

NYSARC INC. BY-LAWS

ARTICLE I. MEMBERSHIP

Section 1. Membership in NYSARC, Inc. (hereinafter "Association") is open to individuals who are at least eighteen (18) years of age who are interested in the welfare of persons with developmental disabilities and who are members of a Chapter.

Section 2. There shall be four classes of membership: Active, Life, Honorary and Sustaining. All members of Chapters in any of these classes shall be members of the Association which is a unitary membership corporation.

Section 3. Active members shall be those who pay annual dues, the amount of which shall be fixed by the local Chapter. A member in good standing shall be one whose dues have been paid for the current membership year. The good standing of a member shall be determined as of a date thirty (30) days prior to the act for which good standing is required. Active members in good standing shall have the right to vote and hold office, except that no person who is a paid employee of either the Association or one of its Chapters may be an officer, governor or director of the Association or any of its Chapters.

Section 4. Life members shall be those who contribute within a period of one year an amount fixed by the local Chapter, and who request such status. Life members shall thereafter be exempt from the payment of dues, but shall retain all rights and privileges of membership in the Association, including the right to vote and hold office.

Section 5. Sustaining members shall be those who would be eligible to be Active or Life members but who reside in a territory in which there is no Chapter. Such individuals may be admitted to membership in not more than one Chapter of the Association upon application in writing. Sustaining members shall have all the privileges of membership except the right to vote and hold office, and shall pay the same dues as active members.

Section 6. The Active and Life classes of membership of a Chapter are available to (1) individuals whose principal place of residence or employment is in the county served by the Chapter, (2) individuals who receive or have received services from the Chapter, (3) individuals who are blood relatives or the legal guardian of persons who receive or have received services from the Chapter, or (4) individuals who are employed by the Chapter except no such employee shall have the right to vote or participate in the election process. Exceptions for individuals who do not meet one or more of the above qualifications may be granted by the Board of Governors on a case by case basis.

Section 7. Upon the ratification of this Section, with the exception of Honorary memberships, no individual shall be admitted to more than one class of membership or have membership in

more than one Chapter of the Association. Individuals who became members of more than one Chapter prior hereto may maintain multiple memberships providing such members designate in writing the member's Chapter of primary membership for purposes of Board of Governor representation. Individuals who are members of more than one Chapter but fail to make a written designation of primary membership shall not be considered a member of any Chapter for purposes of Board of Governor representation.

Section 8. Honorary members shall be those persons who have distinguished themselves by their attainments in the field of developmental disabilities or related sciences, or have rendered special service in promoting the interest of persons with developmental disabilities and who have been elected to such membership by the Board of Governors or the Board of Directors of a Chapter. Honorary members do not pay dues and shall not have the right to vote or hold office.

Section 9. Membership in the Association shall be obtained by election or by application in writing requesting such membership and payment of dues as prescribed. The Secretary of the Chapter shall maintain all such membership applications.

Section 10. The annual dues of Active members may be waived at the discretion of the Chapter Board of Directors in cases of financial or other hardship.

Section 11. The membership list of the Association and the membership list of any Chapter, except as provided by law, shall not be published, circulated or otherwise made available unless by authorization of the Board of Governors or the Chapter Board of Directors.

Section 12. The Chapter Membership Committee, or such other Committee charged with membership, may, by majority vote, prefer charges to the Board of Directors against any member for conduct detrimental to the Association. In the event a member submits charges to the Membership Committee for action and the Committee dismisses such charges or fails to prefer such charges to the Board of Directors within thirty days after such submission, the member submitting such charges may submit them to the Board of Directors for action. Such charges shall be in writing and a copy shall be served upon the member against whom the charges have been brought. The Board of Directors, by majority vote, may dismiss such charges without a hearing or declare a hearing to be necessary. In the latter event, the member charged shall be given at least five days' notice of the time and place of hearing, at which he/she may appear in person. After such hearing, the Board of Directors may sustain the charges by a two-thirds vote of the Board of Directors failing which the charges shall be dismissed. If the charges be sustained, the Board of Directors may, by majority vote: (a) expel the member from the Association; (b) suspend the member for a period up to one year; (c) deny the member privileges and rights of any nature and for a period determined by the Board of Directors. Notice of the action taken by the Board of Directors shall be given in writing to the member within three days thereafter.

