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The Arc of Katy Amended Bylaws

**Approved by Board of Directors
April 10, 2018**

**Presented and Approved by
The Arc of Katy Membership
September 11, 2018**

**Amended Bylaws Approved
Board of Directors April 10, 2018
BYLAWS OF THE ARC OF KATY**

These Bylaws (referred to as “the Bylaws”) govern the affairs of The Arc of Katy (a chapter affiliate of The Arc of Texas, Inc.), a nonprofit organization (referred to as “the Arc” or “the Organization”).

ARTICLE I

Name, Affiliations and Offices

- 1.1 Name, Affiliate Relationship. The name of this Organization shall be The Arc of Katy. As a Chapter Affiliate of the Arc of Texas, Inc. and the Arc of the United States, Inc. the Organization will maintain its qualification, exercise its chapter rights, and perform its responsibilities and duties as a Local Chapter as outlined in the Bylaws of the Arc of Texas, the Standard Terms and Conditions for Affiliation, and the Bylaws of the Arc of the United States, as they may be amended from time to time.
- 1.2 Principal Office. The principal office of the Organization shall be located in Harris County, Texas. The Organization may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine.

ARTICLE II

Membership and Dues

- 2.1 Membership: Membership may be obtained by submitting a completed application and annual dues to the office of The Arc of Katy.
- 2.2 Types of Membership: Types for membership, rights of members (not otherwise granted herein) and other specifics related to membership will be determined by the Board of Directors upon recommendation of the Membership Committee. Each type of membership shall be entitled to one vote.
- 2.3 Annual Meeting: The annual meeting of the membership shall be held in September of each year and shall include the election of Directors. The time and place will be determined by the Board of Directors. Any change in the month of the annual meeting shall be approved by the Board of Directors and conveyed to the membership.
- 2.4 Special Meetings: Special meetings of the membership may be called by the President or by written application of five members to the Secretary who shall notify all members prior to the meeting, stating the purpose of the meeting. No business other than the purpose of the called special meeting, may be transacted at a special meeting.

- 2.5 Control of the Organization: Control of the Organization shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on request of any member at a regular meeting or at a special meeting called for the purpose. Any action of the Board of Directors may be altered or rescinded with an affirmative vote of two-thirds of the membership, provided no rights of third parties are affected.
- 2.6 Member in Good Standing: A member in good standing is one whose dues are not delinquent or have been waived. Members in good standing shall be eligible to vote (but only in person) on all questions at general membership meetings when they have been a member in good standing for at least thirty days. The Board of Directors reserve the right to revoke the membership of any member who has not met The Arc of Katy requirements to be a member in good standing
- 2.7 Representations: No member shall make representations to any public officials or body, or speak or act publicly in the name of The Arc of Katy without prior approval from the President or the Board of Directors.
- 2.8 Rights of Members: Each member of the Organization shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Organization or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the Organization, merger or consolidation with another Organization, sale of substantially all the Organization's assets, and most amendments to the Organization's certificate of formation.
- 2.9 How the Membership Can Legally Act: The membership may act only at a properly called (pursuant to Sec. 2.3 or 2.4) meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the Organization, merger or consolidation with another Organization, sale of substantially all the Organization's assets, and most amendments to the Organization's certificate of formation. The attendance of five (5) members in good standing (Sec. 2.6) shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting. No proxies shall be permitted.
- 2.10 Dues: Members shall pay yearly dues, the amount, due date and to be determined by the Board of Directors upon recommendation of the Membership committee. This amount shall include dues to the Arc of the United States. The Board of Directors may waive dues in specific cases when the payment of dues would constitute a hardship. Members whose dues have not been waived and are delinquent for one (1) year shall be removed membership.
- 2.11 Expulsion of Member: Any member whose actions are prejudicial to the

interests of The Arc of Katy or of people with intellectual or developmental disabilities may be expelled as follows:

1. A member may bring written complaint against another member and submit it to the President.
2. The complaint shall present evidence to substantiate the accusation.
3. The President shall notify the affected member that such an action will come before the Organization's Directors, a summary of the evidence is offered in support of the action as well as the time, date and place the directors will meet to consider the action.
4. 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 member should not be suspended or expelled.
5. Upon an affirmative three-fourths vote of the Board of Directors at a meeting with a quorum, the affected member will be expelled.
6. The affected member shall have the right to appeal the decision to the general membership.
7. On receipt of the appeal the president shall call a special meeting within thirty days at which time the membership may overrule the decision of the board of directors by an affirmative vote of three-fourths (3/4) of the membership present. A quorum (Sec. 2.9) must be present.

