

# The Arc of Weld County Bylaws



## ARTICLE I OFFICES

**SECTION 1. PRINCIPAL OFFICE.** *The principal office of The Arc of Weld County (The AWC) shall be located in Weld County.*

**SECTION 2. REGISTERED OFFICE.** *The registered office of The AWC is required by the Colorado Revised Nonprofit Corporation Act is to be maintained in the County of Weld, State of Colorado. The Board of Directors may change the address of the registered office from time to time.*

## ARTICLE II MEMBERSHIP

**SECTION 1. MEMBERSHIP.** *All memberships with The AWC are individual memberships.*

**SECTION 2. DUES.** *Members are not required to pay yearly dues, instead donations are encouraged. Board members shall be dues paying members of The AWC.*

**SECTION 3. MEMBERSHIP VOTING.** *Members 16 years of age and older are authorized voting members with The AWC.*

## ARTICLE III MEETINGS

### **SECTION 1. ANNUAL MEETING.**

- a) *There shall be a required annual meeting the last quarter of each year. The exact date will be chosen by the Executive Committee, in consultation with the Board of Directors.*
- b) *The purpose of the meeting shall be to elect officers, board members, and address general business.*
- c) *The Slate of Officers will be prepared by the Board of Directors. All nominations will be reviewed and potentially accepted prior to the Annual Meeting.*
- d) *An affirmative vote by the majority of the members present at the meeting will be required to pass all motions.*
- e) *Notice of the annual meeting shall be provided to each member no less than one month prior to the date of the meeting and will be posted on The AWC website.*
- f) *A slate of candidates for election as officers and directors will provide their consent to serve, if elected.*
- g) *The slate of candidates will be presented to the membership at the annual meeting.*
- h) *The Board will support The AWC staff with planning the annual meeting.*

**SECTION 2. REGULAR AND SPECIAL MEETINGS.** *Regular meetings of the Board of Directors shall be held at least monthly. Any member of the Executive Committee, upon request of three (3) board members, may call special meetings with a minimum of a 24-hour notice. Remote access will be authorized for participation in special meetings. Minimum participation applies, please see Article III, Section 3 for quorum requirements.*

**SECTION 3. QUORUM.** *A simple majority of the board members currently serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.*

**SECTION 4. VOTING ACTION TAKEN BY BOARD.** *Voting action by the Board of Directors can take place via a scheduled Board meeting, special meeting (as defined in Article III, Section 2) and via phone or email with approval. The Executive Director is a non-voting member of the Board.*

**SECTION 5. PROCEDURE.** *All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of "Robert's Rules of Order."*

## ARTICLE IV BOARD OF DIRECTORS

**SECTION 1. GENERAL POWERS.** *The business and affairs of The AWC shall be governed by its Board of Directors. They shall be empowered to employ professional personnel as required to administer the affairs of The AWC and to prescribe their duties and terms of employment. The Board will have equal representation of all Board members and all members will have the equal opportunity to be involved in all phases of the voting process. Individual Board members do not have the power to act on behalf of the Board or The AWC or to commit any resources of the organization, unless authorized to do so by the quorum of the Board or the Executive Director.*

**SECTION 2. TENURE AND QUALIFICATIONS.** *The Board will strive to maintain a diverse membership, inclusive of parents of children and/or adults with disabilities, self-advocates and community agency representatives.*

- a) *The Board of Directors shall consist of the executive officers and elected Directors of the Board. The board members may, at their discretion, award emeritus status to a board member for outstanding service to the organization.*
- b) *Directors are required to serve a minimum of one two-year term but may serve a maximum of two two-year terms. A term extension may be requested by a Director at the commencement of their second consecutive term and approved by the larger Board.*
- c) *The Executive Committee shall consist of the executive officers and the Executive Director.*
- d) *Chairpersons of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also member of the Board.*
- e) *There shall be self-advocate representation on the Board of Directors at all times. Adequate support shall be provided to these individuals when and where needed. Ongoing recruitment efforts will be pursued to ensure equal representation at all times.*
- f) *Board Emeritus, which may be granted by majority vote of the Board of Directors, as appropriate.*

