



BYLAWS

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Article I - NAME

The name of this corporation shall be: The Arc Michigan, Inc. The term developmental disabilities, as used herein, shall include individuals, regardless of age, degree or type of disability, whether or not they attend public, private or religious schools, residential or day programs, and without regard to where they reside. "Developmental disabilities" include, but are not limited to, any condition consistent with the definition of developmental disability utilized in the Michigan Mental Health Code

Article II - PURPOSE

Mission

The Arc Michigan exists to empower local Arc Chapters in assuring that citizens with developmental disabilities are valued, and that they and their families can participate fully in, and contribute to the life of their community. The Arc Michigan will also represent their collective interests in state and federal policymaking.

Section 1 - THE PURPOSES OF THIS ORGANIZATION ARE:

- a. To assure that citizens with developmental and related disabilities are valued and that they and their families can participate fully in, and contribute to the life of their community.
- b. To educate the public on issues associated with developmental disabilities so that a better understanding will lead to more relationships and community involvement.
- c. To encourage establishment of local chapters to advise, assist and guide parents, persons with developmental disabilities and other interested parties, as well as to support their efforts and activities.
- d. To foster the development of programs and services designed to promote inclusion and achievement by individuals with developmental disabilities.
- e. To further independence, choice, and self-determination by persons with developmental disabilities.
- f. To encourage the training, education and recruitment of personnel for work in the field of developmental disabilities.
- g. To effectively influence government policies and actions on behalf of persons with developmental disabilities and their families.
- h. To serve as a clearinghouse for gathering and disseminating information regarding individuals with developmental disabilities.
- i. To cooperate with and assist The Arc of The United States in the furtherance of its objectives.

- j. To further research on all aspects of developmental disabilities to include: the cause; health education and advocacy related to research; risk minimization, medical care, social development, education and employment.
- k. To cooperate with and enlist the support of public, private, religious, and professional groups and agencies, on the local, state and federal levels in furtherance of these objectives.
- l. To obtain funds for the accomplishment of the above purposes.

Section 2

The Arc Michigan shall be non-partisan in its political views, and shall take no position on matters of governmental policy other than those concerning individuals with developmental disabilities. It shall not support or oppose any political party or candidate for public office.

Section 3

The Arc Michigan is a non-profit, non-sectarian corporation, and no part of the net earnings, contributions, or other property shall inure to the benefit of any member. No officer or director shall be remunerated for his or her services as an officer or director. Reimbursement may be made to members or officers for actual expenses incurred in carrying out Association business as defined by Board Policy and as authorized in advance. This includes, but is not limited to, reimbursement for travel, meals, postage and telephone calls. No employee of the Association or any of its local chapters may serve as an officer, director, or voting delegate, except in a capacity of fulfilling their job duties in support to a committee or as otherwise specified in these bylaws.

Article III - ADDRESS

The official address of the organization shall be that designated from time to time by the Board of Directors.

Article IV - MEMBERSHIP

Membership in the organization shall be open to persons with developmental disabilities, parents, family, friends, and other members of the community regardless of religion, race, color, national origin, age, sex, height, weight, familial status, disability, sexual orientation, or political affiliation. Voting in the Delegate Assembly shall be open to local Chapters, which have been accepted as members of the Arc Michigan, located in the State of Michigan and serving a specific local geographic area, subject to the rules, and standards set forth in these bylaws.

The membership year shall extend one year from the end of the month in which an individual member joins a local Chapter and annually from the anniversary thereof.

Section 1

Membership in The Arc Michigan is obtained automatically by those individuals who are members in good standing of a local Chapter in accordance with membership standards of the organization. A member in good standing is one whose dues are paid annually in accordance with their membership anniversary date.

Section 2

Individuals residing in the State of Michigan, living in an area not served by an organized local Chapter, may join the Arc Michigan as a member-at-large by making application to the organization and paying the fees as approved by the Board of Directors. Members-at-large shall be entitled to all rights and privileges of membership except those of holding office and having voting privileges.