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.

Section 13. The Executive Committee of the Board of Governors or 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 12 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.

ARTICLE II. OFFICERS

Section 1. For the purpose of this Association, the Chapters shall be divided into regions as defined by the Board of Governors in its meeting immediately preceding annual elections in consultation with the Chapters and each region shall contain a generally proportionate number of Chapters to the extent practicable. The officers of the Association shall be a President, a Vice President from each of the regions, a Secretary, Treasurer and an Assistant Treasurer.

Section 2. Officers shall be elected by a majority of votes (as defined in Article III, Section 1) cast by the Board of Governors then in office for a term of one year and shall take office immediately upon being sworn in following their election. However, the regional Vice Presidents shall be elected by a majority vote of the Board of Governors representatives from each such region.

Section 3. Immediately after the election of the regional Vice Presidents, the Senior Vice President shall be elected from among the Vice Presidents by majority vote of the Board of Governors.

Section 4. No officer may serve in his or her office for more than four consecutive one year terms.

Section 5. Upon the death, resignation in writing, disability or removal of any officer, other than the President, the Executive Committee shall elect a replacement for the vacant office to complete the remaining term. Vacancies in the office of Regional Vice-President may only be filled by a member of the region where the vacancy exists.

ARTICLE III. BOARD OF GOVERNORS

Section 1. The Association shall be governed by a Board of Governors consisting of a minimum of ten (10) and a maximum equivalent to the number of chartered Chapters as hereinafter provided. The Board shall include from each Chapter which is in good standing as defined by the Executive Committee one primary member plus one alternate member who shall vote in

accordance with the following:

- a. No Chapter shall have a Board of Governor representative with a vote of fewer than one (1) nor more than ten (10). Votes shall be assigned to each Board of Governor representative in accordance with the following:
- b. For the first 300 active members in good standing of such Chapter, the Chapter shall be entitled to one (1) vote. Each Chapter shall be entitled to an additional vote for membership from 301 up to 1,000 active members in good standing and an additional vote for each additional membership of 1,000 or greater fraction thereof. No Chapter shall have fewer than one nor more than ten votes for its Board of Governor representative, as follows:

# of Chapter Members	# of Votes
0-300	1
301-1,000	2
1,001-1,501	3
1,502-2,501	4
2,502-3,501	5
3,502-4,501	6
4,502-5,501	7
5,502-6,501	8
6,502-7,501	9
7,502 and beyond	10

- c. Each Chapter is entitled to one (1) primary and one (1) alternate Board of Governor representative. The alternate shall be elected in the same manner as the primary Board of Governor and is entitled to receive all official board communications. If the Chapter's primary Board of Governor representative cannot attend a board meeting, the alternate representative may appear in their place and (in that case) may partake in deliberations and voting. The alternate Board of Governor representative may attend any Board of Governor's meeting at the expense of their respective Chapter and but may not participate in voting if the Chapter's primary Board of Governor is present at the meeting.
- d. Each Board of Governor representative must cast his or her votes in one block and may not divide them on any issues.

Section 2. All Past Presidents may sit in an advisory capacity on the Board of Governors with the right to be heard but not to vote.

Section 3. The Officers of the Association shall be members of the Board of Governors at the time of nomination, election, and commencement of the term of office with full powers and shall be so regarded in computing Chapter representation, except that the President shall not be so regarded in computing Chapter representation.

