



**Putnam ARC  
NYSARC, INC.  
PUTNAM COUNTY CHAPTER**

**PARC BY-LAWS**

**Approved: October 2001  
Revised: January 2002  
Revised: February 2005  
Revised: October 2006  
Revised: December 2008  
Revised: September 2010**

**ARTICLE I**

**NAMES AND OFFICES**

**This Chapter shall be known as the Putnam County Chapter, NYSARC, Inc., hereinafter called PARC. NYSARC, Inc., will hereinafter be called the State Association.**

**ARTICLE II**

**PURPOSE**

**Through the efforts of committed, competent and dedicated board members and staff, PARC strives to advocate and provide comprehensive services for people with developmental disabilities and their families in Putnam County.**

**Services are reviewed and evaluated on an ongoing basis in an effort to address the changing needs of our consumers and their families and to maintain high levels of quality.**

**PARC strives to develop, enhance, and promote the general regard for our people as contributing citizens of their community; maintaining the principles of choice, inclusion, independence, and productivity in our interactions with each individual.**

**PARC provides all services it deems appropriate and in the best interest of people with developmental disabilities and their families of Putnam County, New York, and other territories as may be assigned by the State Association's Board of Governors. PARC shall act locally for the State Association in accordance with the Certificate of Incorporation and By-Laws of the State Association and in conformity with the State Association's Chapter Manual and such rules, regulations and policies as the State Association may from time to time prescribe.**

### **ARTICLE III**

#### **TERRITORY**

The territory assigned to PARC by the State Association is Putnam County, New York, subject to any change therein as may be designated by the Board of Governors of the State Association.

### **ARTICLE IV**

#### **MEMBERSHIP**

##### **Section 1: Eligibility for membership**

Membership is open to all individuals, 18 or over, who are family members and/or friends of persons who have developmental disabilities residing in Putnam County.

##### **Section 2: Classes of Members**

- a. **Active Members** shall be those individuals who pay their dues on an annual basis, or are Life Members.
- b. **Individual Member** shall be those who have paid the requested dues for one membership and are voting members of the State Association.
- c. **Life Members** shall be those who contribute a set amount designated by the Board of Directors and who request such status. They will be exempt from future payment and have all rights of an active member. The first of a life member of PARC shall be and remain those to which s/he was entitled at the time at which such membership took effect, except that a life member who is or becomes a paid employee of the Chapter shall not have the right to vote or participate in any Chapter election; and may not vote on any other matter which may be put before the membership, during such employment nor shall a member in any class who is or becomes an employee of the Association or of the Chapter be an officer, governor or director of the association or any of its Chapters.
- d. **Joint/Family Members** shall be those adults, 18 or older, within the same family.
  - i. Joint/Family members are entitled to only one vote that may be cast by anyone identified as part of that family membership.
  - ii. Only one member of a Joint/Family membership can serve on the Board of Directors during any given term.
- e. **Business or Associate Membership** is held by an organization and
  - i. Have no voting rights.
  - ii. Assigns an individual to represent the business at membership meetings.
  - iii. Does not have the right to serve on the Board of Directors.

### **Section 3: Membership in Good Standing**

**Only members in good standing of a Chapter may vote in Chapter elections or hold chapter office. However, a member of a Chapter who is, at the time of the meeting or action in question, employed by either the Chapter or the State Association, may not hold office in such Chapter; may not vote or otherwise participate in any Chapter election; and may not vote on any other matter of Chapter business which may be put before the membership.**

- a. A member in good standing shall be:**
  - i. One who holds an Active, Life, Individual or Joint/Family membership.**
  - ii. One whose dues for active membership are not more than 3 months in arrears.**
  - iii. One who has the right to vote and hold office.**
- b. The good standing of a member shall be determined one month prior to any act for which good standing is required.**

### **Section 4: Honorary Membership**

**An honorary membership shall be awarded to someone who has distinguished themselves in the field of developmental disabilities or has rendered special services in promoting a quality life to persons who have a developmental disability. Honorary members are not required to pay dues, and shall not have voting rights or hold office. (See Article VIII, Section 8)**

### **Section 5: At-Large Membership**

**The State Association's Board of Governors may grant an At-Large Membership under special circumstances as prescribed by the State Association's By-Laws.**

### **Section 6: Dues**

- a. The annual dues for Individual and Joint/Family Memberships shall be a fixed amount set by the Board of Directors and shall be equal to or exceed the amount per member assessed by the State Association.**
- b. PARC's membership year begins March 1<sup>st</sup> and extends through February 28/29 of the following year. Annual dues paid by a member shall be deemed to establish membership during the membership year in which paid.**
- c. PARC's Board of Directors may waive the annual payment of dues for active members in special cases. These members will retain the right to vote and hold office.**

## **Section 7: Membership List**

**The list of members shall be held confidentially by PARC in the main office and shall be kept in duplicate, one by the Treasurer and one by the Secretary. The Secretary shall cause a copy of the list of members to be sent to the Central Office of the State Association. The list shall not be publicized, circulated or made available except as provided by law.**

