

BY-LAWS
OF
FRIENDS OF THE ARC FOUNDATION, INC.

**Original By-laws were approved by the
Board of Directors on July 9, 1991**

**Amended By-laws were approved by the
Board of Directors on December 4, 1996**

**Amended By-laws were approved by the
Board of Directors on September 8, 1999**

**Amended By-laws were approved by the
Board of Directors on September 12, 2002**

**Amended By-laws were approved by the
Board of Directors on March 30, 2005**

**Amended By-laws were approved by the
Board of Directors on March 8, 2006**

**Amended By-laws were approved by the
Board of Directors on September 24, 2007**

**Amended By-laws were approved by the
Board of Directors on May 14, 2013**

ARTICLE I

NAME

The name of this organization shall be Friends of the Arc Foundation, Inc. (hereinafter referred to as the "Foundation"). The Foundation is chartered as a non-profit corporation under the laws of New York State. The Foundation is located in the city of Utica, Oneida County, New York.

PURPOSES

- 1.** To raise funds and provide a continual financial source for the benefit of the individuals with disabilities, including developmental and intellectual disabilities, by donating and contributing monies and assets which will be solicited from both private and public sources, to The Arc Oneida-Lewis Chapter, NYSARC, Inc. (hereinafter referred to as The Arc) and/or its affiliated holding companies qualified under Section 501(c) 3 of the Internal Revenue Code.
- 2.** To promote the work and the causes of The Arc through activities which will make the public more aware of the services available, the goals and the achievements of The Arc. These activities will include, but are not limited to seminars, publications, addresses, press releases, social events and community /special events.
- 3. (a)** To establish, conduct and provide assistance and/or funding for research, treatment and programs to benefit individuals with developmental and intellectual disabilities.
(b) The Foundation is empowered to do and perform all acts, including but not limited to, fund raising projects, whether by direct mail campaigns, telephone, radio and television solicitations, or any other lawful means available, reasonably necessary to accomplish the fund raising purpose of the Foundation.

ARTICLE II

OFFICES

The principal office of the Foundation shall be at 245 Genesee Street, Utica, New York 13501.

Additional offices may be designated and established by a majority vote of the Directors of the Foundation present at any regular or special meeting of the Foundation.

ARTICLE III

DIRECTORS

1. Board of Directors

Subject to any provision in the Certificate of Incorporation, the business of the Foundation shall be managed by its Board of Directors, each of whom will be at least eighteen (18) years of age.

2. Number; Tenure

a.) The number of Directors constituting the entire Board of Directors shall be fixed at a designated number from time to time by the then existing Board of Directors, but shall in no event be less than three (3) nor be more than twenty-five (25) persons.

b.) The term of office for the Directors of the Foundation shall be three (3) years.

3. Election

a.) A nominating committee of the Foundation shall annually prepare a slate of candidates to be voted upon at the annual meeting of the Board. Election of a Director shall be by a majority vote.

b.) The Chief Executive Officer (CEO) of The Arc is a Director ex-officio of the Foundation regardless of the total number of Directors at any time and an ex-officio member of all Committees without vote. This "reserved" position does not require action by the Nominating Committee to be effectuated.

4. Officers

The Directors of the Foundation shall elect officers of the Board. There shall be a minimum of three officers; President, Vice President and Secretary-Treasurer. Additional officer positions may be created from time to time by majority vote of the Directors of the Foundation.

Officers may be elected by acclamation, but if there is no unanimity, a tally of votes on a position-by-position basis will be conducted. A majority of the Foundation Directors, voting in the affirmative, shall be required to elect an Officer.

Officers are elected for a term of one (1) year. No officer shall serve more than three (3) consecutive terms in any one office. A break in service of one (1) year shall be required before an Officer may again serve in the office most recently vacated.

5. Authority and Duties

All officers, as between themselves and the Foundation shall have such authority and perform such duties in the management of the Foundation as may be provided in these by-laws, or, to the extent not so provided, as directed by the Board of Directors of the Foundation.

a.) The President

The President shall be the Chief Executive Officer of the Foundation; he/she shall preside at all meetings of the Foundation Board of Directors. He/she shall be an ex-officio member of all standing committees, shall have general and active management and control of the business and affairs of the Foundation, subject to the control of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

b.) The Vice-President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board of Directors or the President shall prescribe.

c.) The Secretary

The Secretary shall attend meetings of the Board of Directors and shall insure that records of all votes and the minutes of all Board proceedings are kept in a book for that purpose and that such records are available when required for any purpose. He/she shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he/she shall act.