Section 4. Board of Governors representatives shall be nominated by their Chapters and elected by the Board of Governors for a term of two years beginning in the month of October, with approximately one-half of such terms expiring each year. A simple majority of the Board of Governors shall consist of parents or blood relatives of persons with developmental disabilities. No Board of Governors representative may serve as a primary member for more than three (3) consecutive two-year terms. Board of Governors representatives shall be nominated and elected in the same manner as Officers. (The Governors first elected after October 2016 shall divide themselves into two classes by lot, one-half to serve for a term of one year and one-half to serve two years. Thereafter, all shall be elected for a term of two years.)

Section 5. No person shall be eligible to be elected to serve as a member of the Board of Governors unless that person is a member of the Board of Directors of the Chapter the person represents at the time of their election.

Section 6. Upon the death, resignation in writing, disability or removal of any Board of Governor representative, other than a State-wide Officer, the Board of Governors, upon the recommendation of the Chapter affected and by a majority vote, shall elect a successor to serve out the remaining term. The successor shall represent the same Chapter as their predecessor.

Section 7. The Board of Governors shall meet no less than four times each calendar year and at such additional times as may be necessary.

Special meetings of the Board of Governors may be called by the President at the President's own instance, or on the signed request of members of the Board of Governors representing not less than five (5) Chapters. Such request shall be made to the Secretary and shall state the reason and purpose for the special meeting. Notice of such special meeting shall be mailed to each representative on the Board of Governors at least twenty days before the date thereof. Only the business subscribed in such notice may be transacted at the meeting.

Section 8. A quorum of the Board of Governors shall consist of a majority of its representatives entitled to vote. However, the Board shall act by a majority of the votes of Governors present at any meeting, except as otherwise provided herein.

Section 9. The Executive Committee may declare vacant and fill, as permitted by these By-laws, the seat of any Board of Governor who is absent without valid excuse from two (2) meetings during any calendar year. Also, an Officer or Governor may be removed by the Board of Governors at a special meeting called therefore, after a hearing upon written charges of malfeasance, misfeasance, nonfeasance or other conduct prejudicial and adverse to or bringing discredit upon the Association preferred by members of the Board representing not less than three Chapters. A copy of the charges shall be served upon the person against whom they have been brought, not less than thirty days before the date of such special meeting. The person against whom charges have been made may appear at the hearing. After such hearing, the Board must sustain such charges by a two-thirds vote, failing which the charges shall be dismissed. This power of the Board may not be exercised by its Executive Committee.

ARTICLE IV.
EXECUTIVE COMMITTEE OF THE BOARD OF GOVERNORS

Section 1. The Executive Committee of the Board of Governors shall consist of all the elected officers of the Association. The nomination and election of each of the regional vice presidents will be determined by the Board of Governors representing each of the specific regions. The immediate Past President shall sit in an advisory capacity with the Executive Committee.

At least one member of the Executive Committee shall be a parent or blood relative of an individual residing in a developmental center or the representative of a developmental center Chapter. In the event less than one member of the Executive Committee has these qualifications, one additional member who does have these qualifications shall be elected to the Executive Committee.

Section 2. Meetings of the Executive Committee shall be held at the call of the President, and upon at least five business days' notice to the Executive Committee and the Board of Governors.

Section 3. The Executive Committee shall exercise all powers of the Board of Governors during the intervals between the meetings of the Board, except as otherwise provided by these By-Laws. All the proceedings of the Executive Committee shall be reported to the Board at its next succeeding meeting, which can be complied with by means of electronically mailing approved minutes of Executive Committee minutes in accordance with this Section, and such proceedings can be subject to revision, rescission or alteration by the Board, provided no irrevocable rights of third parties shall be affected by such revision, rescission or alteration. Approved minutes of the Executive Committee of the Board of Governors shall be electronically mailed by the Secretary to all Board of Governors Representatives within thirty days after each meeting, unless a member of the Board of Governors requests that such minutes be sent by regular mail.