## **Section 8: Misconduct by a Member**

**The Membership Committee, jointly with the Executive Committee, may, by majority vote, charge a member(s) with misconduct detrimental to PARC or the State Association. Such charges shall be submitted to the full Board of Directors for action:**

- a. If the member against whom charges have been brought is a standing member of either the Executive Committee or the Membership Committee, they shall be excluded from any meeting evaluating the conduct.**
- b. Charges shall be in writing and a copy shall be served by the joint committee upon the member(s) against whom the charges have been brought.**
- c. The Board of Directors, by majority vote, shall either declare a hearing with respect to the charges or dismiss the charges.**
- d. If a hearing is deemed necessary, the member(s) charged shall be given at least ten (10) business days notice of the time and place of the hearing. He/she (they) may appear in person or with counsel.**
- e. After any such hearing, the Board of Directors, by a vote of 2/3, may sustain or dismiss the charges.**
- f. If the charges are sustained, the Board of Directors may by a 2/3 vote:
  - i. Expel the member(s) from PARC and the State Association.**
  - ii. Suspend the member for a period up to one year.**
  - iii. Deny the member(s) privileges and rights of any nature for a period determined by the Board of Directors.****
- g. Action taken by the Board of Directors shall be given in writing to the member(s) within 3 business days of the decision.**
- h. No punitive action taken by a Board of Directors against a member shall become effective until thirty days have elapsed after such written notice has been given, within which time the member may appeal in writing to the Board of Governors, or if such appeal be taken, until it has been determined. Upon such appeal the procedure shall be similar to that specified above for the original hearing. The Executive Committee of the Board of Governors by majority vote may prefer charges to the Board of Governors against any member of the Association for conduct detrimental to the Association. The procedures hereinabove set forth in Section 11 of this Article, except those relating to appeal, shall apply to proceedings hereunder; the Board of Governors acting in the place of the Board of Directors and the Executive Committee in that of the Membership Committee.**
- i. If a written appeal is not made to the State Association's Board of Governors within 5 days of receipt of decision, punitive action shall become effective immediately.**

## **ARTICLE V**

### **MEETINGS OF THE MEMBERSHIP**

#### **Section 1: General Membership Meeting**

- a. **PARC shall hold at least one meeting annually, which shall be designated the Annual Membership Meeting of PARC.**
- b. **The Board of Directors, at their first meeting after the annual election, shall set the date of the next Annual Membership Meeting.**
- c. **The Board of Directors may call other General Membership Meetings as needed.**

#### **Section 2: Special Membership Meetings**

- a. **Special meetings of the members of PARC may be called by the Board of Directors or on the written request of at least 1/3 of the members in good standing of PARC , or 30 members, whichever is less, delivered to the Secretary of the Board.**
- b. **Only business for which the Special Meeting was called may be transacted at the Special Meeting.**

#### **Section 3: Notification of Meetings**

- a. **Notice of the Annual Membership Meeting will be mailed to each member of PARC at least 15 days in advance of the meeting date.**
- b. **Written or printed notice of any other General Membership Meeting shall be mailed at least fourteen (15) days prior to such meeting. Such notice may be given to such member electronically, including via e-mail, using the time frame contained herein.**
- c. **Notice of a Special Membership Meeting shall be mailed to each member at least fifteen (15) days prior to the meeting and shall state the purpose of the meeting. Such notice may be given to such member electronically, including via e-mail, using the time frame contained herein.**

#### **Section 4: Quorum**

**Quorum requirements for all General and Special Membership meetings shall be as follows:**

- a. **When PARC has over 1,000 members in good standing, 100 members (or 10%) shall constitute a quorum.**
- b. **When PARC has over 300 but fewer than 1,000 members, 30 members (or 10%) whichever is greater, in good standing, shall constitute a quorum.**
- c. **When PARC has less than 300 members, 10% of the membership in good standing, or 20 members in good standing, whichever is greater shall constitute a quorum.**

**Section 5: Membership vote**

- a. If a member is a current employee of PARC or the State Association, or the immediate family member of an employee of PARC or the State Association, they shall not be entitled to vote, as this would constitute a conflict of interest.**
- b. If discussions occur that involve work or the working environment of the member or other immediate family, they shall be excused from such discussion.**

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **Section 1: Governance**

- a. **The Board of Directors of PARC, hereinafter referred to as the Board, shall govern the business and affairs of PARC.**
- b. **PARC's Board shall monitor and oversee PARC's finances as they support the overall Mission of PARC.**
- c. **The Board may engage the services of consultants or other agents as necessary to assist in its responsibilities.**

