

**DELAWARE COUNTY CHAPTER NYSARC, INC.
CHAPTER BY-LAWS**

**Article I
Names and Offices**

This organization is the Delaware County Chapter of NYSARC, Inc., hereinafter called the "Chapter." It operates as The Arc of Delaware County (Delarc). NYSARC, Inc. shall hereinafter be known as the "Corporation."

**Article II
Mission and Purpose**

The mission of the Chapter shall be: The Arc of Delaware County exists so that people with disabilities will live personally fulfilling lives.

The purpose of the Chapter shall be to act locally for the Corporation in accordance with the Certificate of Incorporation and By-Laws of the Corporation and in conformity with its Chapter Manual and such rules, regulations and policies as the Corporation may from time to time prescribe.

This Chapter, in partnership with people with intellectual and/or developmental disabilities and their families shall work to ensure that the people we support by the Chapter have the support and services they need, are part of the community, and have maximum control of their own lives.

**Article III
Territory**

The territory assigned to the Chapter by the Corporation is Delaware County. It is subject to any change therein as may be made from time to time by the Board of Governors of the Corporation.

**Article IV
Membership**

Section 1. Membership in the Chapter is open to individuals who are at least eighteen (18) years of age who are interested in the welfare of persons with intellectual, developmental, and other disabilities. The Active membership of the Chapter shall consist of all persons who meet the requirements of the By-Laws of the Corporation and the Chapter; although the Chapter reserves the right to reject a membership application for good cause shown.

Only members in good standing of the Chapter may vote in Chapter elections or hold Chapter office. However, a member of a Chapter who is, at the time of the meeting or action in question, employed by either the Chapter or the State Corporation, may not hold office in the Chapter; may not vote or otherwise participate in any Chapter election; and may not vote on any other matter of

Chapter business, which may be put before the membership.

Section 2. Lifetime Members shall be those who contribute within a period of one year an amount fixed by the Chapter, and who request such status. Lifetime Members shall be thereafter exempt from the payment of dues. The rights of a lifetime Member of a Chapter shall be and remain those to which they were entitled at the time at which such membership took effect including the right to vote and hold office, except that a lifetime Member who is or becomes a paid employee of the Chapter shall not have the right to vote or participate in the Chapter election process, hold Chapter office, nor have the right to vote or otherwise participate in any Chapter election; and may not vote on any other matter, which may be put before the membership during such employment nor shall a Member in any class who is or becomes an employee of the Corporation or of the Chapter be an officer, governor, or director of the Corporation or any of its Chapters.

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 interests of individuals with developmental disabilities who have been elected to such membership by the Board of Directors of the Chapter. Honorary Members do not pay dues and shall not have the right to vote or hold office.

Section 3. The annual dues of members shall be proposed by the Board of Directors and voted on by the Chapter and paid to the Chapter. A Member in good standing shall be one whose dues have been paid for the current membership year or on a one-time basis in an amount fixed by the Chapter to be sufficient to cover lifetime membership. The good standing of a Member shall be determined as of a date thirty (30) days prior to the act for which the good standing is required. The membership year of the Chapter shall be from June 30th through and including June 30th of the following year. Annual dues paid by a member shall be deemed to establish membership during the membership year in which paid.

Section 4. Membership in the Chapter shall be obtained by expressed consent in writing or electronically requesting such membership and payment of dues as prescribed by the Chapter. The Secretary of the Chapter shall maintain all such membership applications.

Section 5. The Board of Directors may waive the payment of dues for Active Membership in cases of financial or other hardship.

Section 6. Charges against a member may be preferred, as prescribed in the By-Laws of the Corporation.

Section 7. The membership list of the 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.

Article V Meetings of the Membership

Section 1. The Chapter shall hold at least one (1) meeting annually, which shall be designated the Annual Meeting of the Chapter, and such other general meetings as the Board may from time to

time designate. Written or printed notice of each meeting shall be mailed to each member at least fifteen (15) days before the meeting, except that by individual consent of a member, such notice may be given to such member electronically, including via e-mail, using the timeframe contained herein.

Section 2. Special meetings of the members of the Chapter may be called by the Board or on the written request of at least one-third (1/3) of the members of the Chapter or thirty (30) members, whichever is less, delivered to the Secretary. Such request, and the notice of the meeting, shall set forth the purpose for which it is called, and no other business may be transacted at the special meeting. Written or printed notice of each special meeting shall be mailed to each member at least seven (7) days before the meeting, except that by individual consent of a member, such notice may be given to such member electronically, including via e-mail, using the timeframe contained herein.