Section 4. A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee then in office, and the affirmative vote of the majority of all members present shall be required for the approval of any action. Each Executive Committee member with voting authority shall be entitled to cast only one (1) vote at any meeting thereof.

Section 5. All Executive Committee meetings shall be open to members of the Board of Governors with the exception of executive sessions of the Executive Committee which have been duly convened.

ARTICLE V.
DUTIES OF OFFICERS AND BOARD OF GOVERNORS' REPRESENTATIVES

Section 1. The President, or in the President's absence, the Senior Vice President, or in the Senior Vice President's absence, any Officer selected by the Board of Governors, shall preside at meetings of the Board of Governors and the Executive Committee of the Board of Governors. The President shall be a non-voting member of all committees, taskforces, or workgroups except the Nominating Committee. The President shall appoint the members of all special taskforces

or workgroups of the Association and shall render an annual report in writing to the Board of Governors.

Section 2. Each Vice President shall be responsible for furthering the program and activities of the Association in their respective region and assisting the President in promoting the goals and objectives of the State Association. Specifically, each regional Vice President is responsible for organizing and holding at least two annual meetings in their respective region with an agenda developed based upon input from the Chapters in the region. In addition, the Vice Presidents are responsible to assist in the resolution of disputes between Chapters and in the facilitation of Chapter collaborations. Each Regional Vice President shall also be responsible for bringing forward to the State Association the policy and legislative concerns and issues of their region. In the event of vacancy in the office of President, the Senior Vice President shall succeed to this office.

Section 3. The Secretary shall keep the minutes of the meetings of the Board of Governors, and of the Executive Committee thereof. The Secretary shall be responsible for serving all notices required by law or by these By-Laws.

Section 4. The Treasurer shall receive, disburse and account for funds of the State Office under and by direction of the Board of Governors. The Treasurer shall cause to be prepared an annual audited financial report which shall be presented in writing to the Board of Governors. In the absence or other inability to act as the Treasurer, the Assistant Treasurer shall carry out the duties enumerated herein for the Treasurer and shall so act until the absence or other disability of the Treasurer has been terminated or until any vacancy in said office has been filled by the Board of Governors.

Section 5. The Board of Governors, except as otherwise provided by law or these By-Laws, shall have charge of the management of the Association, its assets, property and business, including the disbursement and allocation of funds to carry on the functions of the State Office. They may adopt such rules and regulations for their meetings, the management of the organization and the carrying out of its stated purposes and objectives as they deem proper. Without in any way limiting any of the foregoing, the Board of Governors shall have all powers of the organization not herein otherwise expressly delegated.

Section 6. All withdrawals of funds from State Office accounts shall be by signatures of any two persons authorized by the Board of Governors, at least one of whom shall be the President, Senior Vice President, Treasurer or the Assistant Treasurer.

Section 7. The Treasurer and all persons authorized to withdraw funds and such persons as may be designated by the Board of Governors shall be appropriately insured and/or bonded.

Section 8. Each Board of Governors representative (primary and alternate) is required to serve on at least one (1) Committee or workgroup during the entirety of their term.

ARTICLE VI. CHAPTERS

Section 1. The Board of Governors, upon application in writing of ten or more parents and/or friends of persons with developmental disabilities residing in a geographical subdivision of the state, shall have the power to charter themselves as a Chapter of the Association provided that there shall be only one Chapter in the City of New York, or in any other geographical subdivision, with the exception, however, that the Board may charter a Chapter in Richmond County.

Section 2. All Chapters shall organize with their own officers and Board of Directors and shall function under the rules and regulations promulgated by the Board of Governors or set forth in the Chapter Manual. The proposed By-Laws of each new Chapter, and any amendment to the By-Laws of any Chapter, must be submitted to the Executive Committee or Board of Governors for approval after adoption by the Chapter, and shall not be effective until approved by the Executive Committee or the Board of Governors.

Section 3. Chapters shall annually transmit to the State Office a sum per member as the Board of Governors may from time to time determine. Chapters shall also pay such administrative charges to the State Office as shall annually be determined by the Board of Governors.

