

**BY-LAWS OF THE ARC OF THE GULF COAST  
(Revised November 6, 2013)**

**ARTICLE II: DUES**

Section 2. Membership dues are payable on the member's annual renewal date.

**ARTICLE IV: BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall be comprised of the officers (President, Vice President, Secretary, Treasurer, Parliamentarian, and Self-Advocate) and directors. The board shall consist of up to fifteen (15) people (including officers). No less than eight (8) directors shall be directly elected by a majority of voting members (members in good standing) present at a meeting called for that purpose. Up to seven (7) others directors shall be invited to join the board of directors by the sitting board. Invited directors shall be confirmed by a consensus of the sitting board of directors. The intent of this section is to ensure that the number of directors elected by the membership constitute a majority of the board of directors.

**Section 3.** Directors who are elected by the Membership shall serve for a term of one (1) year immediately following their election. Directors invited to join the Board by the elected directors shall serve for a term of two (2) years immediately following their appointment. No director shall serve for more than six (6) years. No officer may serve in the same position for more than two (2) consecutive years. The intent of this section is to ensure that the membership participates **annually** in the election of the **majority** of the board of directors, while also ensuring that the board maintains adequate institutional memory.

**Section 7.** In the event that any officer or member of the Board vacates his/her office, becomes incapacitated, or is removed from office before his/her term expires, the Board of Directors may appoint his/her successor, except for the office of president. The appointed director shall fulfill the remainder of the term of the vacating director. Resignations from the Board of Directors may be voiced to and accepted by the President of the Board.

**Proposed Changes to the Bylaws of Arc of the Gulf Coast**

**Article II, Section 2**

**Section 2.** Membership dues are payable on January 30 of each year.

**Article IV, Section 1.**

**Section 1.** The Board of Directors shall be comprised of the officers (President, Vice President, Secretary, Treasurer, Parliamentarian, and Self-Advocate) and directors. The board shall consist of up to **twelve (12)** people (including officers). No less than **seven (7)** directors shall be directly elected by a majority of voting members (members in good standing) present at a meeting called for that purpose. Up to **five (5)** other directors **may** be invited to join the board of directors by the sitting board. Invited directors shall be confirmed by a consensus of the sitting board of directors. The intent of this section is to ensure that the number of directors elected by the membership constitute a majority of the board of directors.

**Section 3.** Directors who are elected by the Membership shall serve for a term of **two (2)** years immediately following their election. Directors invited to join the Board by the elected directors shall serve for a term of two (2) years immediately following their appointment. No director shall serve for more than six (6) years. No officer may serve in the same position for more than two (2) consecutive years. **The intent of this section is to ensure that the membership participates annually in the election of the majority of the board of directors, while also ensuring that the board maintains adequate institutional memory.**

**Section 7.** In the event that any officer or member of the Board vacates his/her office, becomes incapacitated, or is removed from office before his/her term expires, the Board of Directors **may** appoint his/her successor, except for the office of president. The appointed director shall fulfill the remainder of the term of the vacating director. **The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Resignations from the Board of Directors may be voiced to and accepted by the President of the Board.**

**Section 8.** The Board of Directors shall meet as needed, but no less than two (2) times per year. A special meeting of the Board of Directors may be called by the President, or any three (3) officers, or any three (3) Board members upon written request to the Secretary. The request shall state the reason for calling the meeting and the specific business to be transacted. Both shall be stated in the call for the meeting and no business other than that specified in the call may be transacted at the meeting. The Executive Committee, Finance and Audit Committee, and Nominating and Governance Committee of the Board of Directors shall meet at least quarterly. Meetings and business of the full Board of Directors and the standing committees may be conducted in person or via conference call.

**Section 9.** When a decision by the Board is required, and it is not practical to call a meeting of the Board, the President may direct a ballot to be taken by mail, telephone, E-Mail, or fax, and immediately confirm the results by mail. Replies must be received from two-thirds (2/3) of the Board members and two-thirds of those replying must vote in the affirmative for the proposal to carry.

**Section 8.** The Board of Directors shall meet ***on a monthly basis***, but no less than ***four (4) times per year***. A special meeting of the Board of Directors may be called by the President, or any three (3) officers, or any three (3) Board members upon written request to the Secretary. The request shall state the reason for calling the meeting and the specific business to be transacted. Both shall be stated in the call for the meeting and no business other than that specified in the call may be transacted at the meeting. ***The Executive Committee, Finance and Audit Committee, and Nominating and Governance Committee of the Board of Directors shall meet at least quarterly.*** Meetings and business of the full Board of Directors, the standing committees ***and any special meetings*** may be conducted in person or via conference call.

**Section 9.** ***Any meeting may be held by conference telephone, electronic video screen or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.*** When a decision by the Board is required, and it is not practical to call a meeting of the Board, the President may direct a ballot to be taken by mail, telephone, E-Mail, ***SMS text message*** or fax, and immediately confirm the results ***by e-mail***. Replies must be received from ***fifty-one percent (51%)*** of the Board members and ***fifty-one percent (51%)*** of those replying must vote in the affirmative for the proposal to carry.

**Section 10.** At least ***a majority*** members of the Board of Directors shall be present at Board meetings to constitute a quorum. Board members may not vote by written or verbal proxy on business (at Board meetings). Directors may participate in meetings virtually, ***by phone*** or in person.

**Section 12.** ***A director may be removed from office at any time, with or without cause, by a vote of a majority of directors then in office, provided that a quorum is present.***

**Section 13.** ***A director is deemed to be automatically removed when he or she does not attend three (3) meetings during an entire fiscal year. The removal of such absentee directors is deemed automatic and does not require an affirmative board action for removal.***

**Section 14. Compensation and Reimbursement**

***Directors shall not received any compensation for their services as directors. The Board may authorize the advancement or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director.***

**Section 15. Conflict of Interest Policy**

***The Board shall adopt a policy that a) requires directors, officers and key employees to disclose any interest that constitutes or could result in a conflict of interest and b) sets out procedures for reviewing and resolving such matters in accordance with law.***

Article V

Section 1. The Board of Directors may employ an Executive Director, establish his/her duties, and fix his/her salary. He/she shall serve under the direction of the Board of Directors by a suitable contractual agreement. The Executive Director shall function at all times within the policies established by the Membership and the Board of Directors.

Section 2. The Executive Director, or any other position as authorized by the Board of Directors, shall be the administrative head of The Arc of the Gulf Coast, serving at all times under the direction of the Board of Directors. He/she shall be responsible for the carrying out of the policies of The Arc of the Gulf Coast, and in consultation with officers, directors, and committee members, develop the overall program based upon long and short-term goals. He/she will have the authority, subject to the rules and regulations of the Board of Directors, to employ, terminate and fix duties and salaries of the other employees of The Arc of the Gulf Coast.

## Article VII

**Section 1. *The Nominating and Governance Committee***, a standing committee of the Board of Directors, shall vet and prepare a slate of ***sixteen (16) candidates for the seven (7) positions to be elected to the Board of Directors by the Membership. This slate shall be presented to the Membership at least one month prior to the annual Membership meeting.*** This may be presented in electronic and traditional forms of correspondence.

**Section 2.** In addition to the slate of candidates presented by the Nominating and ***Governance Committee***, nominations shall be permitted from the floor of the Membership. All nominees, whether nominated by the committee or from the floor, shall be members in good standing who ***have given consent to the nomination.***

**Section 3. *Seven (7)*** directors shall be elected at the annual meeting and shall take office immediately following their election.