Arc of Central Nebraska's resources effectively, including ensuring that the requisite cash-management controls and monitoring of the performance of key financial staff members are in place.

Section 9.7.1 Disbursement of Funds - All checks for ordinary operating Expenses and necessary expenditures of up to seven hundred fifty dollars (\$750.00) require only one signature. Extraordinary expenses of those Over seven hundred fifty dollars (\$750.00) require two signatures.

Section 9.7.2 Three members of the Executive Committee and the Executive Director shall serve as signatures of The Arc of Central Nebraska.

Section 9.7.3 Custody of Financial Documents - Staff shall be Responsible for the custody and maintenance of records, inventory

and reporting of accounts in consultation with the Treasurer.

Section 9.8 Budget Committee - The Treasurer shall serve on the Budget/Personnel Committee of The Arc of Central Nebraska.

Section 9.9 In the event the Past President should be unable to perform his/her duties, the immediate previous Past President shall be appointed to perform their duties.

Section 9.10 All officers of The Arc of Central Nebraska shall perform the duties usually pertaining to their respective offices, and The Arc of Central Nebraska's board of Directors may assign other such duties as necessary.

Section 9.11 The Board or Executive Committee may authorize an audit of the corporations records at any time, but shall oversee an audit at least annually.

ARTICLE X ANNUAL MEMBERSHIP MEETING

Section 10.1 Annual Meeting. The Arc shall hold an Annual Meeting. The Annual Membership Meeting shall be the scheduled spring meeting and will be held immediately prior to the meeting of the Board of Directors.

Section 10.2 Special Meetings. Special meetings of The Arc Membership may be called by an affirmative vote of two-thirds of the Board and must be called by the President upon the written request of three board members. The call for the meeting shall state the business to be transacted. No other business may be transacted at this meeting.

Section 10.3 Notice. Written notice of all Annual Meetings of The Arc shall be given to members at least four (4) weeks in advance.

Section 10.3.1 Timeline of notice. Notice will be given to members of the place, date and time of each annual, regular and special meeting no fewer than ten (or if notice is mailed by other than first class or registered mail, thirty) nor more than sixty days before the meeting.

Section 10.3.2 Waiver of Notice. A member may waive any notice required by the Nebraska Nonprofit Corporation Act, the articles or bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting:

(1) Waives objection to lack of notice or defective notice of the meeting,

unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; (2) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 10.4 Voting/Delegates Each member shall be entitled to one vote. Each voting member shall be accredited by the Secretary, the Membership Chair, or the Secretary's designate on a form provided for this purpose and signed by the President. A member may delegate his/her vote to an accredited alternate, but that alternate shall be a current member of The Arc.

Section 10.5 Cessation of Accreditation of Voting Delegates. The accrediting of voting delegates by the Secretary or the Secretary's designate shall cease one hour before the scheduled opening of the business session of the meeting.

Section 10.6 Quorum. A quorum shall consist of voting delegates representing in person or by proxy not less than a majority of the total available votes as certified by the Secretary.

ARTICLE XI NOMINATION AND ELECTION

Section 11.1 The Board Development Committee shall consist of the Immediate Past President who shall serve as chair and two other members to be selected at the Annual Meeting to serve until the next Annual Meeting. In the event sufficient numbers are not elected at the Annual Meeting or are not able to serve, the Immediate Past President shall have the authority to appoint members with the approval of the Executive Committee.

Section 11.2 The committee shall submit its slate of nominees to the members at least four weeks prior to the Annual Meeting.

Section 11.3 Each officer both at the time of nomination and election, shall be a member in good standing.

Section 11.4 The election of the President, First Vice President, Second Vice President, Secretary and Treasurer shall take place at the Annual Meeting of The Arc. Nominations from the floor shall be permitted with respect to any office to be voted upon provided the consent of the nominee has been secured and that the nominee meets the eligibility requirements established by these ByLaws.

Section 11.5 Terms of the Board will be as outlined in Article V above.

ARTICLE XII
FISCAL MATTERS

Section 12.1 The fiscal year is January 1 through December 31

ARTICLE XIII
RELATIONS WITH STATE AND U.S.

Section 13.1 No local chapter shall be in conflict with The Arc of Nebraska or The Arc of the United States.

Section 13.2 Membership List: Membership lists shall not be published or made available outside The Arc except where, in the opinion of the Board of Directors, the furnishing of such lists, in confidence, to public or private agency will be in the best interest of the members and will service the purposes of The Arc.

Section 13.3 Representation to others: No member shall make representation that is inconsistent with the policies and positions of The Arc of Nebraska and The Arc of the United States to any public official or body, speak or act publicly in the name of The Arc without prior approval from the President, the Executive Committee or the Board of Directors.

ARTICLE XIV
DELEGATE VOTES TO THE ARC OF THE UNITED STATES

Votes assigned to The Arc of Central Nebraska by The Arc of the United States will be cast in the name of The Arc of Central Nebraska by a delegate(s) designated by the President of the Executive Committee in consultation with the Executive Director with approval of the Executive Committee.

ARTICLE XV
RULES OF ORDER

The Rules contained in the current edition of Sturgis - The Standard Code of Parliamentary Procedure, shall govern The Arc of Central Nebraska in all cases to which they are applicable and in which they are not inconsistent with The Articles of Incorporation, Constitution and By-Laws, Chapter Affiliation Agreement of The Arc, and laws applicable to The Arc.

ARTICLE XVI AMENDMENTS

Section 16.1 Amendments to By-Laws: These By-Laws may be amended with an affirmative vote of two-thirds of the accredited voting delegates at the Annual Meeting of The Arc of Central Nebraska or at a special meeting called for the purpose. The proposed amendment shall have been presented in writing to each member at least six weeks prior to the meeting.

Section 16.2 Proposing Amendments: Amendments may be proposed in writing to the Board of Directors by an officer of The Arc of Central Nebraska or by a member in good standing. At its next regular meeting or at a special meeting called for the purpose, the Board of Directors shall review the proposed amendment and by resolution shall recommend its adoption, rejection or alteration with reasons therefore. A copy of the resolution shall be sent with the proposed amendment to each member at least four weeks prior to the next Annual Meeting or at a Special Meeting called for the purposes and shall be voted upon at that meeting.

ARTICLE XVII CONFLICT OF INTEREST

Section 17.1 Policy: It is recognized that occasions may arise when a member(s) of the Board of Directors or an officer(s) of The Arc of Central Nebraska has an interest, financial or other, in a decision, contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of The Arc and of its Board of Directors that:

- (a) Any material facts as to such financial interest shall be disclosed by such Director(s) or officer(s) to the members of the Board of committee.
- (b) The Director(s) or officer(s) having such interest on any matter financial or otherwise shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such Director(s) or officer(s) may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Director(s) or officer(s) abstained from voting.
- (c) No contract or transaction in which a Director or officer has financial interest shall be knowingly entered into by The Arc unless it has been authorized in good faith by the Board of Directors.
- (d) Sometimes a board member is willing to provide services at a discount. In any case, it is important to be able to document that the final decision was made in the best interests of the nonprofit and that the board was aware of the potential conflict.

Adopted by the membership: _____

The Arc of Central Nebraska, Inc.
A Nebraska Corporation
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