**SECTION 3. DUTIES OF OFFICERS.**

- a) **President:**
  - a. *Is a member of the Board and remains in compliance with the Board Attendance Policy*
  - b. *Is a member of the Executive Committee*
  - c. *Presides over the operations of the Board*
  - d. *Is a partner with the Executive Director in achieving The AWC's mission*
  - e. *Oversees Board and Executive Committee meetings*
  - f. *May appoint ad hoc committees as needed*
  - g. *Calls special meetings as necessary and in compliance with the bylaws*
  - h. *Guides and mediates Board actions with respect to The AWC's priorities and governance concerns*
  - i. *Encourages the Board's role in strategic planning*
  - j. *May execute and deliver contracts on behalf of The AWC (with such consultation, if any, with legal counsel as the President may seek) which contracts shall be binding upon The AWC*
  - k. *Formally evaluates the performance of the Executive Director and informally evaluates the effectiveness of the Board members*
  - l. *Oversees searches for new Executive Directors, as needed*
  - m. *Periodically consults with individual Board members on their roles and helps them assess their performance*
  - n. *Performs other responsibilities as assigned by the Board*
- b) **Vice President:**
  - a. *Is a member of the Board and remains in compliance with the Board Attendance Policy*
  - b. *Is a member of the Executive Committee*
  - c. *Assumes the responsibilities of the President in their absence*
  - d. *Participates closely with the President to develop and implement officer transition plans*
  - e. *Performs other responsibilities as assigned by the Board*
- c) **Secretary:**
  - a. *Is a member of the Board and remains in compliance with the Board Attendance Policy*
  - b. *Is a member of the Executive Committee*
  - c. *Presides over the organization's official records*
  - d. *Records (unless alternative methods for minute taking is employed by The AWC) and review minutes prior to providing such documentation to the Board*
  - e. *Assumes the responsibilities of the President or Vice-President in their absence*
  - f. *Performs other responsibilities as assigned by the Board*
- d) **Treasurer:**
  - a. *Is a member of the Board and remains in compliance with the Board Attendance Policy*
  - b. *Is a member of the Executive Committee*
  - c. *Presides over the organization's official finances*
  - d. *Has a general understanding of basic accounting principles for nonprofits or is committed to learning such standards*
  - e. *Serves as the chairperson of the finance committee*
  - f. *Manages, with the support of the finance committee, the Board's review of and action related to the Board's financial responsibilities*

- g. *Works with the Executive Director and administrative staff to ensure that appropriate financial reports are made available to the Board in a timely manner*
- h. *Reviews the annual budget per the recommendations of the Executive Director and agency CPA and assists with the presentation of annual budgets and any budget revisions with the Executive Director*
- e) **Community Liaison (self-advocate):** *This Executive position may remain vacant should another Executive Officer also be a self-advocate, per Board approval and vote.*
  - a. *Is a member of the Board and remains in compliance with the Board Attendance Policy*
  - b. *Is a member of the Executive Committee*
  - c. *Communicates with community members about the current and needed supports for the developmental disabilities' populace*
- f) **Board Emeritus:**
  - a. *Is former member of the Board who has served with distinction and excellence*
  - b. *Has previously held an important leadership role in The AWC and continues to make contributions toward the sustainability of The AWC*
  - c. *Is encouraged to attend board and committee meetings, however, their attendance is not subject to any attendance policy and therefore not considered when determining a quorum*
  - d. *Is a non-voting Board member*
  - e. *Participates in one or more of The AWC events annually*

**SECTION 4.** **VACANCIES.** *Any vacancy occurring on the Board of Directors is to be filled by action of the Board.*

**SECTION 5.** **RESIGNATION.** *A Director may resign at any time by giving written notice to the Executive Director and/or President. The resignation shall be effective upon receipt of the notice or at such later time as specified in the written document. The Executive Director provides the resignation information at the subsequent Board meeting.*

**SECTION 6.** **ATTENDANCE AND REMOVAL.**

- a) *Attendance at meetings is necessary to conduct the business of The AWC. It is the responsibility of each Director to report an absence and reason for absence to the Board Secretary. A Director who misses two (2) consecutive meetings in a twelve-month period will be contacted by a representative of the Board President in an effort to understand the reason(s) for the non-attendance and attempt to come to a resolution.*
- b) *Any Director who misses three consecutive meetings or five meetings in a twelve-month period will be evaluated by the Executive Committee. The Executive Committee may recommend the consideration for said Director's removal from the Board by majority vote.*
- c) *Any Director may be removed at any time, with cause, by a majority vote of the Board of Directors.*

**SECTION 6.** **PRESUMPTION OF ASSENT.** *A Board member who is present at a meeting of the Board of Directors at which is taken shall be presumed to have assented. All actions taken by the Board of Directors regarding The AWC business shall be final until subsequently rescinded by Board action.*

## **ARTICLE V** **COMMITTEES**

**SECTION 1.** **STANDING COMMITTEES.** *The standing committees shall be: Executive, Finance, Membership, and Board Development/Recruitment.*

**SECTION 2.** **EXECUTIVE SESSIONS.** *Executive Sessions should occur at least once a year when the Board discusses the evaluation and compensation of the Executive Director. All Board members should have input into the evaluation of the Executive Director, while the Executive Committee holds the responsibility for managing the process. Executive Sessions may occur more frequently, as the need arises. The Executive Director may be included as a non-voting member of any Executive Session, when applicable. When the Board goes into Executive Sessions, it is required that decisions made within the session be entered into meeting minutes for The AWC.*

**SECTION 3.** **AD HOC COMMITTEES.** *Is a committee formed to accomplish a specific task and/or objective and is expected to be dissolved at the completion. Ad hoc committees serve two primary functions; to investigate the need of The AWC and/or carry out The AWC approved directive.*

**SECTION 4.** **COMMITTEE EXPECTATIONS.** *In the interest of best practices and consistency across all committees, all committees shall:*

- a) *Committees may be comprised of Board, volunteers, membership, community members and/or staff. Committee chairs must be a current member of the Board of Directors in good standing.*
- b) *Committee chairpersons shall provide verbal updates to the Board at each subsequent Board meeting.*
- c) *A committee can study, advise and recommend, but unless a committee has been delegated decision-making authority by the Board, only the quorum of the Board can make decisions.*
- d) *Designate a committee member to draft agendas and minutes.*

- a. Minutes (verbal or written) are required of all Committee meetings when exercising any designated power of the Board, i.e. use of The AWC resources including approved use of The AWC funds.
- e) Minutes shall be submitted to the Secretary at the end of each month, post meeting. As different committees meet at various frequencies, minutes submissions will vary as well. Minutes will be provided at the following Board meeting.
  - a. Minutes shall contain attendance information, date of the meeting as well as provide details regarding the general business conducted during the meeting.