#### **Section 2: Composition of the Board**

- a. **The Officers of PARC must also be members of the Board.**
- b. **The Board shall be comprised of at least 8 people and not more than 25 people.**
- c. **All Directors must be in good standing as defined under the Article titled "Membership".**
- d. **Where possible, the Directors shall be parents, blood relatives or spouses of blood relatives of persons with a developmental disability. The Board must be comprised of at least one-half parents or relatives of persons who are developmentally disabled.**
- e. **If the Board composition drops to 9 Directors or less, then one-third of the Directors must be comprised of family relations.**
- f. **Board elections**
  - i. **Each Board Member shall serve a term of three years.**
  - ii. **Each board Member may serve 3 consecutive terms.**
- g. **The Board will not proceed for any longer than 3 months if these composition quotas are not met.**
- h. **The Nominating Committee has the right to recommend to the Board of Directors waiving the term limits as needed to fill the minimum board quotas.**
- i. **May be prescribed by action of the membership taken at the annual meeting upon prior recommendation of the Board. Newly created director seats shall be filled by the Nominating Committee as provided in these By-Laws, except that a special membership meeting may be called as provided for in these By-Laws for the election of such a director.**
- j. **No member who is a paid employee of either PARC or the State Association, or whose immediate family member is a paid employee of either PARC or the State Association, may be a Director. An immediate family member is defined as a spouse, parent, child, sibling or other member of a household who could cause a conflict of interest relationship if employed by PARC.**

### **Section 3: Board Meetings**

- a. **At the first Board Meeting following the elections each year, the Board of Directors shall establish a calendar which relates to:**
  - i. **Monthly board meetings**
  - ii. **Annual Membership meeting**
  - iii. **Committee meetings**
- b. **Robert's Rules of Order shall be applied to all meetings to facilitate an orderly progression toward goal achievement, clear communication, delineation of board responsibilities, and reduction of duplication of effort.**
- c. **Regular meetings of the Board of Directors shall be held at least once each month, for a total of at least ten board meetings annually. The dates of such regular meetings shall be fixed by the Board at their first meeting after the annual election.**
- d. **Meetings shall be called to order at the time noted in the written notice provided prior to each meeting. Whenever possible, all meetings will be concluded within two (2) hours after convening.**
- e. **The President of the Board of Directors shall establish the agenda for all Board Meetings with input from any Board Member and the Executive Director.**
- f. **The agenda shall include a call for committee reports due that particular month.**
- g. **The meeting agenda shall be provided to all members of the Board prior to the Board Meeting to allow for the preparation of committee reports.**
- h. **Special Board Meetings may be called for a specific purpose and no other business shall be transacted.**
  - i. **Special Board Meetings may be called at the discretion of the President, or by a written request directed to the Secretary of PARC, and signed by at least one-third of the Board Members in good standing.**
  - ii. **Written notice of any Special Board Meeting shall be mailed out by the Secretary of the Board, at least five (5) business days prior to the meeting and must state the purpose of the meeting.**
- i. **Guests are welcome to Board Meetings provided it is not a closed session, which is defined by the Board of Directors. Guests are not voting members of the Board, and are not permitted to participate in Board discussion.**
- j. **If an Executive Session of the Board of Directors is called, only members of the Board shall be permitted to attend.**
- k. **Guests and PARC members may speak at any Board meeting if placed on the Agenda and recognized by the President.**

### **Section 4: Quorum**

#### **Quorum requirement for Board and Committee meetings:**

- a. **A simple majority of the Board shall constitute a quorum for all Special and Regular Board Meetings.**
- b. **In order for a committee to have a quorum, at least 50% of the members must be in attendance.**

**Section 5: Board Minutes**

- a. **The Secretary of the Board or his/her designee records board minutes at each meeting.**
- b. **Minutes shall be kept in a permanent file.**
- c. **Minutes shall be made available to all members in good standing, on request made to the Secretary, within 10 business days. Confidential information will be omitted.**

**Section 6: Board of Governors representatives**

- a. **The Board from among its active Directors prior to each May 15<sup>th</sup> shall select Board of Governors representatives in the year in which they are to be elected at the State Association's Annual Convention.**
- b. **If a vacancy occurs, notification will be sent to the State Association prior to the Spring Meeting of the Board of Governor's for installment at the State Association's Convention.**

**Section 7: Delegates to the State Association's Conventions**

- a. **Delegates to the State Association's Convention shall be elected by vote of the Board of Directors no later than 2 weeks prior to the first day of the Annual Convention.**
- b. **The President of PARC and the members of the Board of Governors are automatic Delegates to the Convention.**
- c. **Unless a majority of PARC Delegates determine otherwise, the President of PARC will be Chair of the delegation.**

**Section 8: Honorary Board Member**

**The Board may recognize an Honorary Board Member. The procedure for recognition is as follows:**

- a. **A Board Member shall present the name(s) of the candidate to the Board of Directors at a regular board meeting.**
- b. **The Board Member presenting the name at the Board meeting shall provide a written description of the person(s).**
- c. **A 2/3 vote of a quorum is required to install the nominee as an Honorary Board Member.**
- d. **Honorary Board Members attend Board Meetings or committee meetings when called upon.**
- e. **Honorary Board Members do not have the authority to vote, or to be counted toward board quorum requirements.**