The Secretary shall use the seal of the Foundation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his/her signature.

d.) The Treasurer

The Treasurer shall insure the care and custody of the funds of Foundation and other valuable effects, including securities, and shall insure that full and accurate accounts of receipts and disbursements are kept in books belonging to the Foundation and shall insure deposits of all monies and other valuable effects in the name of and to the credit of the Foundation in such depositories as may be designated by the Board of Directors.

The Treasurer shall authorize disbursement of the funds of the Foundation as may be ordered by the Board of Directors. Proper vouchers for such disbursements shall be available to the President and Directors as required. An account of all his/her transactions as Treasurer, and of the financial condition of the Foundation will be reported at each meeting.

6. Vacancies

Vacancies resulting from the departure, for any reason, of a Director(s) of the Foundation shall be filled by recommendation of the Nominating Committee, subject to approval of the Directors of the Foundation. An appointee shall serve out the unexpired part of the term of the Director he/she replaces.

A vacancy in an officer position shall be filled by appointment by the President from the roster of Directors and Officers then serving the Foundation. A vacancy in the office of President is filled by automatic succession of the Vice-President (or First Vice-President if there should be more than one).

7. Resignation; Removal

Any Director may resign at any time upon presentation of notice in writing, of the Director's intention to do so.

A Director may be removed for cause by two-thirds (2/3) vote of all Directors then in office. The Director so removed will be advised by the President of the Foundation of the fact of his/her removal and the cause for removal.

ARTICLE IV **COMPENSATION**

No Director of the Foundation shall receive compensation for services as a Director.

By resolution of the Foundation Board, a Director (or Directors) may be reimbursed for expenses incurred in performing services as a Director, such resolutions being the exception rather than the norm.

Nothing herein, however, shall preclude a Director from having an "arms-length" business relationship with The Arc and/or its' affiliated holding companies qualified under Section 501(c) 3 of the Internal Revenue Code, in which the Director (or his/her business) supplies products/services in a purely separate business transaction.

Any Director shall refrain from voting on any issue, which pertains directly or indirectly to matters in which he/she has a business interest.

ARTICLE V **COMMITTEES**

1. General

Standing and special committees of the Foundation shall be the means for addressing the work of the Foundation. Committees shall be composed of interested, active persons who may or may not also be members of the Foundation. The chair person of each standing committee shall be a Director of the Foundation. Chairpersons and committee members shall serve at the pleasure and discretion of the President. Committee chairs may add persons who are not Directors to their committees at any time with the consent of the President.

In addition to standing committees identified in these By-laws, the President of the Foundation may, at any time, establish a committee and appoint a Chairperson to manage a specific task. Additions or deletions to the following list of standing committees shall be accomplished by two-thirds (2/3) vote of the Board of Directors.

No person serving on a Special or Standing Committee of the Foundation who is also an employee or staff member of the Foundation shall have voting power.

2. Executive Committee

The Executive Committee shall consist of all the current officers of the Foundation, the immediate Past President of the Foundation, and the CEO of The Arc. The CEO of The Arc shall have no voting power.

In times of emergency or extreme importance, the Executive Committee may meet and act on behalf of the Board of Directors. Written notice of such actions shall be sent to all members of the Board of Directors within seven (7) days of such a meeting. Such actions must also be reported at the next meeting of the Board of Directors.

Three (3)-voting members of the Executive Committee shall constitute a quorum.

The Executive Committee shall meet at such times and places as designated by the President.

3. Finance and Appropriations

The Finance and Appropriations Committee shall be the focal point for all financial affairs of the Foundation. Its duties shall include, but are not limited to:

a.) Preparation of an annual financial plan for Foundation to include estimates of income and expense, investment policy, disbursement plans, reporting requirements and any other related elements to be considered in the financial management of Foundation.

b.) Presentation of proposed Foundation appropriations and disbursements, investment considerations, audit results, etc., to the Board of Directors of the Foundation.

c.) Monitor income and expense, measure and report on the financial health and stability of Foundation and insure that all Federal and State laws and regulations are complied with.

d.) Make recommendations to Foundation Board of Directors regarding fiscal policy, check-signing requirements and other matters affecting prudent resource management.

e.) Oversee and make recommendations as to the investments of the Foundation.

4. Development

This committee will meet quarterly. The Development Committee will be responsible for setting a calendar of events for the Foundation for the entire year. (A chairperson shall be

appointed to oversee all special fundraising committees and shall receive minutes of same.) The Development Committee will be the focal point for all activities related to the actual generation of income for the Foundation.

