

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

CONSTITUTION

ARTICLE 1 - NAME

Section 1.

As an Affiliate of The Arc of the U.S., the name of this organization shall be The Arc of Loudoun (hereinafter referred to as "Arc"), which is located at the Paxton Campus (hereinafter referred to as "Paxton"); however it operates under several other names ("DBAs" or Doing Business As), including but not limited to the Paxton Campus, The Aurora School, Open Door Learning Center, and ALLY ("A Life Like Yours") Advocacy Center, and other such names assigned to programming. This list is not inclusive. Any time a new program opens on Paxton or a new DBA is assigned it shall meet all legal requirements before assuming that identity as part of operations. The driving force behind the organization is its mission. Should the organization disaffiliate with the National organization (as per bylaw 8.1) this Constitution remains valid as long as the mission does not change as defined by Article 2. In this circumstance, the organization name may change.

Section 2.

Insofar as the mission stays substantially the same, the intent of Section 1 is not to encourage or preclude the organization from adopting new business models (e.g., adaptive university structure) as future facts and circumstances may warrant.

ARTICLE 2 – PURPOSE AND DEFINITIONS

Section 1.

Arc is a non-profit, non-political, non-sectarian organization organized exclusively for charitable purposes. No part of its net earnings shall inure to the benefit of any member or individual and no officer or director of Arc shall receive any compensation for his or her services as an officer or director. This does not prohibit an officer or director for receiving compensation for services provided to Arc in his or her professional capacity subject to the Conflict of Interest policy.

Section 2.

Arc promotes and protects the human rights of people with disabilities and actively supports their full inclusion and participation in the community from infancy and throughout life. Arc shall carry out its charitable purposes by engaging in activities and functions that have the following purposes:

- a) Promoting the general welfare of children and all people with disabilities

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- b) Fostering the development of programs, services and facilities on behalf of children and people with disabilities
- c) Encouraging research related to disabilities
- d) Furthering the motivation, training and education of personnel who work with people with disabilities
- e) Training, advising, and aiding families and caregivers of people with disabilities in the solution of their problems
- f) Spreading awareness and developing a better understanding by the public of the challenges of disabilities and the needs of the disability community
- g) Cooperating with private, religious, and local, state and federal public agencies, professional groups, and any other interested party in furtherance of these ends
- h) Furthering the enactment and implementation of legislation on behalf of people with disabilities
- i) Serving locally as a clearinghouse for gathering and disseminating information regarding people with disabilities.
- j) Soliciting and receiving funds to accomplish the above
- k) Providing direct services and any other activities to improve the lives of children or that will assist and aid people with disabilities

ARTICLE 3 - MEMBERSHIP

Section 1.

Membership in Arc shall be open to all people, including people with disabilities and their families, to friends of the Paxton Campus, the greater community, and to anyone supportive of the purpose of Arc or the Paxton Campus.

Section 2.

Membership in Arc shall not be denied to anyone on account of their race, creed, color, ethnic background, sexual orientation, religion or beliefs, political affiliation, or disability.

Section 3.

Members of Arc are divided by category in the bylaws. Stakeholders shall be entitled to vote upon all matters presented at meetings of the membership for a vote, as specified and

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outlined by these Articles, the Arc's bylaws or as set by the Board of Directors. Members in other categories are conferred benefits as defined in the bylaws.

Employees of Arc may be General members as defined by the bylaws, which is a non-voting member category. No employee of Arc may serve as a voting member of the Board of Directors.

ARTICLE 4 – OFFICERS AND DIRECTORS

Section 1.

Arc shall be governed by a Board of Directors whose members shall be established and elected as set forth in the bylaws.

Section 2.

Arc's Officers of the Board of Director shall be elected as set forth in the bylaws. The elected Officers of the Board of Directors are comprised of the President, Vice President, Secretary, and Treasurer.

Section 3.

Additional offices of the Board of Directors may be created and eliminated by the Board of Directors, and officers may be appointed by the Board of Directors as set forth in the bylaws.

Section 4.

Employees of Arc may be General members as defined by the bylaws, which is a non-voting member. No employee of Arc may serve as a voting member of the Board of Directors.

Section 5.

Nothing in this Constitution or By-Laws is intended to or shall be construed to preclude the lead executive employee from becoming one or all of the following, if determined to by the Board to be advantageous to the organization and approved by a Board majority:

- An officer of the organization (not to be confused with Board officer positions which may not be held by an employee)
- The Chief Executive Officer of the organization whereupon the Board President would become the Board Chairman
- A non-voting, non-elected member of the Board of Directors

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ARTICLE 5 – DISSOLUTION

Section 1.

