

The Arc of Putnam County, Inc.

BY-LAWS

ARTICLE I. MEMBERSHIP

Section 1. Membership may be obtained on application to the Chairman of the Membership committee or from the administrative offices of the organization.

Section 2. Membership may be either an individual or on a family basis. A family membership shall include two adult members of the immediate family.

Section 3. Members whose dues have not been waived and who are in arrears for six months shall be dropped from the membership roll.

Section 4. A member in good standing is one whose dues are not delinquent or have been waived.

Section 5. The members of the corporation shall be nonvoting members; however, the members shall be notified of and invited to an annual meeting of the membership, and it is recognized that the purpose of the membership is to create a broad base of support for the corporation's activities; to acquire input from the general public; to provide a means for communication between the leadership and concerned members of the public; to raise funds through dues; and to include members actively in advisory groups or committees.

ARTICLE II. DUES

SECTION 1. Members shall pay yearly dues, the amount to be determined by the Board of Directors. This amount shall include dues to the State and National Associations. A family membership shall be considered a single membership in paying dues to the State and National Associations.

SECTION 2. Dues are payable one year from the initial membership.

SECTION 3. Dues may be waived in specific cases by the Board of Directors when the payment of dues would constitute hardship.

ARTICLE III. MEETINGS

SECTION 1. The regular membership meeting shall be held annually in August and shall be the primary vehicle for familiarizing the members with the activities, plan and goals of the corporation and for the purposes provided in Article 1, Section 5. above.

SECTION 2. Special meetings of the membership may be called by the president or upon written application of three (3) directors made to the Secretary who shall mail notices to all members not less than one week prior to the meeting stating the purpose of the meeting.

ARTICLE IV. FISCAL YEAR

The fiscal year shall begin July 1 and end June 30

ARTICLE V. BOARD OF DIRECTORS

SECTION 7. A majority vote of the members of the Board of Directors shall be required for all actions of the corporation with the exception of the following actions which shall require a vote of two-thirds of the members of the Board of Directors:

The sale, lease, mortgage or other transfer of any real property; The sale of all or substantially all of the assets of the corporation ; The formation of and agreement to a management contract or when its equivalent wherein all or part of the corporation's purposes are delegated to and/or carried out by a third party vendor.

Amendments to the Articles of Incorporation or By-Laws; and any change in the number of directors on the corporation's board of directors.

SECTION 8. Director conflicts of interest governed by Section 617.0832, Florida Statutes, and strict application of same shall apply. Further, the provisions of Section 617.0832, Florida Statutes and the disclosure required therein shall also be applicable to the managerial employees if the corporation.

SECTION 9. The members of the Board of Directors shall serve for a term of one year, beginning October 1 following their election, or until the qualification of their successor. The members of the Board of Directors shall be elected by the Board of Directors at the Annual Meeting of the Corporation based on nominations provide by the Nominating Committee.

ARTICLE VI. TERMS OF OFFICE

SECTION 1. The Board of Directors shall consist of the elected president, vice president, secretary, treasurer, immediate past president and no more than eight additional directors as determined by the Board of Directors.

SECTION 2. Chairpersons 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.

SECTION 3. The Board of Directors shall meet every other month and at the Annual Meeting of the corporation (7 times per year).

SECTION 4. Special meetings of the Board may be called by the president, or by the Secretary upon the written request of three Board members, at any time, not less than 24 hours notice.

SECTION 5. A majority of the members of the Board of Directors shall constitute a quorum when the action(s) to be considered requires a majority vote. Two-thirds of the members of the Board of Directors shall constitute a quorum when the action(s) to be considered requires a two-thirds vote.

SECTION 6. The Board of Directors shall be responsible for the conduct of the business of the corporation and shall be empowered to employ such a professional personnel as required to administer the affairs of the corporation and to prescribe their duties and terms of their employment or engagement. The Board of Directors shall have the sole voting power of and shall exercise all powers inherent in the corporation.