(The Special Committees shall insure that records of names and addresses of contributing individuals and organizations are kept and that a roster of potential contributors is developed.)

5. Nominating

The Nominating Committee shall generate and maintain a list of talented and interested persons who are considered to be good candidates for the Board of Directors of the Foundation. As required, the Committee will recommend to the Board those persons they consider best qualified to fill vacancies and/or to serve on committees of the Foundation.

The Committee shall annually prepare a slate of candidates and a slate of officers sufficient in number to fill expiring terms, vacancies and otherwise maintain the Board of Directors at its then authorized number. The slate of candidates shall then be presented to the Board of Directors for discussion and approval.

Should vacancies need to be filled prior to the annual meeting, the nominating committee shall meet and present candidate/candidates to the Board of Directors.

MEETINGS

Rules of Order and Procedures

Meetings shall be conducted according to “Roberts Rules of Order” and action shall be by a majority of Board Members present at such meeting.

1. Regular Meetings

Regular meetings of the Board of Directors of Foundation shall be held at least quarterly in each year. The time and place of such meetings shall be fixed by the Board of Directors at the meeting at which new officers take office. One of these regular meetings shall be designated as the Annual Meeting of the Foundation.

2. Special Meetings

Special meetings of the Board of Directors may be called by the President at his/her own instance, or upon written request signed by one-third (1/3) of the Directors, delivered to the Secretary. Such request will state the business to be transacted. A special meeting shall be scheduled to take place not more than five (5) business days after receipt of the request by the President. Directors shall be notified by the most expeditious means available, the notice shall state the business to be transacted and no other business shall be considered at the special meeting.

3. Quorum

At all meetings of the Board of Directors, a majority of total directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present.

If less than a quorum is present for any duly noticed meeting of the Board of Directors, no official votes or resolutions shall be entertained.

50 percent of current membership shall constitute a quorum for Board Meetings.

If neither the President nor the Vice-President is in attendance, and a quorum is present, the members of the Board there present shall elect a Chairperson pro-tempore to preside at the meeting.

4. Voting of Directors

The vote of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a vote of greater number is required by law or by these by-laws.

PROXY BALLOTS may be submitted by a Board Member via email, fax or other written instrument.

5. Board Action without a Meeting

Any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or such Committee consent in writing to the adoption of a resolution authorizing the action.

6. Communications

Government mail, courier, messenger, telephone, radio, facsimile transmission, etc. modes of communication may be used in the conduct of the business of the Board of Directors.

Any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of the Board or such Committee by means of a conference telephone or similar equipment allowing all persons participating in the meeting to be aware of the proceedings and the issues under consideration. Comments and votes of the person(s) not physically present must be able to be heard and/or mechanically recorded (e.g. fax) and become a part of the Minutes of the Meeting. Participation by such means shall constitute presence in person at the Meeting.

MISCELLANEOUS

1. Fiscal Year

The fiscal year of the Foundation shall be July 1 through June 30.

2. Seal

The seal of the Foundation shall be in the form of a circle, and shall bear the words "CORPORATE SEAL, Friends of The Arc Foundation, Inc., INCORPORATED 1989, NEW YORK. The corporate seal shall be kept in safe custody at the office of the Foundation.

3. Dissolution

The Friends of The Arc Foundation, Inc. may be dissolved by four-fifths (4/5) vote of the membership present at a meeting convened for this purpose. The motion shall provide for the distribution of assets.

4. Amendments

These by-laws, and any hereafter adopted may be amended, repealed or adopted by a two-thirds (2/3) vote of the entire Board of Directors. Proposals for change may be made in a written statement containing proposed wording and reasons for change and distributed to the membership at least twenty-one (21) days in advance of the next scheduled meeting.

The original by-laws were hereby adopted by unanimous vote of the Foundation Board of Directors on the 9th day of July 1991.

These amended by-laws were adopted by unanimous vote of the Foundation Board of Directors on the 4th day of December 1996.

These amended by-laws were adopted by unanimous vote of the Foundation Board of Directors on the 8th day of September 1999.

These amended by-laws were adopted by unanimous vote of the Foundation Board of Directors on the 12th day of September 2002.

These amended by laws were adopted by unanimous vote of the Foundation Board of Directors on the 30th day of March 2005.

These amended by-laws were adopted by unanimous vote of the Foundation Board of Directors on the 8th day of March 2006.

These amended by-laws were adopted by unanimous vote of the Foundation Board of Directors on the 24th day of September 2007.

These amended by-laws were adopted by unanimous vote of the Foundation Board of Directors on the 14th day of May 2013.