ARTICLE III Board of Directors

- 3.1 Leadership of the Organization: The Organization will meaningfully involve individuals and family members of individuals with intellectual and developmental disabilities in leadership roles in the organization.
- 3.2 Number, Qualifications, and Tenure of Directors: The number of directors shall be no less than seventeen (17) directors and no more than twenty-five (25) directors. A Director may resign or be removed by majority vote of the Board of Directors. The terms of office of Directors shall be three (3) years effective immediately following the annual meeting. Directors may serve consecutive terms without limit if duly nominated by the Board Development Committee and elected by the majority of the Directors then serving. Requests for renewals will be submitted to the Chairman of the Board Development Committee. All Directors shall be members in good standing (Sec. 2.6), however candidates for Director may join upon their election to the Board.
- 3.3 Rotation of Directors: A rotational system shall be maintained whereby one third of the members of the Board of Directors shall be elected or re-elected each year.
- 3.4 Vacancies: Any vacancy in a Director's position may be filled by the Board of Directors within sixty (60) days for the unexpired term

- 3.5 Regular Meetings: The Board of Directors shall hold regular meetings at a time and place established by the President of the Board. Directors shall receive notice of meetings no less than three (3) and no more than thirty (30) days before the meeting. The notice shall state the place, day, time and purpose or purposes for which the meeting is called.
- 3.6 Special Meetings: Special meetings of the Board of Directors may be called by the President or by written application of five (5) Directors to the Secretary who shall notify all Directors prior to the meeting, stating the purpose of the meeting. No other business may be transacted at a special meeting.
- 3.7 Emergency Meetings: If the need arises for an emergency meeting, twenty-four (24) hour notice by email to each Director shall be allowed.
- 3.8 Meeting by Email Transmission: The Board of Directors may hold a meeting by email transmission in which all persons participating in the meeting are aware and are sent a copy of each Director's email reply. The notice of a meeting by email transmission must state the fact that the meeting will be held by email as well as all other matters required to be included in the notice with a copy of each Director's email being sent to all Directors. Participation of a person in an email meeting constitutes presence of that person at the meeting. Any action arising out of such a meeting will conform to Sec. 3.8, below.
- 3.9 Action of Board by Consent: Any action required by the Texas Business Organizations Code to be taken at a meeting of the Directors of the Organization or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent by email transmission with a "Reply All" indication, setting forth the action to be taken, is sent by a sufficient number of Directors as would be necessary to take that action at a meeting at which all Directors were present and voted. Each email transmission consent shall conform to the requirements of the Texas Business Organizations Code, as it is amended from time to time, or rules adopted by the Organization.
- 3.10 Quorum: Except as otherwise required by statute or provided by these Bylaws, forty percent (40%) of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Organization. If a quorum is not present, the Directors may make announcements and have discussions on agenda item however; no action may be taken. In the event Directors leave the meeting and less than a quorum remains no actions by the Board may be taken. If a quorum is not present during a meeting, a majority of the Directors present may adjourn and reconvene the meeting without further notice. Proxy voting may be allowed if necessary, but proxies for quorum are not permitted.

- 3.11 Duties of Directors: Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Organization and that are not unlawful. The Board of Directors shall be responsible for the conduct of business of the Arc of Katy 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 powers except those expressly reserved to the membership.
- 3.12 Compensation: Directors shall not receive salaries for their services. Disbursements to board members are limited, with approval of the Executive Committee, for reasonable expenditures incurred in the course of performing duties as a board member, upon submission of proof of expenses.
- 3.13 Removal of Directors: The Board of Directors may vote by super majority (2/3 vote) to remove a Director at any time, with or without good cause.

ARTICLE IV Officers

- 4.1 Officer Position: All officers of the Organization shall be members of the Board of Directors. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary.
- 4.2 Election and Removal of Officers: All officers shall serve two-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year or as soon as practical thereafter. The election of officers shall be by majority vote of the Board of Directors attending the meeting. Officers shall remain in office until their successors have been selected. Officers may serve up to three consecutive terms.
- 4.3 Removal: The Board of Directors may remove any officer elected or appointed by the Board of Directors by a super majority (2/3 vote) of the Board of Directors.
- 4.4 Vacancies: The Board of Directors may fill a vacancy in any office for the unexpired portion of the officer's term.
- 4.5 President: The President shall:
- Serve as the chief executive officer of the Organization.
 - Supervise and control the business and affairs of the Organization.
 - Preside at all meetings of the Board of Directors and meetings of the members. The Vice President may preside at meetings in the absence of the President.
 - Not execute instruments on behalf of the Organization if the board of Directors expressly delegates this power to another officer or agent of the Organization.