Section 4. Each Chapter shall make an annual report, including an independent audited financial report, to the State Office on behalf of the Board of Governors, within six months of the close of its fiscal year and shall also make a financial report to the State Office on behalf of the Board of Governors of each of the holding companies administered by the Chapter.

Section 5. In the event of the failure of a Chapter to meet its obligations under these By-Laws or the Chapter Manual, the Board of Governors may take such disciplinary measures, including revocation of its Charter, as it deems fit.

Section 6. Any dispute arising between Chapters, or within a Chapter with respect to the interpretation or application of the Chapter By-Laws shall be submitted to and decided by the Board of Governors, whose decision shall be final. Any dispute with respect to any election shall be decided by the Board of Governors.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee shall be chosen as follows:

- a. one person shall be appointed by the President and shall serve as Chairperson.
- b. One person shall be elected from each of the other regions not already represented by the Chairperson of the Nominating Committee by the Board of Governor

representatives from that region.

- c. Members of the Association seeking office are not eligible to serve on the Nominating Committee.
- d. No person may serve on the Nominating Committee for more than four consecutive years.

Section 2.

- a. The Committee shall request from each Chapter its proposed nominees for Officers and Governors which shall be submitted no fewer than ninety days prior to the Board of Governors meeting held annually in October. The Committee shall select and transmit to the Secretary, not less than sixty days prior to said meeting, its selection of nominees for all Officers and governorships which will be vacant at the October meeting of the Board of Governors. Such nominations shall be accompanied by the written consent of each person so nominated, and if the proposed Governor is a first-time nominee, acceptance must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which they are an officer, director, trustee, member, owner, or employee and with which NYSARC is a participant and in which the Governor might have a conflicting interest.. No Governor shall be nominated unless proposed by the Chapter which he/she represents.

Upon receipt of the slate of nominees, but not later than fifty-five days prior to the October meeting of the Board of Governors, the Secretary shall send copies thereof to each Chapter of the Association.

- b. Additional nominations for Officers or Governors to the slate proposed by the Nominating Committee may be proposed by any Chapter. Such nominations shall be sent to the Association Secretary under the signature of the Chapter Secretary and shall be accompanied by the written consent of each person nominated by the Chapter, and if the proposed Governor is a first-time nominee, acceptance must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which they are an officer, director, trustee, member, owner, or employee and with which NYSARC is a participant and in which the Governor might have a conflicting interest. A Chapter's list of additional nominees must be received by the Association Secretary at least thirty-five days prior to the October meeting of the Board of Governors. Upon receipt of any list of additional nominees, but not later than thirty days prior to the October meeting of the Board of Governors, the Secretary shall send copies thereof to each Chapter of the Association.
- c. Additional nominations for Officers and Governors may be proposed by members of the Association. Additional nominations must be made by written petition

signed by at least thirty members in good standing and shall be accompanied by the written consent of each person nominated, and if the proposed Governor is a first-time nominee, acceptance must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which they are an officer, director, trustee, member, owner, or employee and with which NYSARC is a participant and in which the Governor might have a conflicting interest. The list of additional nominees must be received by the Association Secretary at least thirty-five days prior to the October meeting of the Board. Upon receipt of any list of additional nominees, but not later than thirty days prior to the October meeting of the Board, the Secretary shall send copies thereof to each Chapter of the Association.

- d. Each candidate, whether nominated by the Nominating Committee, a Chapter or members in good standing, may submit a brief biographical sketch not to exceed one 8 1/2 by 11 inch page. Biographical sketches, when provided, shall be included by the Secretary in nomination packets sent to each Chapter of the Association.
- e. No nominations shall be made from the floor unless no candidate is currently on the slate due to a withdrawal on the part of a previously nominated candidate(s) of his/her candidacy for office.

Section 3.