Arc may be dissolved by the procedures specified in the Virginia Non-Stock Corporation Act for such dissolution. The Board must pass a resolution recommending dissolution with a vote of two-thirds of the members of its Board of Directors. The Board resolution will then be put to the Stakeholder membership for a vote at a special meeting with notification requirements in compliance with the bylaws. The motion to dissolve may be passed by a majority of voting members present.

Section 2.

In the event of the dissolution of Arc, all of its property and/or assets, after payment of its debts, shall be distributed to any such non-profit organization or organizations whose activities, in the opinion of the Board of Directors, would best serve the purposes of Arc.

Section 3.

Notwithstanding the foregoing, however, in no event shall any of the assets and/or property of Arc be distributed upon its dissolution to any officer, director, employee, or member of Arc.

ARTICLE 6 – AMENDMENTS

Section 1.

These articles may be amended by a two-thirds vote of the Stakeholder members present and entitled to vote at a meeting of the membership wherein written notice is provided (as defined in the by-laws). Notice provided on Arc's website or in its newsletter or on Arc's Email-list group as provided for in the By-laws shall be sufficient notice, notwithstanding the inadvertent failure to send the notice to any one member.

ARTICLE 7 – REGISTERED AGENT AND OFFICE

Section 1.

The registered agent for Arc should be a practicing attorney when possible although the organization may serve as its own registered agent in accordance with Virginia law (Article 7. §1). As of the drafting of this Amendment, the agent of record is presently Mark Herring, who is a member of the Virginia State Bar. The registered office of Arc is at 601 Catoctin Circle NE, Leesburg, VA 20176. This agent and office may be changed by the Board of Directors with appropriate notice to the Virginia corporate authorities.

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This Constitution was approved by the Stakeholders and adopted by the Board of Directors on _____.

_____	<u>President</u>	_____	<u>Secretary</u>
Printed Name	Title	Printed Name	Title
_____		_____	
Signature		Signature	

The Board and Stakeholder approved Constitution and Bylaws were filed with the Commonwealth of Virginia on _____

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BYLAWS

BYLAW 1 – ANNUAL MEMBERSHIP

1.1 Annual membership in the organization (“Arc”) may be obtained by application to the Executive Director (or his/her designee for membership). The membership is considered accepted with the required payment of the dues except for Stakeholder members, acceptance or rejection of which is outlined in 1.2(d)(1).

1.2 Membership shall be composed of the following classifications of members:

- a. Honorary members are non-voting members invited to participate in and support Arc. Honorary members are entitled to all member benefits unless expressly noted otherwise. Nominations for Honorary members are given to the Executive Director and approved by a majority vote of the Board of Directors. Honorary membership does not require dues or volunteer hours and those so designated are not entitled to vote or hold office. Honorary membership is subject to the following guidelines:
 - i. The member must be of benefit to the organization
 - ii. Affiliation with the individual is beneficial to Arc
 - iii. Individual supports the mission
 - iv. Elected officials must vote in support the majority of the time for the mission and legislation beneficial to the mission; they cannot use their membership with us as an implied endorsement or as part of a political campaign or lobbying
- b. Corporate members are non-voting business partners who have demonstrated financial or in-kind support in excess of \$500. Corporate members are not entitled to member benefits as it is a collective recognition of a business, not specific to an individual. Corporate membership requires financial or in-kind support or volunteer hours, is not entitled to vote or hold office, and does not confer financial benefit or special privileges to the corporate entity in business matters (such as exclusivity, preferential contracts, etc). Correspondence with and recognition of Corporate members is at the discretion of the Executive Director or his or her designee;
- c. General members are non-voting members who support Arc, either financially or as a volunteer or employee. General members are entitled to all member benefits unless expressly noted otherwise. The Executive Director (or designee) can waive the dues requirement on a case-by-case basis for financial hardship. General membership lists are shared with The Arc of the United States. In the event of

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dissolution or disaffiliation, annual dues are returned to the General membership. General membership requires dues and is not entitled to vote or hold office;