Section 3

A local Chapter is defined as a non-profit organization of individuals with developmental disabilities and their parents and friends, located and *incorporated* in the State of Michigan, with a membership of at least ten (10) persons and serving a defined geographic area, preferably a county. When a Chapter serves an area other than a county, the application will describe in detail the area which the local Chapter proposes to serve. Not more than one local Chapter shall be permitted to serve the same geographic area except with the approval of the Arc Michigan's Board of Directors.

Section 4

Voting membership shall be limited to local Chapters in good standing whose membership in the Arc Michigan has been approved by the Board of Directors.

Section 5

The Arc Michigan may establish standards of affiliation for special interest groups who may become members of the National Association only when they are first accepted as members of the State Organization. A "special interest group" is defined as a non-profit corporation or organization which is not affiliated with The Arc and whose primary interest is in persons with developmental disabilities.

Section 6

To become a local Chapter of The Arc Michigan the officers of the local Chapter shall apply according to the procedures outlined by The Arc Michigan Board of Directors and the National Association at any annual meeting or at any Board of Directors meeting.

Section 7

Whenever the term "good standing" is used relative to any classification of membership, it requires that there be no delinquency in dues or support as defined in Articles VII and

VIII hereof and that no suspension or expulsion, as defined in this Article, is outstanding against the member.

Section 9

No member shall make representations to any public official or body, or speak or act officially in the name of the organization, without prior approval from the President, the Executive Committee, or the Board of Directors.

Article V - RELATIONS WITH LOCAL MEMBER CHAPTERS

Section 1

The Arc Michigan shall endeavor to organize local groups of individuals with developmental disabilities and their parents and/or friends throughout the state and shall assist such groups in becoming local Chapters as provided in Article IV, Section 4.

Section 2

The State Organization shall provide leadership and assistance to local Chapters of The Arc Michigan in developing and carrying out programs that meet the mission and purpose stated in Section I in an area served by each local Chapter and to be a means of support to The Arc Michigan and The Arc of the *United States*.

Section 3

No local Chapter shall amend its articles of incorporation, constitution, or bylaws until the proposed changes have been approved by the Board of Directors of the Arc Michigan after certification by the *Executive* Committee that the proposed changes are reasonable and not in conflict with standards of this Association or of the National Association.

Section 4

Each local chapter shall, from time to time as requested but no less than annually, provide the Arc Michigan with an updated roster of their membership.

Article VI - NATIONAL MEMBERSHIP

The Arc Michigan shall be a state Chapter affiliated with The Arc of The United States, and shall conform to the constitution and bylaws of that organization and to the rules, regulations and standards developed by that organization for its state Chapters.

Article VII - DUES

Section 1

Each local Chapter of The Arc Michigan shall pay an affiliation fee in the amount established by the Board of Directors, plus the affiliation fee for the National

Association. This affiliation fee will entitle members to receive the rights and privileges and official publications of the State Organization and the National Association. A local Chapter that fails to pay its affiliation fee when due shall be considered delinquent. This will result in a forfeit of all rights to voting participation in meetings of the Arc Michigan and the National Association until the delinquency is remedied.

Section 2

Members-at-large shall pay dues each year in the amount established by the Board of Directors, including the amount of dues for membership in the National Association.

Section 3

Being delinquent in the payment of affiliation fees for one year shall be conclusive evidence of withdrawal from the organization and shall be equivalent notice of withdrawal. A chapter, which has withdrawn from the Arc Michigan for nonpayment of affiliation fee, will be reinstated upon written application approved by the Board of Directors.

Section 4

All state and national affiliation fees shall be paid in a timely manner.

Article VIII - FINANCIAL SUPPORT

Section 1

Each local Chapter shall pay support to the Arc Michigan in the manner and amount determined by the Board of Directors and approved by the membership at a duly called delegate meeting of the organization. In the event any local Chapter fails to support the Arc Michigan according to the Mission and Purpose stated in Section 1 adopted by the organization, it shall forfeit its rights as a local Chapter provided, however, that the local Chapter has the opportunity to present its case to the Board of Directors and the Board of Directors rules accordingly.