### **Section 9: Board Member Conduct**

- a. **Board Members are expected to refer any concerns regarding programs and/or policy administration directly to the Executive Director retained for such purposes by the Board of Directors.**
- b. **In some instances, a designee of the Executive Director may be directed to address, explore, resolve and work with the Board Member(s) who referred their concerns to the Executive Director.**
- c. **In such instances, the Executive Director will clarify the process of resolve with the Board Member at the time of initial contact.**
- d. **Confidentiality related to Board matters, committee findings and/or functions, as well as all issues related to personnel and financial issues, is required and expected.**
- e. **Board Members must be cognizant that they have 2 separate roles:**
  - i. **One as a Board Member**
  - ii. **One as a family member or friend of people with a disability.**
- f. **Board Members are expected to serve for the good of PARC and to provide non-partial opinion and action as it relates to the good of the many. Personal agendas are presented programmatically and through committees, not as a Board issue, unless a pattern develops and the committee recognizes that pattern.**

### **Section 10: Misconduct by a Board Member**

**A Board Member may be removed for malfeasance, non-feasance, or other conduct detrimental to PARC.**

- a. **Upon receipt of written charges signed by at least five Board Members , the President will call a Special Board Meeting to hear and discuss charges in accordance with Special Board Meeting By-Laws.**
- b. **At least fourteen (14) days prior to the meeting a copy of the charges shall be served on the person(s) against whom they have been brought.**
- c. **The Board Member(s) so charged has the right to be represented by counsel at the Special Board Meeting called for the purpose of hearing and discussing such charges. The Board Member(s) must notify the Board President no later than 3 business days prior to the meeting to give notice of such.**
- d. **If a quorum is present at the Special Board Meeting, the Board may sustain the charges by an affirmative vote of 2/3 of those in attendance.**
- e. **Failing a 2/3 affirmative vote, the charges shall be dismissed.**
- f. **If the charges are sustained, the Board of Directors may by a 2/3 vote:**
  - i. **Expel the Board Member(s) from PARC**
  - ii. **Suspend the Board Member(s) for a period up to one year.**
  - iii. **Deny the Board Member(s) privileges and rights of any nature for a period determined by the Board of Directors.**
- g. **Action taken by the Board of Directors will be given in writing to the Board Member(s) within 3 business days of the decision.**

- h. No punitive action taken by a Board of Directors against a Board member shall become effective until thirty days have elapsed after such written notice has been given, within which time the Board member may appeal in writing to the Board of Governors, or if such appeal be taken, until it has been determined. Upon such appeal the procedure shall be similar to that specified above for the original hearing. The Executive Committee of the Board of Governors by majority vote may prefer charges to the Board of Governors against any member of the Association for conduct detrimental to the Association. The procedures hereinabove set forth in Section 11 of this Article, except those relating to appeal, shall apply to proceedings hereunder; the Board of Governors acting in the place of the Board of Directors and the Executive Committee in that of the Membership Committee.**
- i. If an appeal is not made to the State Association's Board of Governors within 5 days of receipt of decision, punitive action shall become effective immediately.**

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **Section 1: Composition of the Executive Committee**

**There shall be an Executive Committee of the Board of Directors, which shall be comprised of:**

- a. All the elected Officers of PARC.**
- b. One of PARC's representatives to the Board of Governors if none of the Officers is a representative.**
- c. Any other Board Member the Board may elect.**

#### **Section 2: Responsibilities**

**The Executive Committee shall:**

- a. Exercise all power of the Board of Directors during the intervals between Board Meetings, except as otherwise provided by these By-Laws.**
  - i. The findings, conclusions and recommendations of the Executive Committee shall be reported to the Board at its next meeting and they shall be subject to revision, rescission and/or alteration by the Board, provided no irrevocable rights of third parties shall be affected by such revision, rescission or alteration.**
  - ii. The Executive Committee shall make no irrevocable decision without notification and approval by the Board of Directors.**
  - iii. The Secretary shall keep minutes of the Executive Committee meetings.**
- b. Provide advice and counsel to PARC President and the Executive Director (see Management, Executive Director).**
- c. Assist PARC President in negotiating the Executive Director's contract for subsequent approval by the Board.**
- d. Appraise the Executive Director's performance annually, along with an additional board member as elected by the Board of Directors.**

**Section 3: Executive Committee Meetings**

- a. Meetings of the Executive Committee shall be held at the call of the President with at least 5 days advance notice. In an emergency the advance notice requirement may be waived.**
- b. Any action required of, or permitted by, the Executive Committee may be taken without a meeting if the required quorums' consent to the action is in writing. The action and written consents and opinions, if any, shall be included in special minutes.**
- c. The Executive Committee may conduct business using telephone conferencing or similar electronic equipment provided that the required quorum is participating and that the meeting is audible and able to be heard by all participants.**

**Section 4: Quorum**

**A simple majority of the Executive Committee members shall constitute a quorum for all meetings.**

## **Article VIII**

### **OFFICERS OF PARC**

#### **Section 1: Requirements to Hold Office**

- a. **Only members who are also Board Members are entitled to hold office as elected officers of PARC.**

