

# **THE ARC WILLIAMSON COUNTY**

## **CONSTITUTION**

### **ARTICLE I. NAME**

The name of this organization shall be The Arc Williamson County, Inc.

### **ARTICLE II. MISSION STATEMENT**

The Arc Williamson County is a family based organization committed to promoting and empowering individuals with intellectual and developmental disabilities and their families through advocacy, research, education and quality of life services. Supporting all individuals in securing the right to choose and realize their goals of where and how they live, learn, work and play is the major focus of The Arc.

### **ARTICLE III. DESCRIPTION**

**Section 1.** The Arc Williamson County is a local chapter of The Arc United States and The Arc Tennessee.

**Section 2.** The Arc Williamson County is a nonprofit, nonpolitical, nonsectarian organization. No part of any earnings shall inure to the benefit of any member, and no officer or director of The Arc Williamson County shall receive any compensation for his services as an officer or director of the board.

### **ARTICLE IV. MEMBERSHIP**

Membership shall be open to all persons who will support the purpose of The Arc.

### **ARTICLE V. OFFICERS**

The officers shall be a president, a vice president, a secretary, and a treasurer. No employee of The Arc Williamson County may serve as an officer, director, or delegate of the board.

### **ARTICLE VI. GOVERNING BODY**

The governing body of The Arc Williamson County shall be a board of directors, consisting of 12 members. The membership of the board shall include the elected officers and 8 additional directors elected by the board.

### **ARTICLE VII. AREA OF SERVICE**

The primary area which The Arc Williamson County intends to serve lies within the boundaries of Williamson County in the state of Tennessee. The Arc will extend its service to surrounding

counties upon request, but in the event services become limited, priority consideration will be given to Williamson County residents.

**ARTICLE VIII. DISSOLUTION**

In the event of the dissolution of The Arc Williamson County, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency serving citizens with intellectual, developmental and/or other disabilities which has been granted exemption for the Federal Income Tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954. The provisions of the dissolution shall be administered by the last elected governing body. Failure of such action by the governing body shall place the dissolution process with the County Chancery Court.

Under no circumstances shall any of the property or assets of The Arc Williamson County during the existence and/or upon the dissolution thereof go and be distributed to any officer, member or employee of The Arc Williamson County.

**ARTICLE IX. AMENDMENTS**

Any proposed amendment to the Constitution must be presented in writing at any regular meeting of the board of directors of The Arc Williamson County. The board of directors shall consider such proposed amendment(s) and recommend its action to the membership at its next meeting. However, this shall not be construed to mean that the board's action is binding upon the membership. The proposed amendment(s) may be amended and voted on by the membership. An amendment shall be adopted only if approved by a 2/3 vote of the members present and voting.

**Constitution amended, approved and adopted by the membership on April 5, 2011.**  
**Constitution amended, approved and adopted by the membership on April 28, 2015.**

**THE ARC WILLIAMSON COUNTY**

**BYLAWS**

## **ARTICLE I.**

## **MEMBERSHIP**

**Section 1.** Membership may be obtained on application to The Arc Williamson County.

**Section 2.** Voting memberships may be on an individual or family basis. A family membership shall entitle two designated family members to vote.

**Section 3.** Membership will not be denied on the basis of race, sex, religion, color, national or ethnic origin, age, disability, or military service.

**Section 4.** Members whose dues have not been waived and who are delinquent for one year shall be dropped from the membership roll.

**Section 5.** A member in good standing is one whose dues are not delinquent or have been waived.

**Section 6.** Members in good standing shall be eligible to hold office and to vote (but only in person) on all questions at general membership meetings. All members in good standing have the right to attend and speak at a meeting of the board of directors of The Arc Williamson County but shall not vote unless they are also members of the board.

**Section 7.** Membership lists shall not be made available to any person or group unless authorized by the board of directors.

**Section 8.** The Constitution and Bylaws shall be available to the membership in the office of The Arc.

## **ARTICLE II.**

## **DUES**

**Section 1.** Members shall pay dues according to the following categories:  
Individual \$10.00      Family \$20.00      Patron \$50.00      Corporate \$100.00

**Section 2.** Dues may be waived in specific cases by the board of directors.

**Section 3.** Any dues changes shall be set by the membership.

## **ARTICLE III.**

## **MEMBERSHIP MEETINGS**

**Section 1.** Membership meetings shall be held at least annually in the spring. The membership meeting in the spring shall be designated for the election of officers and directors. It may not be omitted.

**Section 2.** All membership meetings shall be announced through the news media or The Arc Williamson Advocate.

**Section 3.** Special meetings may be called by the president or on written application of five members to the secretary. No other business may be transacted at a special meeting.

**Section 4.** A quorum shall consist of the members present at a meeting.

#### **ARTICLE IV. FISCAL MATTERS**

**Section 1.** The fiscal year shall run from July 1 through June 30.

**Section 2.** All moneys received by The Arc from whatever source shall be deposited to the credit of The Arc in a bank approved by the board of directors.

**Section 3.** All checks against The Arc shall be signed by the executive director, treasurer, the president, or the vice president.

**Section 4.** An annual budget for the operation of The Arc shall be prepared for presentation and approval by the board of directors.

**Section 5.** An expense not anticipated in the budget may be made if approved by 2/3 of the elected officers.

**Section 6.** The books of The Arc shall be audited annually by a qualified person approved by the board of directors.

#### **ARTICLE V. BOARD OF DIRECTORS**

**Section 1.** The governing body of The Arc Williamson County shall be a board of directors, consisting of 12 members. The membership of the board shall include the elected officers and 8 additional directors elected by the board.

**Section 2.** The board of directors shall meet at least quarterly (four times a year). Meeting dates shall be set by the president and in consultation with the executive director and the board executive committee.