Section 2

As a state Chapter of The Arc of The United States, the Arc Michigan shall be responsible for the receiving of support payments in accordance with the then-current policies of the National Association and the sending of such support payments to the National Association.

Section 3

Each local Chapter shall expend every effort to raise funds sufficient to support its own local Chapter, this Association, as well as the National Association when the Board of Directors approves such support.

Article IX - OFFICERS

Section 1

The officers of the State Organization shall consist of a President, a Vice President, Immediate Past President, a Secretary, a Treasurer, and President of the Michigan Conference of Executives of The Arc who shall be elected in a manner hereinafter provided, to serve for a term of one year. (Each officer shall be a member in good standing of a local Chapter in good standing at the time of his or her election or re-election.) No person shall be elected to the same office for more than two full consecutive terms.

Section 2 – President

The President shall preside at all meetings of the State Organization, the Executive Committee, and the Board of Directors. He or she shall be the leader and shall have general supervision and direction of the affairs of this Association under the direction of the Executive Committee and the Board of Directors. He or she shall, with the advice of the Executive Committee, appoint all standing and special committees.

He or she shall be an ex-officio member of all committees except the Nominating Committee and the Audit Committee. He or she shall exercise general supervision over the work of all committees and that of the other officers in order to assure that the objectives of the Association are executed in the best possible manner. He or she shall authenticate by his or her signature, when necessary, all acts, orders, and proceedings of the Association. He or she shall have such powers and perform such other duties as prescribed by these bylaws and shall have, in general, the powers and duties usually associated with the office of President.

Section 3 – Vice President

The Vice President shall succeed to the Presidency in case of a vacancy in that office and shall perform the duties of the President in his or her absence or inability to perform such duties. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

Section 4 – Immediate Past President

The Immediate Past President shall succeed to the Vice Presidency in case of a vacancy in that office and shall perform the duties of that position in his or her absence or inability to perform such duties. The Immediate Past President shall aid the President in the performance of such duties as may be assigned by the President and shall act as chairperson of the Nominating Committee.

Section 5 – Secretary

The Secretary shall assure that an accurate record is kept of the proceedings and business transacted at all meetings of the delegate assembly, the Executive Committee,

and the Board of Directors. He or she shall submit to each member of the Board of Directors and to each local Chapter, within 30 days the minutes of each meeting of the Association, the Executive Committee, and the Board of Directors. He or she shall be the official custodian of the records of the Organization, other than the financial records, except those that may be necessary to the President in the conduct of his or her office. He or she shall assure that records are maintained at the state offices. He or she shall be responsible for and conduct such correspondence of the Organization and the Board of Directors and the Executive Committee as shall be directed by the officers of the organization. He or she shall assure that an accurate record is kept of the membership of the Organization and of the names and the addresses of the officers of each local Chapter and shall assure that the National Association is informed in an appropriate manner of new local Chapters admitted into membership and local Chapters dropped from membership. He or she shall assure that notices of these meetings are issued.

The Secretary shall assure that a record is kept of attendance at Board Meetings, and shall notify the Board when a member has exceeded the number of unexcused absences as specified in Article X, Section 7.

Section 6 Treasurer

The Treasurer shall account to the Board for all funds received and disbursed. He or she shall render a financial statement at each meeting of the Organization, the Executive Committee, and the Board of Directors. He or she shall assure that all required or necessary financial documents of the Organization are maintained at the business office of the Organization and shall account for a complete inventory of all such documents at the close of the fiscal year. He or she shall assure that a complete financial report is prepared immediately after the close of the fiscal year showing all receipts and disbursements by budget categories and shall deliver to his or her successor all funds, records, papers and financial documents in his or her possession. The Treasurer and such other person(s) designated by the Executive Committee as authorized signers for the issuance of funds shall be bonded in an amount to be determined by the Board of Directors.

Article X - GOVERNING BODY

Section 1

The Governing body of this Association shall be the Board of Directors as defined in Section 2 who shall manage the business and property of the Association.