- d. Stakeholder members are voting members who have demonstrated committed support of Arc as demonstrated by greater financial support (at least \$100 more than General membership dues) or through volunteering (at least 15 hours of annual service as determined by the Executive Director or his/her designee).
- 1) **Eligibility:** Application to the Executive Director (or his/ her designee) is required with final approval given by a majority vote of the Board of Directors. Employees are excluded from Stakeholder membership. Stakeholder Members automatically include the Board of Directors and committee members. Advisory Council members may be included with the satisfaction of the volunteer hours. Arc will strive to maintain a minimum of 30 Stakeholder members; there is no maximum.
 - 2) **Benefits:** Stakeholder membership is an individual membership, conferring benefit only to the individual. Stakeholders are entitled to all benefits conferred to members unless expressly noted otherwise. Stakeholders are entitled to vote and hold office.

a. **Voting:**

- i. **Quorum:** A quorum of Stakeholders is not required for membership voting.
- ii. **Absentee or proxy** voting is prohibited for Stakeholders when exercising the right to vote. This clause does not pertain to Stakeholders who are directors and voting on matters before the Board.
- iii. **Notification:** The Executive Director (or his/her designee) is responsible for correspondence with the Stakeholders, specifically meeting notification requirements for Membership meetings, Annual meetings, or Special meetings when votes are required.

BYLAW 2 – DUES

2.1 Dues shall be required of all Corporate, General, and Stakeholder members as outlined in 1.2. Dues shall be such amount as the Board of Directors shall determine annually in conjunction with the budget cycle.

2.2 Arc shall pay dues to the The Arc of the United States and The Arc of Virginia for membership in those organizations as long as The Arc of Loudoun shall remain affiliated.

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BYLAW 3 – MEETINGS

3.1 The members of Arc shall conduct the following types of meetings:

- a. Annual meeting – shall be held each year at which time the officers and directors shall be elected.
- b. Special meetings – shall be held at such times and places as may be set by the President or the Board of Directors. Such meeting may be called by the President or the Board of Directors, and must be called by the President upon receipt by the Secretary of the written application of at least 16 Stakeholder members.

3.2 Written notice of the annual meeting indicating the date, time and place for such meeting shall be sent to all Stakeholder members entitled to vote, as near as practicable to 30 days in advance of said meeting, but in no event less than 10 nor more than 50 days in advance of such meeting. A notification of the meeting date, time and place posted on Arc's website and in Arc's E-mail list group shall be sufficient notice to all members notwithstanding the inadvertent failure to send such notice to any one member.

3.3 Written notice of all special meetings indicating the date, time and place for such meeting and the items to be discussed at such meeting, shall be sent to all Stakeholder members entitled to vote, as near as practicable to 14 days in advance of said meeting but in no event less than 10 nor more than 50 days in advance of such meeting. A notification of the meeting date, time, and place and a brief description of the items to be discussed posted on Arc's website and in Arc's E-mail list group shall be sufficient notice to all members notwithstanding the inadvertent failure to send such notice to any one member. Only business items described in the notice of the meeting may be conducted at special meetings. The President and the Executive Director set the Agenda (to be approved by the majority of the Board) and preside at the special meeting.

3.4 A quorum for all annual and special meetings shall be a simple majority of the Stakeholder members present at said meeting.

3.5 The Executive Director is responsible for the proper and efficient conduct of all meetings to include designation of a Parliamentarian or independent third party, which may also be done by request of a board majority.

BYLAW 4 – FINANCIAL AFFAIRS

4.1 The fiscal year shall begin on July 1 and end on June 30 of each year unless changed by the Board of Directors.

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4.2 An audit shall be conducted each year by an independent auditor. The auditor shall audit the Treasurer's records immediately following the end of the fiscal year. The Treasurer shall present a report of the audit to the Board of Directors at its next regular meeting following the completion of the audit. The President shall send a copy of the audited financial report of Arc to the Virginia and National Associations as soon as practicable after the President receives it.

BYLAW 5 – BOARD OF DIRECTORS

5.1 Arc shall be governed by its Board of Directors (the "Board"). The Board shall consist of all the elected officers of Arc and the Immediate Past President of Arc, who shall automatically be a director ("ex-officio director") and such other directors as elected by the membership at its annual meeting, or are appointed by the Board of Directors in the interim between annual membership meetings.

5.2 There shall be 12 directors for Arc, including the ex-officio director, and the President for a total of 13 elected directors unless that number shall be expanded by the Board as set forth below. In the event a director or other member of the Board shall resign or be removed, the vacancy created thereby shall be filled by majority vote of the remaining members of the Board present and voting at a Board meeting. In the interim between annual meetings of members, the Board may appoint, by two-thirds vote up to 2 additional directors and the number of directors to be elected at the next annual meeting shall be expanded to include said additional directors positions, unless the Board determines otherwise prior to the annual meeting. The intent is to maintain at least a minimum of 9 elected directors.

