

FLAGLER **ARC** COUNTY
Affiliated: Nov. 19, 1991
Incorporated: April 15, 1993

THE CONSTITUTION

(Revised: August 6, 1998. Effective date Sept. 30, 1998)
(Revised: August 15, 2008. Effected date Sept. 15, 2008)

ARTICLE I. NAME

The name of this organization shall be the ARC FLAGLER COUNTY, INC. The term " Special Friends" as used herein shall include all people with mental retardation and other developmentally disabled persons as defined in Florida statute 393.

ARTICLE II - A. MISSION

The mission of ARC Flagler County Inc. is to improve the quality of life for our Special Friends by the opportunity to be fully included in all aspects of community life.

ARTICLE II - B. PURPOSE & RESPONSIBILITY of ARC of Flagler County

Section 1

- A. Promote general welfare of our Special Friends
- B. Sponsor programs on their behalf
- C. Advise, aid & coordinate parent's efforts
- D. To serve as a source of information to help the public better understand our Special Friends
- E. Encourage research
- F. Work with other groups who have similar goals
- G. Promote the common cause of ARC of Florida & National ARC, and support it financially

Section 2

This organization is a non-profit, non-political, non-sectarian organization. No part of any earnings shall inure to the benefit of any member, and no officer or director of the organization shall receive any compensation for his/her service as an officer or director.

ARTICLE III - MEMBERSHIP

Membership shall be open to all peoples sympathetic to the purpose of this organization.

ARTICLE IV - OFFICERS

President, Vice President, Recording Secretary, Treasurer, Corresponding Secretary, Past President, 3 members elected to board and up to 4 community professionals.

ARTICLE V - AREA OF ACTIVITY

Area of service: Legal boundaries of Flagler County FL

ARTICLE VI - COPORATE STANDING

This organization is a non-profit corporation under the laws of Florida.

ARTICLE VII - DISSOLUTION

In the event the ARC Flagler County, Inc. is dissolved as a corporation, all property and assets shall be distributed to an organization or agency serving persons with mental retardation and other developmental disabilities which has been granted exemption from the federal income tax under the provisions of section 501(c) 3 of the Internal Revenue of 1954 or to a local, state or federal government for exclusively public purposes.

Under no circumstances shall any of the property or assets of this organization be distributed to any officer, member or subsidiary of this organization.

ARTICLE VIII - AMENDMENTS

This constitution may be amended with an affirmative vote of (2/3) two-thirds of the general membership present at a meeting called for this purpose. Written or telephone notice must be given 1 week prior to the meeting. Proposed amendments will be certified by its board and presented, in writing, to the general membership.

This is the current constitution approved by the membership on _____

Signed

Signed

BY LAWS - (Revised August 15, 2008 Effected Date September 15, 2008)

Article I. MEMBERSHIP

Section 1. Membership may be obtained with application to the board.

Section 2 a. Membership may be individual or family

Section 2 b. Any member in good standing may serve on the board after 1 year of membership. More than one member of any family may serve on the board at the same time and each may vote at board meetings.

Section 3. Members whose dues are in arrears for 3 months may be dropped from the membership roll.

Section 4. A member in good standing is one who is active, with dues current.

Section 5. Control rests with membership. Any action of the board may be altered or rescinded with a vote of 2/3 of the membership. No rights of third parties may be affected.

Section 6. Any member whose actions are prejudicial to the ARC Flagler or our Special Friends may be expelled as follows:

A member complaint with substantial evidence must be submitted to the President. The President shall notify the affected member(s) that such an action will come before the board. A written summary of evidence as well as the time, date, and place the board will meet will be provided at least 30 days prior to the date the action will be considered. The affected member(s) will have an opportunity to show cause why they should not be suspended or expelled. Upon an affirmative $\frac{3}{4}$ vote of the Board of Directors at a meeting with a quorum, the affected member(s) will be expelled. That member shall have the right to appeal to the general membership. On the receipt of the appeal the President shall call a special meeting within 30 days at which time the membership may overrule the board's decision by an affirmative vote of $\frac{3}{4}$ of the membership. A quorum must be present.

Article II. DUES

Section 1. Members will pay yearly dues, amount to be determined by the board. The amount will include dues to the state and national ARC.

Section 2. Dues may be waived in case of hardship, with board approval, and for professionals asked to serve on the board.

Article III. MEETINGS

Section 1. Regular meetings of ARC will be held the 1st Friday of the month, a minimum of 6 meetings a year is required. Advance notice will be given by telephone or in writing.

Section 2. May will be designated as the annual meeting for election of officers and directors. It may not be omitted.

Section 3. Special Meetings may be called by the President, or by 5 members upon written request to the board. Notice must be given 1 week in advance stating the purpose. No other business may be transacted at this special meeting.

Article IV. FISCAL YEAR

Fiscal year will begin June 1st and end May 31st.