Section 3. No fewer than twenty (20) members in good standing of the Chapter, present in person, shall constitute a quorum for any meeting. Members voting in a Chapter election by means of proxy (see Article IX, Section 5), shall be counted toward a quorum requirement for the meeting at which such election is scheduled, solely for purposes of the election and for no other purpose or business to be discussed or transacted at such meeting. Other than by timely submission of an absentee ballot, as provided for in Article IX, Section 5, no member not present in person may participate in any annual, general or special meeting of the membership. In any year where the Chapter membership exceeds one thousand (1000), the quorum must be increased to fifty (50).

Article VI Board of Directors

Section 1. The business and affairs of the Chapter shall be governed by a Board of Directors of not fewer than five (5) nor more than twenty (20) members, as such number may be prescribed by action of the membership taken at the Annual Meeting of the Chapter upon prior recommendation of the Chapter Board. The Board size will be set by membership at each Annual Meeting.

Section 2. Only members of the Chapter, in good standing, may serve on the Board.

Section 3. Regular meetings of the Board shall be held at least once each month, for a total of at least ten Board meetings annually. The dates of such regular meetings shall be fixed by the Board at their first meeting after the annual election.

Section 4. Special meetings of the Board may be called by the President at his/her own instance. Alternatively, any Board member can call such meeting upon written and signed request of one-third (1/3) of the members of the Board delivered to the Secretary. Such request shall state the business to be transacted at the meeting. Notice of a special meeting shall be mailed to each member of the Board at least five (5) days before the date of the meeting. The notice shall state the business to be transacted at the meeting, and no other business may be considered thereat.

Section 5. A majority of the Board shall constitute a quorum for all regular or special meetings, provided, however, that any one or more members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all

persons participating in the meeting to hear each other at the same time. Participation by such means only shall constitute presence in person at a meeting and permit voting by such Board member on any matter properly before the Board at such meeting.

Section 6. All powers herein granted to the Board are subject to the By-Laws of the Corporation and to the regulations contained in the Chapter Manual of the Corporation. Any act of the Board may be reviewed by the membership at its next meeting upon written request by one-third (1/3) of the members of the Chapter or thirty (30) members, whichever is less, delivered to the Secretary of the Chapter. Such action may be revised, altered or rescinded by a vote of two-thirds (2/3) of the members present provided that no irrevocable right of third parties shall be affected thereby. The minutes of the Board meetings shall be available at the regular meetings of the membership.

Section 7. Where possible, a majority of the Board of Directors shall be persons with intellectual or other developmental disabilities, parents or blood relatives or the spouses of such persons, as defined in the Corporation's By-Laws. At no time may the Board of Directors be less than one-third (1/3) parents (natural or adopted) or blood relatives of persons who have intellectual or other developmental disabilities, their spouses, or persons who have intellectual or other developmental disabilities.

Section 8. In addition to its other responsibilities set forth in law, Corporation By-Laws, the Chapter Manual and these By-Laws, the Board of Directors shall maintain oversight responsibility for monitoring the integrity of the Chapter's financial reporting process (including the independent annual audit) and systems of key internal controls regarding finance, accounting, legal and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Chapter and the power to retain outside counsel or other experts for this purpose. The Board shall be responsible for: retention and evaluation of independent auditors; reviewing with the auditors the scope and planning of the audit prior to commencement; examination and review of such auditors' management letter recommendations (including but not limited to any risks associated); review with management and such auditors the quality and adequacy of Chapter's internal controls; periodic review with the Chapter's legal counsel and auditors as to the subject matter of inquiries received from government oversight agencies; periodic review of the Chapter's code of ethics and corporate compliance activities; and it shall ensure that it or its applicable Committees or subcommittees shall have member or staff support from persons with accounting or other financial expertise. The Board of Directors shall review and discuss the interim reports of the Chapter's Chief Financial Officer submitted at regular board meetings. Each member of the Board of Directors is also required to complete a conflict of interest statement prior to his or her initial election and then annually thereafter. The Board of Directors shall consider the performance of the auditors annually.

Article VII

Executive Committee of the Board of Directors

Section 1. There shall be an Executive Committee of the Board, which shall consist of all of the elected Officers of the Chapter, one of the Chapter's representatives to the Board of Governors in the event none of the representatives is an Officer and such other persons as the Board may from time to time designate.

Section 2. Meetings of the Executive Committee shall be held at the call of the President and upon at least five (5) days' notice. The five (5) days' notice may be waived, if all members of the Executive Committee agree.