- Serve as the designated representative to the Arc of Texas and to the Arc of the United States pursuant to the Bylaws of the Arc of Texas Section 3.3 and the Bylaws of the Arc of the United States Sections 3.2, 8.1.4, 8.2.4, 8.4.2, 8.5.4, and 10.4. To exercise this duty, the President may vote by proxy as permitted in the Bylaws of the Arc of Texas Section 3.2 and the Bylaws of the Arc of the United States Section 3.6.
- The President or their designee shall perform other duties incident to the office of President.

4.6 President Elect: The President Elect shall:

- Be elected President at the end of the President's term of office; if the President is removed from his/her position by the Board of Directors or the President is not able to fulfill his/her duties.
- Perform duties as assigned by the President of the Board of Directors.
- Perform the duties of the President when the President is absent, is unable to act, or refuses to act when directed by a majority of the Board of Directors.
 - When acting in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President.
 - In the event the President Elect is not able or available to perform the duties of the President a member of the Executive Committee, determined by the Board of Directors, shall act in place of the President.
- The President Elect shall perform other duties incident to the office of Vice President.

4.7 Treasurer: The Treasurer or their designee shall:

- Supervise and monitor the financial accounting system and controls of the Organization.
- Keep accurate accounts of all funds of the Organization received or disbursed.
- Have the authority to endorse and deposit all funds, of the Organization in such banks and depositories as approved by the Board of Directors.
- Present periodic financial reports to the officers and Board of Directors.
- Prepare and present an annual budget to the Board of Directors.
- Direct the engagement of independent certified public accountants to perform annual audit.
- Perform other duties as assigned by the President or by the Board of Directors.

4.8 Secretary: The Secretary or designee shall:

- Give notices as provided by the Bylaws or as required by law.
- Sign and approve minutes of the Board meetings and meetings of the members.
- Ensure the organization's records are maintained

- Maintain a register of the mailing address of each Director and officer of the Organization.
- Perform other duties as assigned by the President or by the Board of Directors.

ARTICLE V
Advisory Committee

Establishment of Advisory Committee: The Board of Directors shall establish an Advisory Committee to serve as a resource and ambassador for the Organization. The number of members, member representation, terms of office, and meeting structure shall be determined by the Board of Directors. The committee shall be chaired by the President of the Board or his/her designee in his/her absence. The committee shall include at least one parent/guardian of a participant and one participant enrolled in a program provided by the Organization.

ARTICLE VI
Board Committees

Establishment of Committees: The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee. Unless otherwise provided, a committee shall include one or more Directors and may include persons who are not Directors. If the Board of Directors shall delegate any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law.

- 6.1 Standing Committees: The following are standing committees of the Organization: Executive Committee, Finance Committee, Membership Committee, Board Development Committee and Programs Committee.
- 6.2 Executive Committee: The officers shall constitute an Executive Committee of the Board of Directors, of which the President shall serve as chairman. The Executive Committee shall have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Organization as the Board of Directors may from time to time confer. The Executive Committee or its designee(s) shall be responsible for meeting all obligations to the Arc of Texas outlined in the Bylaws of the Arc of Texas, the Standard Terms and Conditions for Affiliation with the Arc of the United States, and the Bylaws of the Arc of the United States. If an Executive Director is serving, he or she will be a member of the Executive Committee without vote. A majority of the members of the Executive Committee may determine its action and fix the time and place of its meetings unless the Board of Directors shall otherwise provide.
- 6.3 Programs Committee: The Programs Committee shall be charged with managing

the ordinary course of business of the programs offered by the Organization, including employment of personnel and oversight of day-to-day affairs, and any other matters assigned by the Board of Directors.

- 6.4 Finance Committee: The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall be charged with overseeing the management of the Organization's finances, including the preparation of an annual budget for presentation to the Board of Directors, and any other matters assigned by the Board of Directors.
- 6.5 Membership Committee: The Membership Committee shall be charged with maintaining a current record of all members, and communicating with the membership regarding activities of the Organization and any other matters assigned by the Board of Directors.
- 6.6 Board Development Committee: The Board Development Committee shall be composed of at least three (3) Directors who shall be appointed by the Board of Directors. The Board Development Committee shall be charged with recruiting persons to serve as Directors, proposing Director candidates to the Membership, preparing a slate of officers to present to the Board of Directors, proposing Directors for vacancies to the Board of Directors, and developing and training Directors, and any other matters assigned by the Board of Directors.
- 6.7 Chairman: One member of each committee shall be designated as the chair of the committee. The Chair shall call and preside at all meetings of the committee. Chairman 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.
- 6.8 Notice of Meetings: Notice of committee meetings shall be provided in writing or by email to each committee member not less than three (3) and no more than thirty (30) days before the date of the meeting. The notice shall state the place, date, time and purpose of the meeting. This provision does not preclude the calling of a meeting by e-mail transmission if necessary.
- 6.9 Quorum for Standing Committees: A majority of the number of committee members shall constitute a quorum for the transaction of business at any meeting of the committee. Committee members present at a duly called or held meeting in which a quorum is not present may discuss agenda items and present information but may not take any action. If a quorum is not present during a meeting, a majority of the members present may adjourn and reconvene the meeting without further notice.
- 6.10 Actions of Standing Committees: Committees shall attempt to act by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or by the Bylaws. A committee member who is present at a meeting and abstains from a vote shall not be considered to be present and voting for the purpose of determining the act of the committee.