#### **Section 2: Elected Officers**

**The Officers of PARC shall be:**

- a. **President**
- b. **1<sup>st</sup> Vice-President**
- c. **2<sup>nd</sup> Vice President**
- d. **Treasurer**
- e. **Secretary**
- f. **Additional officers will be determined by the Board of Directors in a majority vote as deemed necessary.**

#### **Section 3: Term of Office**

- a. **Each Officer shall be elected for a term of 1 year.**
- b. **The term of each Officer shall commence immediately after installation.**
- c. **No individual may hold the same office for more than 3 consecutive terms, unless such position is uncontested.**

#### **Section 4: Succession**

- a. **If for any reason the President vacates his/her office before the end of his/her term, the 1<sup>st</sup> Vice-President will succeed in the Office for the remainder of the unexpired term.**
- b. **If for any reason the 1<sup>st</sup> Vice-President does not accept this appointment, the 2<sup>nd</sup> Vice-President will succeed in the Office for the remainder of the unexpired term.**
- c. **If the 1<sup>st</sup> Vice-President vacates his/her office before the end of his/her term, the 2<sup>nd</sup> Vice President will succeed in the Office for the remainder of the unexpired term.**
- d. **When a vacancy occurs during the term of any other Officer, Director or any member of the Nominating committee, the Board of Directors shall, by majority vote, appoint a successor for the remainder of the unexpired term.**

#### **Section 5: Compensation**

- a. **There shall be no compensation paid to any officer for services rendered in connection with his/her service as an officer.**

## **Section 6: Duties of the President**

**The President shall:**

- a. Preside at all meetings of the membership and of the Board of Directors.**
- b. Appoint:**
  - i. The Chairs of all standing Board Committees, except the Nominating Committee, which Chair shall be elected by the members of such committee.**
  - ii. The members of all ad hoc committees.**
- c. Be an ex-officio member of all standing committees and of all ad hoc committees, with the exception of the Nominating Committee.**
- d. Render a written State of PARC report to PARC at the Annual Membership meeting.**
- e. Execute PARC documents as needed.**

## **Section 7: Duties of the 1<sup>st</sup> Vice-President**

**The 1<sup>st</sup> Vice-President shall:**

- a. Perform the duties of the President whenever the President is incapacitated or at the request of the President in his/her absence.**
- b. Execute PARC documents as needed.**

## **Section 8: Duties of the 2<sup>nd</sup> Vice-President**

**The 2<sup>nd</sup> Vice-President shall:**

- a. Perform the duties of the 1<sup>st</sup> Vice President whenever the 1<sup>st</sup> Vice President is incapacitated or duties of the President at the request of the President in his/her absence.**
- b. Execute PARC documents as needed.**

## **Section 9: Chair Pro-Tempore**

**In the absence of both President and 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents from any general Membership Meeting of PARC or any Board Meeting, the Directors present shall appoint a Chair Pro-Tempore by a majority vote.**

## **Section 10: Duties of the Treasurer**

**The Treasurer shall:**

- a. Assess the financial condition of PARC on a continuous basis through information received from the Executive Director and/or the Chief Financial Officer/Controller of PARC.**
- b. Submit a financial report in writing to the Board of Directors at every other board meeting, and the membership at the annual meeting.**
- c. Be responsible for the completion of appropriate and adequate financial audits by a reputable independent certified public accountant or certified public accounting firm.**
- d. Execute PARC documents as needed, i.e., signing of financial documents and signing of checks.**

### **Section 11: Duties of the Secretary**

**The Secretary shall:**

- a. Record and keep the minutes of all meetings of the Chapter, the Board, and the Executive Committee.**
- b. Oversee all notices as required by PARC's By-Laws.**
- c. Execute Chapter documents authorized by Board resolution.**

### **Section 12: Vacancy in the Office of President**

**In the event of a vacancy in the office of President, the Vice-President or, in the event there shall be more than one Vice-President, the Senior Vice-President shall succeed to office. In the event of a vacancy in any other office, including that of Directors, the Board of Directors, by a majority vote, shall elect a successor to serve the remainder of the predecessor's term except that the Board of Directors shall only fill vacant director positions effective until the next annual meeting.**

### **Section 13: Misconduct by an Officer**

**An Officer may be removed from their position for malfeasance, non-feasance or other conduct detrimental to the Agency.**

- a. Upon receipt of written charges signed by at least five Directors, the President will call a Special Board Meeting. Should the President be charged, the 1<sup>st</sup> Vice-President, or in his/her absence, the 2<sup>nd</sup> Vice-President shall call the Special Board Meeting.**
- b. At least 10 days in advance of such meeting, a copy of the charges shall be served on the person against whom they have been brought.**
- c. If a quorum is present at this Special Board Meeting, the Board may sustain the charges by an affirmative vote of 2/3's of those in attendance.**
- d. Failing an affirmative 2/3's vote, the charges will be dismissed.**