Section 3. The Executive Committee shall exercise all powers of the Board during the intervals between the meetings of the Board, except as otherwise provided by these By-Laws. Minutes or a report of the Executive Committee shall be mailed by the Secretary to all Board members within ten (10) days after each meeting or delivered at the next Board meeting whichever is sooner. The proceedings captured in the minutes will 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.

Section 4. A majority of the Executive Committee shall constitute a quorum for all meetings.

Article VIII Officers and Directors

Section 1. The Officers of the Chapter shall consist of the following: President, Vice-President, Treasurer, Secretary, and such other Officers as the Board deems necessary.

Section 2. Officers of the Chapter shall be chosen from among the members of the Board.

Section 3. The President shall preside at all meetings of the Chapter and of the Board. With the exception of the Nominating Committee, which shall be elected as set forth in Article X, and the Special Review Committee (which the 624 Coordinator shall chair), the President shall appoint all chairpersons of all committees, and shall be an ex-officio member of all Committees, except the Nominating Committee. He/she shall render an annual report in writing to the membership of the Chapter.

Section 4. The Vice-President shall perform any or all of the duties of the President in the event of the President's absence or disability, or at the President's request.

Section 5. In the event of the absence of the President and Vice-President from any meeting of the Chapter or of the Board, the President, and/or the Vice President, shall designate someone to run the meeting. In the event no such designation is made, or if the delegee is unable to preside, the members of the Board present shall elect a chairperson pro-tempore.

Section 6. The Treasurer is to perform duties in connection with finances of the Agency as may be required by the Board. Duties of the Treasurer will neither lessen nor add to the CEO's accountability to (and only to) Board policies on fiscal conditions and budgeting. At each regular meeting of the Chapter Board, the Treasurer shall receive and review with the Board interim reports from the Chief Financial Officer of the Chapter in a form specified by the Chapter Board. The Treasurer shall submit a financial report in writing to the Board of Directors, and the membership at the first meeting of each after the close of the fiscal year. Such report shall show all receipts, disbursements, assets and liabilities.

Section 7. The Secretary shall keep the minutes of the meetings of the Chapter and the Board and

shall oversee the service of all notices required by law or by these By-Laws.

Section 8. All persons receiving or disbursing funds shall be bonded at an appropriate amount.

Section 9. The Officers shall be elected for a term of one (1) year. Directors shall be elected for two (2) years.

Section 10. Directors shall be nominated and elected in the same manner as Officers.

Section 11. In the event of a vacancy in the office of President, the Vice-President shall succeed to office. In the event of a vacancy in any other office, including that of Director, the Board, by a majority vote, may appoint a successor to serve the remainder of the predecessor's term except that the Board of Directors shall only fill vacant director positions effective until the next Annual Meeting of the Chapter.

Section 12. The Board of Directors may declare vacant and fill, as permitted by these By-Laws, the Board seat of any director who is absent without valid excuse from three (3) meetings of the Board. Also, an Officer or Director may be removed by the Board at a special meeting called therefore, after a hearing upon written charges of malfeasance, nonfeasance or other conduct detrimental to the Chapter preferred by at least five (5) members. A copy of the charges shall be served on the person against whom they have been brought not less than fourteen (14) days before the date of such special meeting. The person against whom charges have been brought may appear at the hearing in person or by counsel. After such hearing, the Board may sustain the charges and remove the Officer or Director by a two-thirds (2/3) vote, failing which the charges may be dismissed.

Section 13. No person may be elected to the same office for more than six (6) consecutive terms. No compensation may be paid to any Officer or Director for his/her services in his/her office (except for reimbursement for expenses). No employee or spouse of an employee of the Chapter may be an Officer or Director thereof nor serve on its Nominating Committee.

Article IX Elections

Section 1. At least sixty (60) days prior to the Annual Meeting of the Chapter, the Chairperson of the Nominating Committee shall deliver to the Secretary of the Chapter its slate of nominees for Officers, Directors and Nominating Committee, together with written acceptances by each of the nominees. Further, prior to the initial election of any director, written acceptance of the nomination must also be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 2. The Secretary shall notify Chapter members by mailing, at least forty-five (45) days prior to the date of the Annual Meeting, the names of the nominees as submitted by the Nominating Committee.

Section 3. Other qualified candidates for any of the offices may be nominated by a petition designating the office for which election is sought, signed by fifteen (15) percent of the membership or thirty (30) members in good standing, whichever is less, provided such petition together with the written acceptance of the nominee is received by the Secretary either personally or by delivery to the Chapter office at least thirty (30) days prior to the Annual Meeting. If the candidate proposed by petition is a first-time director, written acceptance of such nomination must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 4. The election of Officers, Directors and members of the Nominating Committee, shall take place at the Annual Meeting each year. Voting shall be in person or by proxy as set forth in Section 5 below. Voting for any officer, where there is a contest, shall be by written ballot. No nominations may be made from the floor and only members may vote. Members who are employees of the Agency as well as spouses of the employees are not eligible to vote.