Section 2

The Board of Directors shall be composed of the President, the Immediate Past President, Vice President, Secretary, Treasurer, nine Members-at-Large to be elected in a manner provided herein; four individuals appointed by the President for a one-year term with the advice and consent of the Board of Directors, and the president of Michigan Conference of Executives of The Arc (MCE) or his or her designee to be consistent with the MCE bylaws. Voting members of the Board of Directors shall total

19.

Section 3

Ineligibility for participation in governing board actions will be declared for any individual whose interests may present or be perceived to present a potential for conflict with the interest and responsibility of this organization.

In the event that any officer, director, committee member or employee of the Arc Michigan shall have any direct or indirect interest in or relationship with an individual, or organization which proposes to enter into any transaction with the organization, or a proposed action of the Board of Directors or the organization, such officer, director, committee member or employee shall give the Board notice of such interest or relationship and shall thereafter refrain from voting or otherwise attempting to exert any influence on the organization, its Board, or its committees, to affect its decision to participate or not to participate in such transaction.

Questions of conflict of interest will be determined by majority vote of voting members of the Board present at the meeting where the questions were raised.

Section 4

The Board of Directors shall be responsible for the appropriate disposition of all Audit Committee recommendations consistent with their responsibilities and good governance.

Section 5

The Board of Directors shall have the power of the membership between meetings of the delegate assembly unless otherwise specified in these bylaws.

Section 6

Any action of the Board of Directors may be reviewed at the succeeding annual meeting of the delegate body or at a special meeting called for that purpose on written request, lodged with the secretary by any three local Chapters in good standing at least six weeks prior to the meeting. Board action may be altered or rescinded by a two-thirds affirmative vote, provided no irrevocable rights of third parties shall be affected by such revision or alteration. The Board of Directors shall present a report of its transaction through the President at the annual meeting of the Association.

Section 7

The Board of Directors may declare vacant the office of any member of the Board of Directors or officer who shall move from the State of Michigan, or who shall be absent without excuse approved by the Board from three consecutive meetings of the Board of Directors. In the event that any officer or member of the Board of Directors vacates his or her office, becomes unable or unwilling to serve, or is removed from office before his

or her term expires, the Board of Directors shall appoint his or her successor until the next annual meeting, except for the offices of President, Vice President and Immediate Past President.

Any local Chapter, member, honorary life member, or member-at-large may be suspended or expelled from the Association by a two-thirds vote of the Board of Directors for activities not in accordance with the policies, or that are prejudicial to the interests of this Organization or the National Association, providing written notice of such proposed action has been given at least 30 days in advance. The complaint shall present evidence to substantiate the cause of action.

The President shall review the complaint with the Executive Committee at its next regularly scheduled meeting and shall determine whether the complaint has merit. He or she shall notify the individual/chapter against whom the complaint is lodged and shall attempt to resolve the issue between the members/chapters involved within 30 days.

Failing this, the President will set a date for a hearing before a closed session of the Board of Directors at its next regularly scheduled meeting at which time the members/chapters involved in the complaint will be given the opportunity to be heard.

An accused shall have the right to appeal a decision to expel to the membership at its next regular meeting, and the right to apply for reinstatement not sooner than one year following the final decision.

A suspended member/chapter may apply for reinstatement as soon as the cause of the suspension has been removed.

A quorum is required to vote on the issue and upon a 2/3 vote of the Board members present the member/chapter in question may be expelled.

Section 8

The newly elected Board of Directors shall meet immediately following the annual meeting. The Board of Directors shall meet seven times per year at times and places as the Board may find convenient unless the Board shall vote to omit a specific meeting. A special meeting of the Board of Directors may be called by the President, by any three officers, or by any three local Chapters 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. Written notices of all Board meetings shall be mailed to the members of the Board of Directors and to the local Chapter Presidents at least ten (10) days in advance.

Section 9

A majority of the voting membership of the Board of Directors shall be present at Board meetings and this majority shall constitute a quorum.