Article V. BOARD OF DIRECTORS

Section 1. The board of directors shall consist of the elected officers, the immediate past president, the directors and the professional community members asked to serve on the board.

Section 2. Chairpersons of all committees 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 3. The Board shall hold a meeting prior to regular membership meeting unless the majority votes not to have one.

Section 4. Special board meetings may be called, with 24 hours notice by the President or Secretary to the board, upon written request of (3) three board members.

Section 5. At least 2 officers and 2 board members constitute a quorum.

Section 6. The board shall be responsible for all conduct of business. Professional help may be sought if necessary. The board shall exercise all power except those reserved for membership.

Section 7. The board of directors may levy an assessment on the members in order to implement programs for Special Friends.

Section 8. Any board member unable to attend a board meeting must notify the president or vice president 24 hours prior to meeting with an acceptable explanation. Failure to do so on three consecutive meetings will be considered a resignation.

Section 9. The board must approve anyone invited to speak at either the board meeting or general membership meeting.

Section 10. A board meeting may be closed, provided prior notice is given.

Article VI. TERMS OF OFFICE

Section 1. Officer's and director's terms are (2) two years

Section 2. No officer may be elected to the same position for more than (3) three consecutive terms (6 years).

Section 3. Officers will be elected in even years.

Section 4. Directors will be elected in odd years.

Section 5. Vacancies in elective positions, except President, will be filled by the board for the unexpired term. The Vice President will fill the President vacancy.

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 chairpersons 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 ARC Flagler County inc., and, in general, perform the duties usually associated with the office of President. He/she shall present an annual report to the membership immediately following the close of the fiscal year and be responsible for its being sent to the state and national levels.

Section 2. The Vice President shall succeed to the Presidency in case of a vacancy in the office and 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 Recording Secretary to the membership shall handle the correspondence of the organization and maintain a record of the proceedings of all meetings of the membership. He/she shall be the custodian of all records of the organization other than financial records. He/she shall file with ARC Florida two copies of the constitution and bylaws when amended.

Section 4. The Treasurer shall receive all revenues of the organization and maintain a complete and accurate account of all funds. He/she shall deposit and disburse all such funds. The treasurer shall be bonded in an amount to be determined by the Board of Directors. He/she shall present an annual report to the membership immediately after the close of the fiscal year, listing all receipts and disbursements by budget categories. He/she shall be responsible for sending state and national dues and membership lists to ARC Florida.

Section 5. The Corresponding Secretary to the Board of Directors shall handle the correspondence of the Board of Directors and maintain a record of the proceedings of all meetings of the Board of Directors. He/she shall send, as soon as possible, to the Recording Secretary of the ARC of the Flagler County, Inc. a copy of all correspondence sent out by the board and a copy of any records of the proceedings of all meetings of the Board of Directors.

Article VIII. Elections

Section 1. A nominating committee of three members, one (1) member will be appointed by the board, the other two (2) will be elected by the membership two months prior to the May annual meeting. One (1) of these members shall serve as Chairman.

Section 2. Nominating committee shall prepare a slate of candidates for officers in even years, board members in odd years and must secure consent from nominees.

Section 3. Nominations shall be permitted from the floor. All nominees shall be active members, in good standing with one (1) year prior membership.

Section 4. Officers and directors will take office June 1 following election.

Article IX. Committees

Section 1. Ways and Means/Budget

Prepare budget and conduct necessary projects to supply funds to meet our objectives.

Section 2. Public Relations/Develop Outreach Program

Acquaint the public with activities of ARC of Flagler County and influence public opinion through appropriate methods for this area.

Section 3. Audit Committee (Non-Officers)

Audit Treasurer's records at year-end and send report to the state.

Section 4. Membership

Inform new and potential members about ARC, receive applications, keep up to date membership list, give fees to Treasurer and send updated member list to the state once a month.

Section 5. Recreation & Socialization

Develop plans for our Special Friends and to meet our principal goals of recreation & socialization.

Section 6. Program

Plan meetings and make necessary arrangements.

Committee chairpersons may select qualified persons other than members to serve on committees, upon approval of the Board Of Directors.

Article X Relationship with State and National Components

The ARC of Flagler County, Inc. agrees to maintain membership at the state and national level, to support the ARC in every way and to adhere at all times to its polices. The ARC Flagler County Inc., further agrees to send annually to the State and National Components copies of its annual report and its audited annual financial report, including a list of all income and disbursements, and to support financially the activities of the State and National Units, in accordance with their stated policies.

Article XI Parliamentary Authority

Roberts's rules of order shall govern the conduct of business in all cases in which they are applicable and not in conflict with the Constitution and By-Laws.

Article XII Amendments

This constitution may be amended with an affirmative vote of two-thirds (2/3) of the general membership present at a meeting called for this purpose. The proposed amendment shall have been certified by its Board of Directors prior to the membership meeting. It shall then be available in writing upon request to the general membership three (3) weeks prior to the meeting.