SECTION 1. The officers of the Association shall serve for a term of one year, beginning October 1 following their election, or until the qualification of their successors.

SECTION 2. In order to preserve the continuity of the corporation, the number of consecutive terms a person may serve as an elected officer or as a member of the Board of Directors shall not be limited. The immediate past president of the corporation shall be automatic member of the Board of Directors for the year immediately following his or her service as president.

SECTION 3. All vacancies in the elective positions with the exception of president, shall be filled for the unexpired term by current officers or directors appointed by the board of directors.

ARTICLE VII. DUTIES OF OFFICERS

SECTION 1. The president shall preside at all meetings of the Association and the Board of Directors. He/she shall appoint the chairperson of all committees, with the approval of the Board and supervise directly or indirectly their work, except the Nominating Committee. He/she shall act as the executive officer of the Association and, in general, perform the duties usually associated with the office of president. He shall present an annual report to the membership immediately following the close of the fiscal year and be responsible for it being sent to the State and National Associations, along with the audited financial report, at the time required by the National Association and the State Association.

SECTION 2. 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/her absence or disability. He/she shall undertake such other responsibilities as the president may assign.

SECTION 3. The secretary shall handle the correspondence of the Association and maintain a record of the proceedings of all meetings of the membership and the Board of Directors. He/she shall be custodian of all records of the Association other than financial records. He/she shall file with ARC/US two copies of the constitution and by-laws when amended.

SECTION 4. The treasurer shall be responsible for the receipt of all revenues of the Association and maintenance of a complete and accurate account of all funds. The treasurer shall be bonded in an amount to be determined by the Board of Directors. He/she shall present an annual report to the membership immediately after the close of the fiscal year listing all receipts and disbursements by budget categories. He/she shall be responsible for sending annual dues and membership lists to the State and National Association by the prescribed dates.

ARTICLE VIII. ELECTIONS

SECTION 1. There shall be a Nominating Committee composed of three members of the Board of Directors. The Nominating Committee shall choose one of its members to serve as a chairperson.

SECTION 2. The Nominating Committee shall prepare a slate of candidates for election of officers and a slate of candidates for the election of the additional directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations at the Annual Meeting

SECTION 3. Officers and directors shall be elected at the Annual Meeting and shall take office on October 1 following their election.

SECTION 4. Nominations shall not be permitted from the floor. All nominees shall be members in good standing who have given consent to the nominations.

ARTICLE IX. COMMITTEES

SECTION 1. Committees may be appointed as the need arises.

SECTION 2. Terms of all committee members shall expire on September 30 of each year, with the exception of the Nominating Committee.

ARTICLE X. AUDITING

SECTION 1. An independent auditor shall audit all financial records of the association immediately following the end of the fiscal year. The president shall send a copy of this audited financial report to the State and National Associations at the prescribed time.

ARTICLE XI. RELATIONSHIP WITH STATE AND NATIONAL ASSOCIATIONS

SECTION 1. This association agrees to maintain membership in the State and National Associations for Retarded Citizens, to support these associations in every way, and to adhere at all times to their policies. The Association further agrees to send the State and National Associates a copy of its annual report and its audited annual financial report, including a list of income and disbursements, at the prescribed date, and

to support financially the activities of these associations in accordance with their stated policies.

ARTICLE XII. PARLIAMENTARY AUTHORITY

SECTION 1. Robert's Rules of Order shall govern the conduct of business in cases which they are applicable and nit in conflict with the Articles of Incorporation and By-laws of the corporation.

ARTICLE XIII. AMENDEMENTS

SECTION 1. Any proposed amendment to the Articles of Incorporation and/or By-laws, along with the date it is to be voted upon, shall be provided to the entire Board of Directors at least four (4) weeks prior to the meeting at which it is voted upon.

**THESE ARE THE CURRENT BY-LAWS APPROVED AND ADOPTED BY
THE MEMBERSHIP ON August 28th, 2000**

**MELISSA MILLER
PRESIDENT**

**DOT DRIGGERS
SECRETARY**