Committee Reports: All committees (standing and those established under Sec. 5.1) shall provide a written report on their progress of their meeting. Committee reports shall be filed with a copy of the Board minutes.

- 6.11 Rules: Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors, subject to approval by the Board of Directors.

ARTICLE VII

Transactions of the Organization

- 7.1 Gifts: The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Organization. The Board of Directors may from time to time, establish a gift acceptance policy and such rules and regulations in furtherance of this policy, as deemed appropriate.
- 7.2 Conflict of Interest Statement & Code of Ethic Board: Members, staff, volunteers and consultants of The Arc of Katy are obligated to uphold the credibility and dignity of the Organizations' s mission by conducting all business of the Organization in an honest, fair, professional and manner. No board member, staff, volunteer, or consultant of the Organization or any family member of his/her family should accept any gift, entertainment, services, loans, or promises of future benefits from any person who personally or whose employer might benefit or appear to benefit because of the member's connection with the Organization. Board members, staff, volunteers, or consultants who individually or as part of a business or professional firm are involved in business transactions or current professional services of the program must make full disclosure to the Board of Directors in a timely manner.

ARTICLE VIII

Books and Records

- 8.1 Required Books and Records: The Organization shall maintain accurate and complete documents and records of account. All records and documents of the Organization, including those listed below under sub-sections (a) through (g) shall be kept at the principal office of the Organization, or in such place(s) as designated by the Board of Directors. The Organization books and records shall include:
- (a) a copy of the Bylaws, and any amended versions or amendments to the Bylaws.
 - (b) minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.
 - (c) a list of the names and addresses of the Directors, officers and any committee members of the Organization.
 - (d) financial statements showing the assets, liabilities and net worth of the Organization at the end of the five most recent fiscal years.

- (e) financial statements showing the income and expenses of the Organization for the five most recent fiscal years.
- (f) all rulings, letters and other documents relating to the Organization's federal, state, and local tax status, and
- (g) the Organization's tax returns for the five most recent tax years.
- (h) a copy of all external financial audit reports for the five most recent years.

ARTICLE IX
Fiscal Year

The fiscal year shall be from September 1st to August 31st of each year.

ARTICLE X
Indemnification

- 10.1 When Indemnification is Required, Permitted and Prohibited: In the presence of applicable insurance coverage, the Organization shall indemnify a Director, officer, committee member, employee or agent of the Organization who was, is or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity on behalf of the Organization.
- 10.2 Insurance: The Organization shall provide and pay for insurance to protect the Directors and officers of the Organization from claims and litigation arising out of the performance of their duties on behalf of the Organization. Such insurance shall be in an amount and cover such risks as may be determined by the Board of Directors.

ARTICLE XI
Amendments to Bylaws

The Board of Directors may amend these Bylaws at a meeting where a quorum is present, with notice of such proposed amendments and a copy of the amendment presented at a prior regular meeting of the Directors. The approval of an amendment to the Bylaws shall be effective upon receiving the affirmative vote of not less than fifty-one percent (51%) of the Directors present at the meeting. Before any amendments may be implemented, the Board of Directors shall submit them to the Board of Directors of the Arc of Texas for review and approval pursuant to the Bylaws of the Arc of Texas, Section 7.4.3.

ARTICLE XII
Miscellaneous Provisions

- 12.1 Relationship with State and National Chapters: The Arc of Katy shall maintain affiliation with the state and national chapters of the Arc and support goals and core values as delineated in the in the Bylaws of the Arc of Texas, the Standard Terms and Conditions for Affiliation, and the Bylaws of the Arc of the United States, as they may be amended from time to time.
- 12.2 Constructions of Bylaws: The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.
- 12.3 Invalidity: If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the Bylaw shall not affect any other Bylaw provision and the Bylaws shall be construed as if the provision had not been included in the Bylaws.
- 12.4 Headings: The Headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- 12.5 Gender: Wherever the context requires, words in the Bylaws in the male gender the context shall be deemed to include the female gender.

Fred Shafer

4/30/18

Fred Shafer, President Board of Directors
The Arc of Katy

Date