Article XI - EXECUTIVE COMMITTEE

Section 1

The Executive Committee shall be composed of the President, Vice President, Immediate Past President, Treasurer, Secretary, and the president or his or her designee of the Michigan Conference of Executives of The Arc.

Section 2

The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. Responsibilities shall include but not be limited to: initiating and overseeing fundraising and strategic planning efforts, as well as oversight for budget, personnel and financial policy matters. Specifically, they shall be responsible to:

- a. Prepare a budget for approval by the Board of Directors for the forthcoming fiscal year and assist the Board of Directors in adjusting the budget from time to time to fit the program and financial status of the Association.
- b. Propose for approval by the Board of Directors fiscal policies necessary or desirable in the operation of the Association and its local member units.
- c. Serve as an advisory group to the Treasurer in all his or her activities.

All proceedings of the Executive Committee shall be reported to the Board at its next regular meeting and shall be subject to revision or alteration by the Board of Directors by a two-thirds vote, providing no irrevocable rights of third parties shall be affected by such revision or alteration.

Section 3

The Executive Committee shall meet between meetings of the Board and at such other times as the Committee may find necessary to properly transact the business of the Organization. A meeting of the Executive Committee may be called by the President or by any three voting members. Members shall be notified at least one week in advance of regular meetings. In emergencies, special meetings may be called with shorter notice providing a quorum is obtained.

Section 4

At least 60 percent of the membership of the Executive Committee shall be present to constitute a quorum. However, if Executive Committee members are available by telephone conference call, then 75 percent shall be present to constitute a quorum, and 75 percent of those present is required to approve any proposal.

Article XII - EXECUTIVE DIRECTOR

Section 1

The Board shall approve the selection and employment of an Executive Director, establish his or her duties and fix his or her salary. He or she shall serve under the direction of the Board of Directors through the President. He or she shall be responsible for the carrying out of the policies of the Arc Michigan and, in consultation with officers, directors and committee members, develop the overall state program based on long and short-term goals. He or she shall be guided, subject to the rules and regulations of the Association by the Board of Directors, the Executive Committee, and the current personnel policies to employ, terminate and fix the duties, and recommend salaries of the other employees of the Association.

Article XIII - DELEGATE ASSEMBLY

Section 1

The Delegate Assembly shall be comprised of individuals representing the local Chapters, proportional to their membership as described hereinafter. They shall have the power to 1) elect officers; 2) approve bylaws changes; 3) approve affiliation fees and standards; 4) rescind actions of the Board of Directors; 5) elect Nominating Committee members; 6) initiate action and direct the Board to explore, review and recommend action.

Article XIV - MEETINGS OF THE ARC MICHIGAN

Section 1

The annual meeting of the delegate assembly shall be held at a time and place determined at the preceding annual meeting.

Section 2

Special meetings of the delegate assembly may be called by the 1) Board of Directors upon a two-thirds vote, 2) must be called by the President upon the written request of two-thirds of the local Chapters, and 3) by majority vote of the Delegates at any regular or special meeting of the Association. The call for a special meeting shall state the business to be transacted. No other business may be transacted other than to approve an additional special meeting that may be necessary.

Section 3

Written notice of all meetings of the delegate assembly must be given to the local Chapters at least five weeks in advance.

Section 4

Each local Chapter in good standing may assign any number of delegates to the annual meeting or to a special meeting of the Association. However, for the purpose of voting in the Delegate Assembly, each local Chapter in good standing shall be entitled to one vote for memberships between ten (10) and fifty (50), plus an additional vote for each additional fifty (50) members or major fraction thereof, not to exceed twenty (20) votes for any local Chapter. Voting strength shall be based upon the Association's record of members from whom dues were paid and membership rosters furnished as of December 31 preceding the annual meeting.

Section 5

Each voting member of the Delegate Assembly and his or her alternate shall be accredited by the Secretary of this Association on a form provided for this purpose and signed by the President or secretary of the local chapter. The form with the name of the voting delegates(s) and alternate(s) shall be returned to the Secretary of this Association no later than ten (10) days prior to the annual meeting. Accredited delegates shall be identified by special badges at the meeting and shall be provided with appropriate materials for voting.

