

# THE UNITED ARC, INC.

## BY-LAWS

### ARTICLE I.

#### NAME

The name of the organization shall be The United Arc, Inc. (“The United Arc”).

### ARTICLE II.

#### PURPOSE

Section 1. As set forth in the Articles of Organization, The United Arc is formed for the following purpose:

- (a) To advocate for the general welfare of people with intellectual and other developmental disabilities;
- (b) To foster the development of programs for the benefit of people with intellectual and other developmental disabilities;
- (c) To provide services to people with intellectual and other developmental disabilities;
- (d) To encourage research related to intellectual and other developmental disabilities;
- (e) To advise and assist families whose members have intellectual and other developmental disabilities;
- (f) To educate communities to develop a better understanding of people with intellectual and other developmental disabilities;
- (g) To associate with and promote common cause with The Arc of Massachusetts and The Arc of the United States;
- (h) To serve as a local clearinghouse for the gathering and dissemination of information relating to intellectual and other developmental disabilities.
- (i) To solicit funds in furtherance of the organization’s purpose.

Section 2. The United Arc will meet the goals of its purpose by existing as a charitable corporation under M.G.L. c. 180. All funds inuring to The United Arc shall be directed solely to accomplish its purpose for the benefit of people with intellectual and other developmental disabilities. No part of the net earnings of The United Arc shall inure to the benefit of any private individual. The property of The United Arc is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) and 509(a)(1), (2), or (3) of the Internal Revenue Code of 1954.

No substantial part of the activities of The United Arc shall be for the purpose of carrying on propaganda, or otherwise attempting, to influence legislation. None of the activities of The United Arc shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

### ARTICLE III. MEMBERSHIP

Section 1. Membership shall be open to individuals of good character who support the mission of The United Arc, and who meet the eligibility requirements set by the Board of Directors, as changed by the Board of Directors from time to time.

Section 2. Membership enrollment shall be on a rolling basis. Each membership shall be for a term of twelve consecutive months. A member's initial term shall commence on the date the member first pays dues. Subsequent terms shall commence on the day following the member's previous term and shall also be for twelve consecutive months. Members whose dues have not been waived and whose dues are in arrears for one year shall be removed from the membership list. Dues may be waived for hardship on a case-by-case basis by the Executive Director in the Executive Director's sole discretion.

Section 3. The Annual Membership Meeting shall be held during the final quarter of the fiscal year at a date designated by the Board of Directors.

Section 4. The Board of Directors may revoke the membership of any Member whose conduct contravenes the purpose of The United Arc or who does not meet the membership requirements then in effect.

#### ARTICLE IV.

##### FISCAL YEAR

The Fiscal Year shall begin on July 1<sup>st</sup> and shall end on June 30<sup>th</sup> in each year.

#### ARTICLE V.

##### BOARD OF DIRECTORS

Section 1. The number of Directors of The United Arc shall not be fewer than seven (7) and shall not be more than eleven (11).

Section 2. Members shall vote at the Annual Meeting to fill vacancies on the Board of Directors. Any vacancies not filled at the Annual Meeting may be filled by the Board of Directors at any time prior to the next Annual Meeting.

Section 3. Directors shall be elected for terms of two (2) years and shall not serve more than three (3) consecutive terms, or six (6) consecutive years. Former Directors who have served for consecutive six (6) consecutive years shall not be eligible to serve as a Director for one (1) year from the date of the end of the six (6) years.

Section 4. The Directors shall include, but not be limited to, individuals and their family members who have intellectual and other developmental disabilities and who are served by a program or service provided by The United Arc.

Section 5. If a Director resigns or otherwise vacates his or her position prior to the end of the Director's term, the remaining Board members shall select a person to serve as Director for the departing Director's unexpired term.

- Section 6. Any Director who misses three (3) or more consecutive meetings or six (6) in one year will be subject to removal by the Board of Directors.
- Section 7. The Board of Directors shall generally meet monthly.
- Section 8. The President may call a special meeting of the Board of Directors by giving notice to the Board of Directors at least twenty-four (24) hours prior to the meeting.
- Section 9. A majority of the Board of Directors shall constitute a quorum.
- Section 10. The governance of all of the affairs of The United Arc and the exercise of all of the powers of the organization, except as otherwise specifically provided hereunder, shall be vested in the Board of Directors, including, the approval of notes and other documents which pledge or in any way restrict a significant portion of the assets of the organization, and the approval of deeds of realty, purchase-sale agreements of realty, which by vote may authorize the President, Vice President, Secretary, Treasurer, Executive Director or other Directors to execute in the organization's behalf.
- Section 11. No employee of The United Arc shall be eligible to serve as a member of the Board of Directors or any board committee.
- Section 12. The Directors shall serve without compensation.
- Section 13. Unless otherwise provided by law or the Articles of Organization or other provisions hereunder, Directors may participate in a meeting of the Board of Directors by means such as a conference telephone or other communications equipment including, but not limited to, email, facsimile communication which allows all persons participating in the meeting to communicate with each other, and participation by such means shall constitute presence in person at a meeting.
- Section 14. Members of the Board of Directors and Officers shall not participate in decisions when the decision might benefit or might appear to benefit their private interests, and shall disclose any such conflicts of interest in a timely manner to the Board of Directors. The Board shall adopt a written policy specifying procedures for avoiding conflicts of interests and shall annually ask the Directors to declare any potential conflict situations. All Directors shall sign a Conflict of Interest Disclosure Form and a Confidentiality Agreement as soon as he or she accepts election to the