## **ARTICLE IX**

### **ELECTIONS**

#### **Section 1: Election Date**

**The election of Officers and Directors of the Board shall take place at the Annual Membership Meeting.**

#### **Section 2: Nominations**

- a. At least 60 days prior to the Annual Membership Meeting, the Chair of the Nominating Committee shall deliver to the Secretary of PARC its slate of nominees for Directors, Officers and members of the Nominating Committee for the forthcoming year, together with written acceptance by each nominee.**
- b. A nominating petition, designating the names of the candidates and the office for which election is sought, which is signed by at least 30 members in good standing, may also be used to nominate candidates for any of the offices. The Secretary of PARC must receive such nominating petitions, along with signed acceptances, at least 30 days prior to the Annual Membership Meeting.**
- c. No nominations may be made from the floor at the Annual Membership Meeting.**

#### **Section 3: Notification**

- a. The Secretary shall notify PARC members by mailing at least 45 days in advance of the Annual Membership Meeting, the names of the nominees selected by the Nominating Committee.**
- b. Notice of the Annual Membership Meeting will be mailed to each member of PARC at least 15 days in advance of the meeting date.**

#### **Section 4: Election Conduct**

- a. For each uncontested office and/or position, the Secretary shall cast a single vote indicating a unanimous decision.**
- b. For each contested office and/or position, written ballots shall be cast by the members in person, or by proxy. See Election Contest section below.**
- c. The Election Inspectors, which shall be appointed pursuant to Section 6 below, shall count the written ballots and report their findings to the membership. These findings shall be final.**

### **Section 5: Election contest**

**If an office is being contested:**

- a. PARC Secretary or his/her designee shall mail to each member, not less than 20 days prior to the Annual Membership Meeting, a proxy, which shall contain with equal prominence, the names of the candidates of the Nominating Committee and those submitted by petition, including the position sought to each office.**
- b. In the event there is a contest for any office, the Secretary shall mail to each member, not less than twenty (20) days prior to the Annual Meeting, an absentee ballot whereby a member may designate the Secretary to act in the member's place and stead to cast the member's vote for the nominees as specifically designated in such absentee ballot by such member. Absentee ballots shall be turned over by the Secretary to the Inspectors of Election duly appointed for the annual meeting for counting, as provided hereafter.**
- c. The member may designate the Secretary to act in the members place and stead as proxy to vote for the nominees as specifically designated in such proxy by such member.**
- d. Proxies shall be exercised by the Secretary's casting a secret ballot for the nominees so designated.**
- e. No member shall be entitled to authorize another person or persons to act by proxy, other than the Secretary of PARC.**
- f. The Secretary shall retain proxies for a period of 3 years.**
- g. No member shall be entitled to review such proxies except a duly constituted Election Inspector.**

### **Section 6: Election Inspectors**

**The President shall appoint, from among the members in good standing, no less than 3 Election Inspectors at, or before, the Annual Meeting.**

**It shall be the duty of the Election Inspectors to conduct the voting and the counting of the ballots, all of which will be secret, and to report the results thereof at the Annual Meeting.**

- a. Inspectors shall not be a nominee for any office or position.**
- b. One Inspector shall be appointed Head Inspector by the President of PARC and shall hold that position until the next election or until a new Head Inspector is appointed by the President.**

### **Section 7: Installation**

- a. Elected Officers, members of the Board of Directors, and members of the Nominating Committee shall be installed at the Annual Meeting and they shall take office immediately upon installation.**
- b. Each Board member must be a PARC committee member for 2 years prior to nomination to the board of directors and have been nominated by the Nominating Committee for election by the membership.**

- c. The current President shall install all newly elected officers, Directors and Members of the Nominating Committee unless otherwise specified by the Board of Directors at the time of installation.**

## **ARTICLE X**

### **NOMINATING COMMITTEE**

#### **Section 1: Committee Composition**

- a. The Nominating Committee shall consist of active members of PARC, elected by the membership. The Committee members shall appoint the Chair of the Nominating Committee.**
- b. The Nominating Committee shall consist of no less than three members who shall be active members of PARC. Each member shall serve a term of one year. The composition of the committee shall always be an odd number.**
- c. No member shall serve more than three (3) consecutive terms.**
- d. No member who is a paid employee of either PARC or the State Association, or whose immediate family member is a paid employee of either PARC or the State Association, shall be a member of the Nominating committee. An immediate family member is defined as a spouse, parent, child, sibling or other member of a household who could cause conflict of interest relations.**
- e. The Committee Chair must always be a prior year member of the committee.**

#### **Section 2: Duties**

- a. The Nominating Committee shall solicit and nominate for election appropriate individuals for service on PARC Board of Directors.**
- b. The Nominating Committee shall by separate vote for each office, nominate a slate of candidates for all elective offices of PARC , Board of Directors and Nominating Committee and shall obtain written acceptance from each candidate.**
- c. The Chair of the Nominating Committee shall deliver the committee's slate of Nominees as provided in Article VI above.**