Section 6

Any local Chapter may delegate one or more of its votes to any accredited voting delegate or alternate of its local Chapter or of another local Chapter or to any officer of the Association by entering his or her name on the certification form and returning the signed form in accordance with Section 5 of this Article.

Section 7

Each officer of the Association shall have one vote at meetings of the Association.

Section 8

Each voting member of the Delegate Assembly and alternate shall be a member in good standing of a local Chapter in good standing.

Section 9

The accrediting of voting delegates by the Secretary shall cease one hour before the scheduled opening of the business session of the meeting.

Section 10

Any local Chapter in good standing admitted to the Association more than thirty (30) days prior to a meeting of the Association shall have the same rights as other local Chapters at the meeting and subsequent meetings of the Association. Voting strength until the next June 30 shall be based on the Treasurer's record of members for whom

dues were paid at the time the local Chapter was accepted.

Section 11

A quorum at a meeting of the delegate assembly shall consist of voting members of the Delegate Assembly representing in person, or by proxy, not less than 40 percent of the local Chapters in good standing.

Article XV - NOMINATIONS AND ELECTIONS

Section 1

The Immediate Past President shall chair the Nominating Committee. The Delegate body at the annual meeting of The Arc Michigan shall elect members of the Nominating Committee.

Section 2

The purpose of the Nominating Committee is to identify members who are interested in serving as officers, Board members At-large or as members of the Nominating Committee. The expectation is that the Nominating Committee will obtain enough information to assess the candidate's ability to perform the expected duties of the elected position. The Nominating committee shall not nominate any individual for more than one office; however, an individual may be nominated from the floor for more than one office. The Nominating Committee shall select a slate of one or more eligible persons for each office, of President, Vice President, Secretary, Treasurer and nine At-large Board members. In odd numbered years, four vacancies for At-large Board members will exist and in even numbered years, five vacancies will exist. At-large Board members may not serve more than two full consecutive terms of two years each. They shall be eligible for re-election after they have not served as an At-large Board member for at least one year. (The Nominating Committee shall seek from the local Chapters a list of one or more eligible persons for each elective office to be filled.)

The Nominating Committee shall seek a representation of minority groups and individuals with developmental disabilities. The Nominating Committee shall secure from each nominee a written statement to the effect that he or she will serve if elected. It shall submit its slate of nominees to the Secretary at least six weeks prior to the annual meeting. The Secretary shall include this slate in his or her call for the annual meeting. A quorum, either in person or by conference phone call, shall be required at the final meeting of the Nominating Committee.

Section 3

The election shall be held at the business session of the annual meeting. The report of the Nominating Committee shall be read by its chairperson or in his or her absence, by a member of the nominating Committee delegated by the chairperson. The chairperson of the meeting shall invite nominations from the floor for each position. Each person nominated from the floor must signify his or her willingness to serve if elected. If the

person nominated from the floor is not present, he or she must have indicated in writing his or her willingness to serve if elected.

Section 4

Voting shall be by secret ballot for any position for which there is more than one candidate.

Section 5

The President of the Association, at the annual Delegate Assembly meeting, shall appoint three tellers and designate one as Chairperson. The tellers shall count the votes and give the count to the President who shall announce the count before the end of the meeting. To be elected, a candidate must receive a majority of the votes cast for the position. In case a candidate for a position does not receive a majority of the votes cast, a vote shall then be taken on the two candidates receiving the highest number of votes.

Article XVI - FISCAL MATTERS

Section 1

The fiscal year shall be from January 1 to December 31.

Article XVII - COMMITTEES

Section 1

The President, with the advice of the Executive Committee, shall appoint the Chairperson of the following committees: Governmental Affairs, Education Committee, Audit, Bylaws, Finance and such additional Committees or Task Forces as may be desirable to carry out the purposes of the Association. The chairperson and members of the committee serve at the pleasure of the President who shall fix the duration of the activities of the committee. The President shall appoint persons representing minority groups, as well as individuals with developmental disabilities to these committees. The Chairperson of the Nominating Committee shall be selected as specified elsewhere in these bylaws.