Board of Directors at the commencement of each term.

Section 15. A Director may be removed for cause by a majority of the Board of Directors. Cause for the removal of a Director shall include, but is not limited to, the following: (1) Dereliction of duties and responsibilities; failure to attend board meetings regularly; (3) breach of loyalty and the duty of confidentiality; (4) unethical, immoral, or illegal conduct; or (5) other actions deemed to be detrimental to The United Arc. A motion to remove a Director shall state clearly the cause for removal. A Director shall be removed only by a majority vote of all currently serving Board of Directors.

## ARTICLE VI. OFFICERS

Section 1. Officers shall be elected by the Board of Directors from among the Directors then serving and shall serve for a term of one (1) year, commencing on their election at the Annual Meeting. There shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors shall from time to time determine. In the absence of the President, the Vice President shall perform the duties of the President. The immediate past President shall serve for one (1) additional year following the termination of his or her office.

Section 2. The President shall preside at all meetings of the Membership and the Board of Directors.

Section 3. The Vice President shall be vested, in the event of the absence or incapacity of the President for any cause, with all duties and powers of the President. In the event of the President's death, the Vice President shall succeed him or her as President for the duration of the unexpired term.

Section 4. The Secretary shall, as clerk of the meeting of the Board of Directors and Membership meetings, ensure the recording of all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committee of members if so required by resolution. The Secretary shall cause to be given notice of all meetings of the Membership, or of the Board of Directors, when notice is required by these By-Laws or by law. The Secretary shall ensure the custody of the original document of the By-Laws and all amendments thereof in the organization's corporate office or offices.

Section 5. The Treasurer shall have supervision over all funds of the organization and shall cause full and accurate accounts of receipts and disbursements to be kept. He or she shall render to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the organization.

Section 6. A vacancy in the office of the President, Vice President, Secretary, Treasurer, or any other office shall be filled at a meeting of the Board of Directors. Officers so placed shall hold their offices until the next Annual Meeting of The United Arc. The Board of Directors may fill vacant offices from among the then serving members of the Board of Directors or with individuals who are then not yet serving on the Board of Directors.

Section 7. The Board of Directors shall select and employ the Executive Director. The Executive Director shall have the following authority and responsibility subject to the direction and under the supervision of the Board of Directors and the provisions of these By-Laws: to manage and supervise the day-to-day performance and business of the organization and to implement the purposes of the organization; to establish and implement operating policies and procedures; to employ and discharge such personnel as from time to time may be deemed necessary; to foster good communication among the members, directors, staff and clients of the organization; and to carry out all duties inherent to the role of executive director.

## ARTICLE VII. ELECTIONS

Section 1. Election of Directors: At each Annual Meeting the Governance Committee shall present a slate of candidates to the membership for election to the Board of Directors. Members in attendance at the Annual Meeting may vote on the slate of nominees. The slate of candidates may be approved by a majority vote of the Members voting at the Annual Meeting. If the slate of nominees is not approved by a majority vote of the Members voting at the Annual Meeting, then the slate will be augmented by other nominees that were made at least 60 days prior to the annual meeting and approved by the Governance Committee. The Members in attendance at the Annual Meeting shall then vote by ballot, with each Member in attendance receiving a number of ballots equal to the number of

vacancies. Members may vote for any Member on the slate of nominees, as augmented by other nominees approved by the governance committee. The vacancies on the Board of Directors shall be filled by the nominees who receive the highest number of votes.

Section 2. Election of Officers: After the membership votes to fill vacancies on the Board of Directors, the Board of Directors shall vote to fill the offices from among members of the Board of Directors.

Section 3. To be eligible for nomination to serve on the Board of Directors, an individual must be a member in good standing, consent to the nomination, agreed to serve upon election, and receive the endorsement of the Governance Committee.