- a. Election of Officers and Governors shall be held at the annual October meeting of the Board of Governors.
- b. The candidate receiving the greatest number of votes shall be elected provided, however, that in the voting on the offices of Vice President, a separate vote shall be taken as to each such office, and that in each such vote only the Board of Governors representatives from the Chapters in the region from which the Vice President is being selected may vote.
- c. In the event of a tie between two or more candidates for any office, the Board of Governors at its first regular meeting after the election shall elect one of the said candidates.
- d. The newly elected Officers and Governors shall take office at the first Board of Governors meeting following the election.
- e. Each Officer and Board of Governors representative shall hold office for the term elected and after the expiration thereof, until their successor shall be chosen.
- f. No person shall be eligible for election as an Officer or Governor who is not a

member in good standing of the Association.

ARTICLE VIII. COMMITTEES

Section 1. The Board of Governors shall establish from time to time among its members committees to assist the Association to carry out the goals and objectives of the Board of Governors. The Board of Governors may from time to time terminate committees that no longer serve a useful purpose. The committees of the Board are as follows:

Audit Committee - The Audit Committee shall be made up of only independent directors and shall assist the Board of Governors in fulfilling its fiduciary responsibilities with regard to accounting policies and financial reporting practices of NYSARC, Inc., its central office, chapters and all subsidiaries and the sufficiency of auditing relative thereto. The Committee shall be the Board of Governors' principal agent in assuring the independence of the corporation's independent accountants, the integrity of management, and the adequacy of disclosures to members and governors. The Committee shall have the authority to investigate any activity of the corporation, its constituent chapters and affiliates, and all employees and Board members are directed to cooperate as requested by members of the Committee.

Further, the Audit Committee will be responsible for the oversight of the accounting and financial reporting process of the corporation and the audit of the corporation's financial statements; annual retention and/or renewal of and evaluation of independent auditor(s); review of the results of the audit and management letter with the auditor; reviewing with the auditor the scope and planning of the audit prior to commencement; discussing items with the auditor following the audit, including but not limited to (i) any risks or weaknesses in internal controls, (ii) restrictions on the auditor's activities or access to requested information, (iii) any significant disagreements between auditor and management, and (iv) the adequacy of the reporting processes. The Committee shall also annually consider the performance of the auditor and report to the full board on the activities and outcomes of the Audit Committee. Finally, the Committee shall oversee the adoption and implementation of, and compliance with NYSARCs conflict and whistleblower policies.

Budget and Finance Committee - The Budget and Finance Committee shall be responsible for the financial affairs of the State Office. At a time specified by the Board of Governors the Budget and Finance Committee shall prepare an itemized budget for the following year. It shall supervise the spending of all funds allotted by the budget. Authorization for the expenditure of funds in excess of those allotted in the budget shall be submitted to the Budget and Finance Committee for presentation to the Board of Governors with recommendation for action. The budget and any other funds requested by the Committee or the State Office shall be subject to the approval of the Board of Governors.

It shall recommend policies affecting the State Office's financial structure and activity as may be appropriate for action by the Board. The accounts of the State Office shall be audited each year at the close of its fiscal year by an independent certified public accountant who is not an officer or employee of the Association, and the signed report of such accountant shall appear in the President's annual report.

Financial Sustainability Review Committee - The Financial Sustainability Review Committee (FSRC) is responsible for reviewing the recommendations of the NYSARC State Office Chief Financial Officer in connection with the NYSARC Financial Sustainability Policies and for recommending or undertaking appropriate action and intervention for each Chapter subject to evaluation. The Chairperson of the FSRC will be named by the President and shall be a current member of the NYSARC Budget and Finance Committee. The Chairperson shall, in turn, appoint members of the FSRC, which shall minimally include one (1) member must be a current member of the Joint Committee on Quality and Corporate Compliance, two (2) members must be members of the Board of Governors from NYSARC regions not already represented by the Chairperson or Joint Committee on Quality and Corporate Compliance, two (2) Chapter Executive Directors and two (2) Chapter Chief Financial Officers. The following NYSARC State Office staff shall also be involved and serve as liaisons to the FSRC: C.F.O., Assistant C.F.O., Financial Analyst, and Director of Quality and Compliance.