Section 2

Each committee shall report to the Board of Directors through the President.

Article XVIII - DUTIES OF THE COMMITTEES

Section 1 - The Governmental Affairs Committee Shall:

- a. Be responsible for identifying areas where new initiatives in legislation and regulatory policy are necessary to advance the mission of The Arc Michigan.

- b. Be responsible for monitoring pending legislation and regulatory proposals as well as mobilizing efforts where appropriate.
- c. In matters that are the responsibility of other committees of The Arc Michigan, this shall be done in conjunction with such committee.

Section 3 - The Audit Committee Shall:

Be responsible for accepting and reviewing the annual audit and management letter of The Arc Michigan from the external auditors and for providing a written report to the Board as soon as possible after yearend and to the membership at the next annual meeting. The Treasurer of The Arc Michigan shall be an ex-officio member of this committee.

Section 4 - The Bylaws Committee Shall:

Be charged with performing a periodic review that will identify deficiencies and recommend corrective action to assure that the intent of the organizational bylaws is being carried out. The written report of this organizational review shall be presented to the President prior to the annual meeting and will be available for review by the membership, who may also recommend changes to the Bylaws.

Section 5 - The Finance Committee Shall:

Be responsible for studying, reviewing and recommending to the Executive Committee of the Board of Directors any and all action needed regarding the finances, appropriations and the expenditures of the funds of the corporation, including, but not limited to the review of the budgets, financial reports and the fiscal management of the corporation.

Section 6 - The Education Committee Shall:

Be responsible for studying, reviewing, and recommending to the Executive Committee of the Board of Directors any and all action needed regarding identified areas where new education initiatives in legislation and regulatory policy are necessary to advance the mission of The Arc Michigan. In matters of public policy, this shall be done in conjunction with The Arc Michigan Governmental Affairs Committee so that the monitoring of legislative and regulatory information and the mobilization of members is carried out in the optimal manner.

Article XIX - DISSOLUTION

In the event The Arc Michigan is dissolved as a corporation within the State of Michigan, and ceases to exist for the stated purposes, such Certificate of Dissolution shall be filed with the Secretary of State, according to the statutes of the State for the dissolving of non-profit corporations, and all property and assets shall revert to an agency serving individuals who have developmental disabilities and whose activities are consistent with the mission and core values of The Arc Michigan which has been granted exemption

from the federal income tax under the provisions of Section 501(C)3 of the Internal Revenue Code of 1954, or the State or Federal Government for exclusively public purposes.

Article XX - AMENDMENTS

Section 1

These Bylaws may be amended by a two-thirds vote of the accredited voting delegates at the annual delegate assembly of this organization or at a special meeting called for the purpose. The proposed amendment shall have been presented in writing to each local Chapter at least six (6) weeks prior to the meeting at which it is to be voted upon.

Section 2

Amendments may be proposed in writing to the Board of Directors by an officer of the Association, or by a local Chapter in good standing. At its next regular meeting or at a special meeting called for the purpose, the Board of Directors shall review the proposed amendments and by resolution shall recommend their adoption, rejection or alteration with reasons therefore. A copy of this resolution with the proposed amendment shall be sent to each local Chapter at least six (6) weeks prior to the next annual delegate assembly or a special meeting called for the purpose, and shall be voted upon at that meeting.

Article XXI - PARLIAMENTARY PROCEDURE

Unless modified by these bylaws, this Association shall conduct its meetings in accordance with the latest version of Roberts Rules of Order as interpreted by the Board President.

These are the current Bylaws approved by two-thirds vote of the accredited voting delegates at a meeting of the Association.

I CERTIFY THAT THESE BY-LAWS WERE DULY ADOPTED BY THE MEMBERSHIP AT ITS ANNUAL MEETING HELD ON JUNE 24, 2006.

SECRETARY

DATE