#### ARTICLE VIII. COMMITTEES

Section 1. To ensure appropriate functioning of the services provided by The United Arc, the Board of Directors may from time to time create and abolish committees as it deems necessary or desirable for the conduct of the affairs of The United Arc, to which may be appointed such persons as the Board may determine, each of whom may be, but need not be, a Director. Except as the Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted in a manner similar to that provided in these By-Laws for the Directors. The following Standing Committees shall be established as subcommittees of the Board of Directors.

Section 2. PROGRAM COMMITTEE:

The Program Committee shall provide oversight of the delivery of programs and services of The United Arc and to ensure compliance with the mission of the organization.

Section 3. PERSONNEL COMMITTEE:

The Personnel Committee shall monitor the implementation of personnel policies.

Section 4. FINANCE COMMITTEE:

The Finance Committee shall oversee all significant financial matters affecting the organization, including, without limitation, setting financial policy, evaluating financial performance, determining assets transfers and debts, and undertaking financial planning and analysis, including capital and operating targets; to make recommendations to the Board of Directors regarding the selection, retention, and termination of an independent auditor, the compensation of the auditor, measures to ensure that the internal controls are documented by management and evaluated as part of the audit, the process by which the Finance Committee shall review the audit and the management letter, if any, with the auditor and work with the auditor and management of the organization to resolve or recommend resolution to the Board of Directors of any issues of concern arising from the audit.

Section 5. GOVERNANCE COMMITTEE:

The Governance Committee shall recruit new Directors, recommend policies and practices relating to Board development, conduct an annual assessment of Board performance, and oversee periodic strategic planning of the organization.

Section 6. ADVOCACY COMMITTEE:

The Advocacy Committee recommends to the Board of Directors advocacy activities and positions that impact the welfare and dignity of people with intellectual and other developmental disabilities and their families.

Section 7. All members of committees shall be appointed by the President. It is expected that each Director will serve on at least one committee.

Section 8. When a new committee is established, the President shall appoint the Chairperson for such committee with the approval of the Board. Subsequent chairpersons shall be elected by the members of the committee subject to the approval of the Board.

ARTICLE IX.  
NON-DISCRIMINATION

The members, Directors, Officers, committee members, employees, volunteers, agents, and persons served by The United Arc shall be selected entirely on a non-discriminatory basis with respect to age, sex, sexual orientation, gender identity, race,



color, national origin, ancestry, religion, disability, genetic information, military status, or any other characteristic protected by applicable law.

ARTICLE X.  
RELATIONSHIP WITH STATE AND NATIONAL ASSOCIATIONS

The United Arc will maintain membership in The Arc of Massachusetts and The Arc of the United States.

ARTICLE XI.  
INDEMNIFICATION OF BOARD OF DIRECTORS

Section 1. The United Arc shall, to the extent legally permissible, indemnify its Officers and Directors and their respective heirs, personal representatives of their estates, or other representatives from any costs, expenses, attorney's fees, amounts reasonably paid in settlement, fines, penalties, liabilities, and judgments incurred while in office or thereafter by reason of serving or having served at the request of The United Arc or a Director or Officer, unless, with respect to the matter as to which indemnification is sought, the Officer or Director shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of The United Arc. Such indemnification may include payment by The United Arc of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall not be entitled to indemnification under this paragraph, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

Section 2. The United Arc, to the extent legally permissible, may indemnify its employees and other agents, including but not limited to its volunteers, from any costs, expenses, attorney's fees, amounts reasonably paid in settlement, fines, penalties, liabilities, and judgments incurred while acting as an employee or agent of The United Arc, or thereafter by reason of any such person's or having been an employee or agent of The United Arc, unless, with respect to the matter as to which indemnification is sought, the employee or agent shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of The United Arc. Such

indemnification may include a payment by The United Arc of expenses incurred defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

Section 3. The determination whether an Officer or Director is entitled to indemnification and the determination whether The United Arc will indemnify an employee or other agent shall be made at a meeting of the Board of Directors by a disinterested majority of the Directors present thereat, or by a majority of the Directors present thereat, provided that there is an opinion in writing of counsel retained by The United Arc to the effect that such Officer or Director appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of The United Arc.

## ARTICLE XII. AMENDMENTS

These By-Laws may be altered, amended, repealed, or new By-Laws may be adopted, by a vote of two-thirds (2/3) of the Members present at an Annual Meeting or special meeting provided, however, that these By-Laws must at all times be consistent with the Articles of Organization or the General Laws of the Commonwealth of Massachusetts. No vote to alter, amend, or repeal these By-Laws, nor shall By-Laws be added, shall occur at a meeting unless the notice of such meeting shall state that one of the purposes of such meeting is to consider and act upon proposed alteration, amendments, or repeal.

These By-Laws amend and restate in their entirety the By-Laws dated January 11, 2018.

Approved by the Board of Directors for presentation to the membership: February 20, 2020.

Adopted at an Annual Business Meeting: June 4, 2020.