Joint Committee on Quality and Corporate Compliance - The Joint Committee on Quality and Corporate Compliance (JCQCC) oversees all quality and compliance related activities within NYSARC. The Committee is responsible for developing and distributing model compliance program policies, templates, and forms; serving as a compliance resource for all Chapters; and monitoring each Chapter's compliance program and reports. The Committee is also responsible for defining, reviewing and refining internal quality benchmarks and quality improvement programs; assessing and promoting best practices; establishing a quality improvement process that incorporates identifying, collecting, analyzing, and communicating key metrics; and evaluating and recommending proposals from within NYSARC and from other oversight and professional groups. The Committee facilitates quality and compliance training and learning opportunities, as well as the sharing of resources throughout the organization. The Committee makes recommendations on both quality and compliance related concerns, activities, and efforts to the Board of Governors with the goal of improving NYSARC's overall operations and services.

Guardianship Committee - Guardianship shall be responsible for overseeing and monitoring the Corporate Guardianship Program of the Association. The Committee shall, on behalf of the Board of Governors, review and consider all applications for Primary, Standby and Alternate Standby Guardianship of the Person. It shall develop and maintain defining principles, benchmarks and policies and procedures to govern the Association's Corporate Guardianship program. It shall also seek to ensure that the needs of every person for whom the Association is guardian are addressed in the least restrictive environment while promoting individuality, autonomy, dignity and self worth.

Legal Committee - The Legal Committee shall advise the Association and, wherever possible, the Chapters on all legal matters and shall be responsible to review the By-Laws of the Association and each Chapter and any changes therein.

Within thirty (30) days following the October meeting of the Board of Governors, the President shall appoint a chairperson for each of the foregoing committees of the Board. Upon appointment by the President, the chairperson shall in turn appoint the members of the committee.

Section 2. In addition, the President, with the approval of the Board of Governors, may establish such ad hoc committees, task forces, or workgroups as the President deems appropriate and appoint the members thereof. Those workgroups may include but are not limited to:

- a. Adult Services
- b. Advocacy and Oversight for State-Operated Programs
- c. Board Development
- d. Corporate Governance
- e. Education
- f. Governmental Affairs - Governmental Affairs shall develop recommendations for the formation of an annual legislative platform.
- g. Insurance and Pension - Insurance and Pension shall review the insurance and pension programs of the Association and advise the Board of Governors and the Chapters on all insurance and pension matters which may affect their operations.
- h. Issues/Positions
- i. Membership
- j. Public Relations and Development
- k. Scholarship and Awards
- l. Strategic Planning

Unless otherwise detailed above, all other workgroups are responsible to (a) recommend to the Board of Governors policy proposals in their respective areas, (b) develop legislative recommendations and materials for public dissemination in their respective areas, (c) serve in an advisory role to the Executive Committee and Board of Governors, and (d) advocate for quality of care and the rights of persons with developmental disabilities.

Section 3. Except as otherwise provided in these By-Laws, the following rules shall govern the conduct of all committees, workgroups, and taskforces:

- a. A majority of the members of each committee, workgroup, or taskforce shall constitute a quorum thereof.
- b. Each committee, workgroup, and taskforce shall meet as necessary. To the extent possible, meetings shall be conducted in a manner so as to allow for participation via telephonic/video conferencing.
- c. Each committee, workgroup, and taskforce shall keep minutes of attendance and the proceeding of its meetings, and shall retain a copy of such minutes.
- d. No official communication setting policy shall be sent by any committee, workgroup, or task force without the approval of the Board of Governors or the President.
- e. Conflict in jurisdiction among committees shall be decided by the Board of Governors.