**ARTICLE VI**  
**DUTIES OF STANDING COMMITTEES**

**SECTION 1. EXECUTIVE COMMITTEE.** This committee shall:

- a) Consist of the officers of The AWC and the Executive Director.
- b) The Executive Director shall not be a voting member of the committee. This committee may take action on matters arising that require prompt action by The AWC, provided a simple majority of the committee members approve the decision involved either in person or by telephone.
- c) This committee shall meet, convene by email or conference call, one week prior to the Board of Directors meeting to review the agenda and review and add other information/reports to be presented at the Board meeting.
- d) The Executive Committee members may also serve as signers on The AWC bank accounts and members should understand they may be asked to participate accordingly. This action requires Board approval and is evaluated annually.

**SECTION 2. FINANCE.** This committee shall:

- a) Support the Executive Director in preparing the budget. Additionally, they will assist the Board in making any indicated midyear adjustments to the budget.
- b) Serve as an advisory group to the Treasurer activities.

**SECTION 3. MEMBERSHIP.** This committee shall:

- a) Recruit new members.
- b) Coordinate membership drives with support of the Board of Directors, staff and general membership.

**SECTION 5. BYLAWS (as performed by the Executive Committee).** This committee shall:

- a) Review the bylaws each year.
- b) Propose changes to be presented to the Board of Directors at a meeting at least two months prior to the annual meeting and provided to The Arc of Colorado.
- c) Propose changes are to be provided to the membership at least 1 month before the annual meeting in the format preferred by the member. Should several members reside at one residence, only one set of proposed bylaws will be sent to the residence.

**SECTION 6. BOARD DEVELOPMENT/RECRUITMENT COMMITTEE.** This committee shall:

- a) Assure ongoing organization continuity and quality through strategic, diverse recruitment of Board members, including oversight of The AWC Board manual and interviews of prospective Board members.
- b) Provide orientation supports for all new and/or returning Board members.
- c) Ensure ongoing training for all Board members, including an annual Board Retreat and intermittent trainings as deemed appropriate.

**ARTICLE VII**  
**RELATIONSHIP WITH STATE AND NATIONAL ASSOCIATIONS**

The AWC agrees to maintain membership in both the State and National Associations and to support their policies.

**ARTICLE VIII**  
**AMENDMENTS**

The Board of Directors may propose changes and adoptions to the existing Bylaws. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the general membership. Any proposed changes to the Bylaws shall be presented to the general membership at one month prior to the meeting at which it is to be voted upon. Ratification of the proposed changes requires a majority vote of the members present at said meeting.

**ARTICLE IX**  
**NON-DISCRIMINATION**

The officers, directors, committee members, employees and persons served by The AWC shall be selected entirely on a nondiscriminatory basis with respect to race, color, religion (creed), gender, gender expression, age, national origin (ancestry), ability or disability, marital status, sexual orientation or military status.

**ARTICLE X**  
**BOOKS AND RECORDS**

*The AWC shall keep correct and complete books and records of account in accordance with generally accepted accounting principles for nonprofit corporations and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The Board of Directors may cause an independent audit of The AWC's records to be conducted following the end of the fiscal year or as deemed necessary.*

**ARTICLE XI**  
**FISCAL YEAR**

*The fiscal year of The AWC shall end on the last day of December in each calendar year.*

**ARTICLE XII**  
**NON-COMPETE POLICY FOR BOARD MEMBERS AND STAFF**

*Members of the Board of Directors and staff are prohibited from engaging in activities that present a potential or actual conflict of interest. No Board Director or staff person may engage in fundraising activities that directly competes with the fundraising efforts of The AWC. If an applicant is aware of a potential, or actual conflict of interest, they must make full disclosure of the nature and specifics of said conflict, so the Board of Directors or Executive Director, in the case of an applicant for employment or board membership, Staff and/or Board of Directors can consider the facts in their decision to accept or reject the individual's application. Board Members will disclose any perceived conflict of interest to either the Board President or the Executive Director prior to engaging in the activity in question. Likewise, all staff members will disclose any perceived conflict of interest to the Executive Director.*

*These are the current bylaws of The AWC approved and adopted by the membership on December 4th, 2021.*

(Signed) Kris Housel  
President, Kris Housel

Date: 12-4-2021

(Signed) Marcia Andersen  
Secretary, Marcia Andersen

Date: 12/4/2021