5.3 The Board shall conduct the following types of meetings:

- a. Regular meetings – regular meetings shall be held at a pre-arranged date and time on such regular basis as the Board shall adopt.
- b. Special meetings – special meetings shall be held at such times and places as may be set by the President. Such meetings may be called by the President and shall be called by the President upon receipt of the written application of at least 3 Board members.

5.4 Written notice of all regular Board meetings indicating the date, time, and place for the meeting shall be sent to all Board members at least 7 days in advance of the meeting. Any business items may be conducted at regular Board meetings except the removal of officers or directors. A notification posted on Arc's website and in Arc's E-mail list group shall be sufficient notice to all members notwithstanding the inadvertent failure to send such notice to any one member.

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5.5 Written notice of all special Board meetings indicating the date, time, place, agenda and brief description of the items to be discussed shall be sent to all Board members at least 7 days in advance of the meeting unless oral notice is provided instead. Oral notice of special Board meetings may be provided in lieu of written notice to any Board member provided the oral notice is given at least 24 hours prior to the special meeting. Only business items described in the notice may be conducted at special board meetings. Special Board meetings, however, may be held in conjunction with regular Board meetings.

5.6 The attendance of Board members constituting officers (ex-officio director) and directors shall constitute a quorum for all regular and special Board meetings. The affirmative vote of a majority of the board members present, by proxy, or participating via telephone conference call and voting shall be sufficient to approve any action by the Board unless otherwise set forth in these bylaws.

5.7 The Board shall be responsible for the conduct of the business of Arc, shall exercise all powers inherent in Arc except those expressly reserved to the Stakeholders and shall be empowered to employ such professional personnel and employees to administer the affairs of Arc as they see fit, and shall prescribe the duties and terms of employment of such professional personnel and employees.

5.8 Directors shall be elected for terms of two (2) years with no more than two (2) consecutive terms at which time they must rotate off the Board for a minimum of two years ("mandatory rotation"). People serving an initial term of less than one (1) year may serve two (2) additional full two year terms. Ex-officio members of the Board (past-presidents) may serve a maximum of five (5) years on the Board thus enabling them to fulfill their ex-officio role should they be elected in their fourth year. An executive employee serving as an Officer of the Corporation would not be subject to term limits while employed in that position.

Mandatory rotation is determined by seniority (length of service on the Board of Directors). In the event that there are no new candidates to run for election to the Board of Directors, it would be optional for any Director (based on seniority) that would result in less than nine (9) elected Directors remaining on the Board. Should the least senior person (**of those due to rotate**) choose to accept the term limit and not run for re-election, the next senior person would have the option and continue through the most senior Director to avoid having less than nine (9) Directors remaining on the Board of Directors. If there are new candidates available to run, mandatory rotation remains mandatory as long as there will be at least nine (9) members on the Board of Directors including the new candidates.

5.9 Directors may be removed from office by the affirmative vote of two-thirds of the directors present and voting at a special Board meeting called for the purpose of removing said director.

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5.10 The Board may request the resignation of any board member who has been absent for 3 consecutive board meetings, if the board considers this action in the best interest of Arc.

5.11 An executive committee of the Board shall be constituted as follows:

- a. The executive committee shall consist of the President, the immediate past President, the Vice President, the Secretary, and the Treasurer.
- b. The executive committee shall meet at such times and places as the President shall direct. The executive committee may also meet by telephone conference call and actions may be approved thereby as if approved at an executive committee meeting.
- c. The executive committee shall have all the powers of the Board except the power to suggest the amendment of Arc's Constitution or By-laws, appoint directors, settle or initiate lawsuits and such other restrictions as the Board shall from time to time impose.
- d. The actions taken by the executive committee shall be presented by the President for review by the Board at the next regular Board meeting following the executive committee meeting, and any actions taken by the executive committee may be overruled by the Board to the extent third parties to Arc are not prejudiced. Actions taken by the executive committee which have been presented for review by the Board and not overruled shall be deemed ratified by the Board.

5.12 The Board may establish such other committees of its members and committees of members of Arc as it, from time to time, sees fit with such committees being given such duties and authority as the Board shall determine. Membership of such committees shall be appointed by the President unless the Board determines otherwise. The President may establish ad hoc committees to address specific issues of short duration.

5.13 Members of Arc may attend all Board meetings but may not vote unless they are members of the Board. They may, however, address the Board if invited to do so.