**Section 3.** Special meetings may be called by the president or on written application of five directors to the secretary. No other business may be transacted at a special meeting.

**Section 4.** Chairman of all committees and Advisory Board members shall have the right to attend and speak at meetings of the board of directors but shall not vote unless they are also members of the board.

**Section 5.** More than half of the current slate of the directors shall constitute a quorum.

**Section 6.** Extraordinary Circumstance that arise between board meeting and require a vote, may be done by electronic means and reported at the next scheduled board meeting.

**Section 7.** The board of directors shall be responsible for the conduct of the business of The Arc and shall be empowered to employ such professional personnel as required to administer the affairs of The Arc and to prescribe their duties and terms of their employment. The board of directors shall exercise all other powers inherent in The Arc except those expressly reserved to the membership.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

**Section 1.** The executive committee of the board of directors shall consist of the president, the vice-president, the treasurer, the secretary.

**Section 2.** The executive committee shall have and exercise all of the powers of the board of directors during the intervals between meetings of the board of directors except the power to:

- (1) Revoke any action previously taken by the board of directors.
- (2) Appoint or remove a member of the board of directors.

**Section 3.** All action by the executive committee shall be reported promptly to each member of the board of directors and shall be subject to review and/or revocation or revision by the board, provided the right of third parties shall not be affected by such revocation or revision.

**Section 4.** Actions of the executive committee are determined by a majority vote and may be counted through a roll taken in a meeting or by phone, or through fax or other electronic means of communication.

**Section 5.** The executive committee shall meet at the call of the president or at the request of the majority of the committee.

## **ARTICLE VII. EMPLOYEE**

**Section 1.** The board of directors shall employ an executive director, properly qualified, establish his/her duties, and fix his/her salary. The executive director shall serve at the pleasure of the board but may be terminated only by a 2/3 vote. The executive committee shall serve as a personnel committee in the employment of the executive director.

**Section 2.** The executive director shall be the administrative head of The Arc at all times under the direction of the board of directors. He/she shall be responsible for implementing and executing policies, programs and activities approved by the board of directors. He/she shall, in

consultation with the board of directors assist in developing an overall program based on short and long term priorities and shall recommend policies, activities, and programs for the consideration of the board of directors and the executive committee.

**Section 3.** The executive director is authorized to speak for The Arc but not beyond such limits as may be established by the board of directors.

**Section 4.** The executive director shall function at all times within the policies established by The Arc and its board of directors and shall have no authority to countermand decisions made by the membership, nor to disregard any provisions contained in the constitution and bylaws.

## **ARTICLE VIII. TERMS OF OFFICE**

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

**Section 2.** Directors shall serve for a term of two years beginning July 1 following their election, or until the qualification of their successors. Directors shall be eligible to serve one additional term. Individuals shall be eligible to return to the board after an absence of one year.

**Section 3.** In case of a vacancy in the office of president, the vice-president shall succeed.

**Section 4.** All other vacancies in elective offices shall be filled for the unexpired terms by persons elected by the board of directors. The term of office of such elected officers shall extend to the next membership meeting.

**Section 5.** Any director may resign from office at any time by giving written notice thereof to an officer of The Arc. Any director may be removed with or without cause by a two-thirds (2/3) vote of all of the other directors then in office. Cause for removal exists (without limiting other causes for removal) whenever a director:

- (a) fails to attend three (3) consecutive regular meetings of the Board of Directors
- (b) is convicted of a felony
- (c) has committed a material breach of his or her fiduciary duty
- (d) has committed an act of moral turpitude: or
- (e) ceases to be a member in good standing of The Arc

## **ARTICLE IX. DUTIES OF OFFICERS**

**Section 1.** The president shall preside at all meetings of The Arc and of the board of directors and executive committee. With the approval of the board of directors, he/she shall appoint all chairpersons. He/she shall supervise, directly or indirectly, all committee work. He/she may appoint special committees as required.

**Section 2.** The vice president shall perform the duties of the president in his/her absence or disability. He/she shall undertake such other responsibilities as the president may assign.

**Section 3.** The treasurer shall perform the duties usually associated with the office. He/she shall regularly monitor the financial status of the organization.

**Section 4.** The secretary shall perform the duties usually associated with the office.

## **ARTICLE X. ELECTIONS**

**Section 1.** The nomination committee shall prepare a slate of candidates for election as officers and directors. Additional nominations may be made from the floor. All nominees shall be members in good standing and shall give their consent to serve if elected. All nominations must be presented and elected at the spring membership meeting.

**Section 2.** Officers and directors elected at spring meeting will take office on July 1 following their elections.

## **ARTICLE XI. COMMITTEES**

**Section 1.** The standing committees shall be finance, personnel, and nominating. The executive committee may act as the finance and personnel committees at the discretion of the board.

**Section 2.** Special committees and task forces may be appointed by the president.

**Section 3.** Terms of all committee members shall expire in June of each year.

## **ARTICLE XII. RELATIONSHIP WITH STATE AND NATIONAL ASSOCIATIONS**

This Association agrees to maintain membership in the State and National levels and to support The Arc in every way and to adhere at all times to its policies.

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

**Section 1.** Robert's Rule of Order Newly Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and bylaws.

## **ARTICLE XIV. AMENDMENTS**

Any proposed amendment along with the date it is to be voted upon, shall have been certified by the board of directors. The board of directors shall consider such proposed amendments and recommend its action to the membership at its next meeting. However, this shall not be construed to mean that the board's action is binding upon the membership. The proposed

amendment(s) may be amended and voted on by membership. An amendment shall be adopted only if approved by a 2/3 vote of the members present and voting.

**Bylaws amended, approved and adopted by the membership on April 5, 2011.**

**Bylaws amended, approved and adopted by the membership on April 28, 2015.**