#### **Section 3: Vacancies**

- a. Vacancies on the Nominating Committee shall be filled by a majority vote at the Board of Directors regular meeting if a quorum is present. The President may vote in the occurrence of a tie.**
- b. Any member chosen to fill a vacancy shall serve for the predecessor's unexpired term and will need to be elected at the next Annual Membership Meeting to serve during the following year.**

## **ARTICLE XI**

### **BOARD COMMITTEES**

#### **Section 1: Standing Committees**

- a. **The Board shall establish those standing committees deemed necessary to conduct its business, and shall include at least the following Committees:**
  - i. **Program Quality**
  - ii. **Finance**
  - iii. **Guardianship**
  - iv. **Incident Review**
  - v. **Corporate Compliance**
- b. **The Standing Committees will be identified in the Board Organization and Policy Manual with a statement of purpose and an outline of responsibilities.**
- c. **At the first meeting of the Board of Directors after the annual election, the President shall appoint the Chairs of each of the Standing Committees, except the Nominating Committee, from among the Board members.**
- d. **The President, with the concurrence of the respective Committee Chair and the Executive Director, shall solicit members for each committee from among PARC members in good standing. Committee members are not required to be members of the Board.**
- e. **The President shall appoint the committee Chair and Board Members to the committee, with the exception of the Nominating Committee.**
- f. **The Executive Director shall appoint staff to the committee.**

#### **Section 2: Ad Hoc Committees**

- a. **The President shall, as determined necessary, with the approval of the Board, establish Ad Hoc Committees and appoint the members thereof.**
- b. **Ad Hoc Committees shall be established to address specific issues, which are not the responsibility of any standing committee, or exceed the abilities of a standing committee.**
- c. **An Ad Hoc Committee shall exist only as long as necessary to accomplish its purpose.**
- d. **Upon completion, the Chair of the Ad Hoc Committee shall report to the Board of Directors the findings or resolutions as related to the purpose of the committee.**

**Section 3: Committee Meetings**

- a. **Meetings of committees are convened as deemed necessary on a scheduled basis.**
- b. **Minutes of the meetings are to be kept by a committee member who is not a member of PARC's staff. The report shall be provided at a subsequent Board Meeting and made a part of the Board Meeting minutes.**
- c. **A committee may conduct business using electronic equipment provided that the required quorum is participating and that the meeting is audible and able to be heard by all the participants.**

**Section 4: Quorum**

**A simple majority shall constitute a quorum for all committee meetings.**

**Section 5: Committee Member Conflict of Interest**

**Committee members must disclose any current or potential conflict of interest to the Committee Chair and refrain from participating in any discussion and/or vote regarding the matter to which the conflict of interest pertains.**

## **ARTICLE XII**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS**

#### **Section 1: Actions by or in the right of PARC**

**Any and every person made a party to any action suitor, proceeding by or in the right of PARC to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a Director, Officer or Committee Member shall be indemnified by PARC to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer or Committee Member has breached his/her duty to PARC .**

#### **Section 2: Actions other than by or in the right of PARC**

**Any and every person made a party to any action, suit or proceeding other than one by or in the right of PARC to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, is or was a Director, Officer or Committee Member shall be indemnified by PARC to the full extent permitted by law, against expenses, actually and necessarily incurred as a result of each action, suit or proceeding or any appeal therein, if such person acted in good faith for a purpose which he/she reasonably believed to be in the best interest of PARC and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.**

#### **Section 3: Liability Insurance**

**PARC shall purchase insurance to cover any reasonable liability incurred as a result of any actions described in Sections 1 and 2 above and any other potential liability not connected with Sections 1 and 2, but as a direct result of actions that were taken in the best interest of PARC .**

## **ARTICLE XIII**

### **HARASSMENT**

**Harassment of any kind is not productive and will not be tolerated by PARC. Any individual bound by these Bylaws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the President. Any individual bound by these Bylaws who is aware of such verbally or physically abusive conditions, including, but not limited to what is listed above, should report such activity immediately.**

## **ARTICLE XIV**

### **CONFLICT OF INTEREST**

#### **Section 1: Definition**

- a. **A Conflict of Interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Officer or Director of the Board, or business or agency from which such an Officer or Director derives an income or has authority in governance.**

#### **Section 2: Abstention**

- a. **An Officer or Director shall abstain from voting or attempting to influence the vote on any matter before the Board that places him/her in a conflict of interest.**

#### **Section 3: Disclosure**

- a. **Board members must make immediate disclosure of current and potential conflicts of interest to the Board President.**
- b. **Any Board Member must refrain from participation in, or personally influencing, deliberations concerning such matters.**
- c. **The Board President must disclose current and potential conflict of interest to all other Board Members before a vote is taken on the matter.**
- d. **Committee members must disclose current and potential conflict of interest to the Committee Chair and refrain from participating in any discussion and/or vote regarding the matter to which the conflict of interest pertains.**