5.14 Proxy voting shall be permitted but restricted to three instances per calendar year per board member. Absences beyond that will nullify that board member's right to vote during any meeting where they are absent. A proxy vote may be used when a board member is unable to physically attend or call into a board meeting. There shall be no restriction on the number of times a board member may act as a proxy for other board members providing it does not conflict with the aforementioned limitation and that a board member holds a total of no more than one proxy for any one meeting.

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BYLAW 6 – BOARD OFFICERS

6.1 There shall be the following elected officers of Arc who shall have the following duties and responsibilities:

- a. President – the President shall preside at all meetings of Arc and the Board. He or she shall, with the approval of the Board, appoint all committee members, chairmen, delegates to the Virginia and National Associations and representatives of Arc to appropriate organizations. He or she shall supervise directly or indirectly the work of all persons appointed by him or her. He or she shall act as the chief executive officer of Arc and shall supervise the work of the Executive Director of Arc. He or she shall present an annual report to the membership at its annual meeting.
- b. Vice President – The Vice President shall perform such duties as the President may assign. If the President shall be removed or resign, the Vice President shall succeed to that office for the balance of the term.
- c. Secretary – The Secretary or his/her designated agent working in conjunction with the Executive Director, shall keep minutes of all Board and members' meetings, shall mail or e-mail all required notices to members and Board members, and shall ensure such reports are filed with the Virginia Corporation Commission as required by law." The secretary shall also be entitled to receive notices on behalf of Arc and its Board, and shall ensure such reports and such information required by the Virginia and National Associations are provided.
- d. Treasurer – The Treasurer, or his/her designated agent, shall ensure accurate financial books and records and shall prepare such financial reports as the President or the Board may require. He or she shall ensure the publishing of the projected budget annually, that an annual financial report is prepared, that the audit shows all receipts and disbursements by budget categories are available to the membership following the close of the fiscal year. He or she shall ensure periodic financial reports are given to the Board, and available to the membership. If this position is designated as a Specialty Seat and the individual occupying the seat is qualified to supervise as opposed to monitor staff or contracted Accountants, that would be the expectation.

6.2 Officers shall be elected at the annual membership meeting for a term of one year. Vacancies in offices caused by the resignation or removal of an officer in the interim between annual membership meetings may be filled by appointment of the Board, such appointed officer shall complete the term of his elected predecessor.

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6.3 Additional offices may be created by the Board as it, from time to time sees fit. Such additional offices, if created, shall be filled by appointment by the Board and the appointed officers shall serve until the next annual members meeting, whereupon said office shall be filled by election as set forth in Section 6.2 above. The Board may also eliminate any additional office it has created, unless the office is filled by an elected officer. An appointed officer, if any, filling the office when the Board votes to eliminate it, shall automatically be removed from office. The Board may eliminate any additional office it has created which is filled by an elected officer, at the expiration of that officer's elected term.

6.4 No person may be elected to the same office for more than 2 consecutive terms unless it is determined by the Board to be in the best interests of Arc for an individual to continue in office for a third consecutive term.

6.5 Officers may be removed from office for cause by the affirmative vote of two-thirds vote of the Board members present and voting at a special Board meeting called for the purpose of removing the said officer.

6.6 As it deems beneficial to overall governance, the Board given two thirds majority vote, may designate up to three (3) board positions as Specialty Seats. The purpose of such designations shall be to ensure that the Board has a depth of expertise where it is most needed (e.g. CPA or MBA might be specified for the role of Treasurer). Specialty designations shall not be used to disqualify a Board member currently serving in a role nor is it intended to cause a seat to go vacant because the specified expertise is absent among the candidates reasonably available.

BYLAW 7 – ELECTIONS

7.1 Nominating Committee: Ninety (90) days prior to the annual meeting, the Board shall appoint a nominating committee comprised of at least two people and not more than three. If two board members are not available or willing to serve, stakeholder(s) may serve on the committee as long as there is at least one Board member on the committee.

7.2 Nomination of Officers: Within sixty (60) days of appointment, the nominating committee shall secure the consent of all persons on its list to serve if elected. The Nominating Committee Chair will present to the Board of Directors a slate of Officers from existing Board Members. Should more than one candidate be presented for the same office, the Board may opt to either approve one best qualified candidate for the slate or allow the contested Office to be voted on by the Stakeholders at the Annual Meeting.

7.3 Nomination of Directors: The Board Development Committee Chair should collaborate with the Nominating Committee Chair to present candidates for the Directors to the Board. The Board may vote to include candidates over and above the number of vacancies

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not to exceed two additional candidates to ensure a sufficient pool of qualified candidates. Upon approval by a majority vote of the Board of Directors, the slate is nominated.