ARTICLE IX. ADMINISTRATION

Section 1. The Association shall maintain a State Office at such place and with such facilities as the Board of Governors may direct for the promotion of the objectives of the Association. The functions of the State Office shall include the administrative detail of the Association, the promotion of public relations, and such other general and special services as may be directed to it by said Board. The seal of the Association shall be kept at the State Office.

Section 2. The Association may employ an Executive Director as the Administrative Agent of the Association, to work under the direction of the Board of Governors through the Association President. The Executive Director shall be available to the officers, committees and members, for professional consultation in connection with the affairs of the Association. Initial appointment of the Executive Director shall be by contract and by a two-thirds vote of those present at a regular or special meeting of the Board of Governors. Reappointment of the Executive Director shall be by contract and by a simple majority vote of those present at a regular meeting of the Board of Governors. The Executive Director may be removed from office by a two-thirds vote of those present at a regular meeting of said Board, if it appears that the best interest of the Association are not being served by the incumbent.

Section 3. The Executive Director may employ such office personnel and acquire for the State Office such office materials and equipment as the budget specifications warrant.

ARTICLE X. INDEMNIFICATION OF GOVERNORS, OFFICERS AND COMMITTEE MEMBERS

Section 1. Any and every person made a party to any action, proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a Governor, Officer, Committee/Workgroup/Taskforce Member, or Chapter Officer who executes contracts on behalf of this Association, may be indemnified by the Association to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually necessarily incurred by him in connection with the defense of such action or 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 Governor, Officer or Committee/Workgroup/Taskforce Member has breached his/her duty to the Association.

Section 2. Any and every person made a party to any action, suit, or proceeding other than one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, was a Governor, Officer, Committee/Workgroup/Taskforce Member, or Chapter Officer who executes contracts on behalf of the Association, may be indemnified by the Association, to the full extent permitted by law, against expenses, including attorneys' fees, actually and necessarily incurred as a result of such 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 the Association and, in criminal

actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XI. MISCELLANEOUS

Section 1. The fiscal year of the State Office shall be from June 1st of each year to May 31st of the following year.

Section 2. Any action required or permitted by the Board of Governors, Executive Committee or any other Committee of the Association may be taken without a meeting if all members of such Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by its members shall be filed with the minutes of the proceedings of the respective body.

Section 3. Any one or more members of the Executive Committee or any other Committee of the Association or any member of the Board of Governors may participate in a meeting by means of a conference telephone or other similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. All nouns and pronouns herein, and any variations thereof, shall be deemed to refer the masculine, feminine, singular or plural as the identity of the person or persons may require.

Section 5. All notices required pursuant to these By-Laws may be provided electronically upon the consent of the intended recipient.

Section 6. For the purposes of these By-Laws, blood relative shall be defined as a) the degree of consanguinity set forth in the *New York Estates Powers and Trust Law* for the purpose of intestacy to wit: no more distant than a common grandparent, which shall include relationships established through marriage: or, b) the legally appointed guardian of a person who is mentally retarded.

Section 7. For purposes of these By-Laws, the term "State Office" shall refer to the offices of NYSARC, Inc.

ARTICLE XII. INTERPRETATION AND CONSTRUCTION

The Board shall have full power and authority to interpret this Constitution and By-Laws and its decisions on all such questions shall be final, binding and conclusive. The rules contained in *Robert's Rules of Order, Revised* shall govern all meetings of the Association in all cases to which they are applicable, and in which they are not inconsistent with this Constitution and By-Laws or with the laws of the State of New York.

ARTICLE XIII. **AMENDMENTS**

Section 1. Amendments to these By-Laws may be proposed by a Chapter or a member of the Board of Governors by presenting a request in writing to the Board of Governors no less than sixty (60) days prior the next scheduled meeting of the Board.

Section 2. A two-thirds vote of the votes cast by the Board of Governors representatives present in person shall be required for the adoption of a proposed amendment.