#### **Section 4: Duty of Loyalty**

- a. **No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging, or competes with PARC.**
- b. **No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent PARC's best interest.**

## **ARTICLE XV**

### **MANAGEMENT**

#### **Section 1: Offices**

**PARC shall maintain a central location where the administrative functions of the organization are executed. The location and facility shall be directed by the Board to promote the mission and goals of PARC.**

#### **Section 2: Executive Director**

- a. PARC shall employ, by contract, an Executive Director as the Administrative agent of PARC who is directly accountable to the Board.**
- b. The Executive Director shall be available to the officers, committees and members, in connection with the affairs of PARC.**
- c. Appointment of the Executive Director is by majority vote of the Board of Directors.**
- d. The Executive Director is responsible for the implementation of policy, maintenance of budget control, supervision of staff and all day-to-day operations of the agency, as well as maintaining public relations with the community, and all State and Federal agencies.**
- e. The Executive Director may be removed before the end of the contract term by a 2/3's vote of the full Board of Directors to the finding that the best interests of PARC are not being served by the incumbent Executive Director.**

#### **Section 3: Personnel**

- a. The Executive Director shall employ such personnel as may be necessary for the operation of PARC and shall be responsible for their supervision.**
- b. The Executive Director shall employ consultants or other agents as it relates to PARC's operations.**

## **ARTICLE XVI**

### **FINANCE**

**The Board of Directors shall maintain oversight responsibility for monitoring the integrity of PARC's financial reporting process and systems of key internal controls regarding finance, accounting, legal and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is empowered to investigate any matter with full access to all books, records, facilities and personnel of PARC and the power to retain outside counsel or other experts for this purpose.**

**The Board, acting through its audit committee or subcommittee, shall be responsible for: retention and evaluation of independent auditors; examination and review of such auditors' management letter recommendations; review with management and such auditors the quality and adequacy of PARC internal controls; periodic review with PARC's legal counsel and auditors as to the subject matter of inquiries received from government oversight agencies; periodic review of PARC's code of ethics and corporate compliance activities; and it shall ensure that it or its applicable committees or subcommittees shall have member or staff support from person with accounting or other financial expertise.**

**The Board of Directors shall review and discuss the interim reports of PARC's chief financial officer submitted at regular board meetings.**

#### **Section 1: Fiscal Year**

**PARC's fiscal year begins on January 1 and ends on December 31 of each year.**

#### **Section 2: Liability Insurance**

**All persons receiving or disbursing funds shall be covered by "Liability and Employee Misconduct" Insurance in an amount fixed by the Board of Directors. Any changes to that amount must be authorized by a specific Board resolution.**

#### **Section 3: Check Signing Authority**

**The signing of checks shall be subject to the following provisions:**

- a. Either an Officer of the Board or the Executive Director must sign all checks. In the absence of the Executive Director, the Deputy Executive Director may sign.**
- b. An Officer of PARC and the Executive Director must jointly sign checks over \$1,000, other than payroll checks. In the absence of the Executive Director, the Deputy Executive Director may sign.**
- c. In the absence of the Executive Director and the Deputy Executive Director, two Officers of the Board must sign checks jointly in the amounts exceeding \$1,000.**
- d. The threshold of check signing authority may be changed by a 2/3's vote of the full Board of Directors.**

## **ARTICLE XVII**

### **AMENDMENTS**

#### **Section 1: Proposals for Amending the By-Laws**

- a. **Proposals to change these By-Laws by an active member must be made in writing to the Secretary of the Board of Directors with signatures of five (5) or more active members in good standing.**
- b. **The Board must consider the proposal at its next regularly scheduled Board meeting following the receipt of such proposal.**

#### **Section 2: Approval Process**

- a. **If a quorum is present, a 2/3's affirmative vote shall be required to approve additions and/or revisions to the By-Laws.**
- b. **If the Board approves any proposed amendments to the By-Laws, they shall be submitted to the membership at a Special Membership Meeting called for that purpose before the next regular Board Meeting. A copy of the proposal(s), together with the Board's reasons for approving it/them, shall be available to the membership prior to the Special Meeting.**
- c. **If the Board rejects any proposed amendments to the By-Laws, they shall state to the proponents in writing their reasons for the decision.**
- d. **Proposals rejected by the Board may still be submitted for consideration by the membership upon presentation to PARC Secretary of a written petition with the signatures of twenty (20) or more of PARC's members in good standing. The Secretary shall hold a Special Membership Meeting before the second Board Meeting following the receipt of the petition. A copy of the proposed amendment with a statement of the Board's reason for its rejection shall be included in the notice of such meeting where such a proposal will be voted. If a quorum is present, a 2/3's vote of those present and voting shall be necessary for the adoption of any amendment by both the Board and membership.**
- e. **Proposed amendments that have been approved by PARC shall be sent to the State Association's Board of Governors for consideration and approval.**
- f. **Those proposals approved by the Board of Governors shall become effective immediately unless another date so specified.**