7.4 Notification: At least thirty (30) days prior to the annual meeting, the Executive Director shall ensure the slate approved by the Board of Directors listing the candidates for election as Officers and Directors of Arc are mailed to the Stakeholders with other meeting information required as per 3.3. .

7.5 Election Procedures: The Executive Director is responsible for conduct and compliance of the Election procedures so as to ensure a fair and efficient election. To accomplish this, the Executive

Executive Director retains responsibility but will have designated execution of the process to the designated Proctor. At the Annual Meeting, the Proctor shall present the slate nominated by the Board of Directors. Elections shall be conducted by written ballot if one or more Offices is contested. If there are no contested seats or there are fewer candidates than vacancies, election may be conducted by verbal vote. When there are more candidates than vacant Director seats, the candidates with the most votes are elected to the Seats. For example, when there are three vacancies and 5 candidates, the top three vote recipients win the seats. In a contested Office, the candidate with the most votes wins the Office. The Annual Meeting will be governed as per 3.5.

BYLAW 8 – ADVISORY COUNCIL

The Board may develop an advisory council as a complementary component to the organization that would exist exclusively to enhance the expertise available to leadership and the professionals delivering direct service to the individuals and families served at Paxton. The Advisory Council will have its own guidelines approved by the Board of Directors that govern its formation, membership and role. The Advisory Council and its members serve at the pleasure of the Board of Directors.

BYLAW 9 – TRANSPARENCY

It is the goal of the Board that all governance and process documentation be open and easily accessible to the membership and, in some cases, the general public to demonstrate Arc's commitment to best practice. The Executive Director shall ensure minutes from Board meetings, preservation of Board and Executive Staff emails, strategic planning documents, and all official and legally required documents are maintained digitally and backed up at an offsite location. Audits, annual reports, constitution and bylaws, IRS 990s, Articles of Incorporation and other organizational documents required by grant applications or business partners or of interest to the general public may be posted on the website.

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BYLAW 10 - RELATIONSHIP WITH NATIONAL AND STATE ASSOCIATIONS

10.1 Arc shall maintain its membership as a local affiliate of The Arc of the United States and The Arc of Virginia, and shall support these Associations and their policies as long as it is deemed beneficial to our mission.

10.2 The representatives and voting delegates of Arc to the National and State Associations and to other organizations shall act under the direction and be responsible to the Board and shall make such reports as the Board shall require.

BYLAW 11 – LEAD EXECUTIVE EMPLOYEE

11.1 As this role is critical to the success of the organization, the terms of employment for this position will be governed by a current job description and a renewable employment contract that protects both the prerogatives of the Board as well as recognizing the inherent market value of someone selected to serve at such a high level. In as much as it is customary, the Board shall offer a competitive severance package which will be defined in said contract. This clause does not obligate the Board to pay the severance sum in cases where malfeasance or gross negligence has been established.

11.2 The lead executive employee's contract and severance package will be drafted by the Board's Personnel Committee or, in the absence of such a committee, the Board's Executive Committee. The contract and severance package will be approved by the Executive Committee. If the contract is deemed unfair to either party or the severance is deemed excessive or inadequate, a two thirds vote by the full Board can send either back to the Executive Committee for further review and adjustment.

BYLAW 12 – PARLIAMENTARY PROCEDURE

12.1 Roberts Rules of Order shall govern the conduct of business at all members and Board meetings to the extent they are not inconsistent with these Bylaws, Arc's Constitution, or special rules of procedure passed by the Board at a meeting preceding the one in which the rule is applied.

12.2 Should the Board deem it beneficial, Arc may create a nonvoting seat on the Board for a Parliamentarian to preside at meetings and lend guidance to governance process and principles.

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BYLAW 13 – AMENDMENTS

13.1 These Bylaws may be amended by a two-thirds vote of the Stakeholders present and voting at a special meeting called for the purpose of amending the Bylaws. In such case, the notice for the special members shall contain a draft of the text of the proposed changes to the Bylaws.

13.2 Notwithstanding the foregoing, however, the provision of the Bylaws providing the number of directors of Arc shall be deemed automatically amended to conform to the appointment of additional directors by the Board as set forth in Section 5.2 above.

These Bylaws were approved by the Stakeholders and adopted by the Board of Directors on _____.

_____ Printed Name	<u>President</u> Title	_____ Printed Name	<u>Secretary</u> Title
_____ Signature		_____ Signature	