Section 5. In the event there is a contest for any office, the Secretary shall mail to each member not less than twenty (20) days prior to the Annual Meeting, an absentee ballot whereby a member may designate the Secretary to act in the member's place and stead as proxy to vote for the nominees as specifically designated in such absentee ballot by such member. The Secretary shall retain the absentee ballots for a period of three (3) years. No member other than the secretary shall be entitled to review such absentee ballots except a duly constituted Inspector of Election. Prior to the election, every absentee ballot shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as provided herein, no member shall be entitled to authorize another person or persons to act by proxy.

Section 6. Whenever there shall be a contest for any office, the ballot shall contain with equal prominence the names of the candidates of the Nominating Committee and those submitted by petition, including the number to be elected for said office.

Section 7. Whenever there should be a contest for any office, no less than three (3) inspectors, none of whom shall be a nominee for any office, shall be appointed each year by the President at or prior to the Annual Meeting, if necessary. It shall be the duty of such Inspectors to conduct the voting and the counting of the ballots, all of which shall be secret, and to report the results thereof at the Annual Meeting.

Section 8. Elected Officers, members of the Board and members of the Nominating Committee shall be installed at the Annual Meeting or at such later time as the Board deems appropriate, and shall assume their duties at such time. Board members serve from July 1st to June 30th. In the event the term expires before the next meeting, members and directors shall serve uninterrupted.

Section 9. Upon the election and installation of a new Officer to replace an outgoing Officer, the outgoing Officer may continue to act in his/her former capacity, until appropriate notifications, forms, etc. have been filed to enable the new Officer to perform in his/her new capacity. Any necessary filings shall be made by the Chapter's staff as quickly as possible.

Section 10. Board of Governors representatives shall be selected by the Board from among the

members of the Board prior to May 15 in the year in which they are to be elected at the Annual Convention.

Section 11. The Board of Governors shall be the final arbiter of any dispute with respect to any Chapter election submitted to it by an unsuccessful candidate or by the Chapter Board.

Article X Nominating Committee

Section 1. The Nominating Committee shall consist of active members of the Chapter, elected as provided in Article IX above.

Section 2. The Nominating Committee shall consist of no less than three (3) members who shall be active members of the Chapter. Each member shall serve for a term of one (1) year.

Section 3. Unless designated in the election, the Nominating Committee shall elect its own Chairperson from among its members at their first meeting following their election.

Section 4. Members of the Nominating Committee may not serve more than six (6) consecutive terms. Vacancies on the Nominating Committee shall be filled by a majority vote of the Board. A member elected to fill a vacancy shall serve for the predecessor's unexpired term.

Section 5. The Nominating Committee shall nominate, by separate vote for each office, a slate of candidates for all elective offices of the Chapter, Board and Nominating Committee and shall obtain written acceptance from each candidate.

Section 6. The Chairperson of the Nominating Committee shall deliver the Committee's slate of nominees as provided in Article IX, Section 1 above.

Article XI Committees

Section 1. At the first meeting of the Board after the annual election, the President shall appoint the Chairperson of each committee (with the exception of the Special Review and Nominating Committee) of the Chapter. The Chairperson of each Committee, with the consent of the President, may appoint such members of the Chapter to his/her Committee as he/she sees fit.

Section 2. The committees of the Chapter shall be as follows:

- A. Nominating Committee (refer to Article X)
- B. Executive Committee (refer to Article VII)
- C. Membership Committee

The Membership Committee shall seek additional members for the Corporation; it shall

obtain a list of delinquent and non-renewing members and may communicate personally with such members for the purpose of having them continue as members in good standing. The Committee may select an Honorary Chairperson for the membership recruitment campaign. The Committee will coordinate with the CEO to develop the required publicity for the campaign. The Committee shall also prepare the programs for the membership meetings, with a view to keep the members informed about issues associated with developmental and other relevant disabilities, and of the activities of the Chapter, the Corporation and other agencies in the field, and to build and maintain the interest and participation of the members in the work of the Chapter and the Corporation.

D. Budget and Finance Committee (Committee of the whole Board)

The Budget and Finance Committee will review the budget development guidelines developed by the CEO and advise the CEO regarding the guidelines adequacy and appropriateness. The Committee will review the annual budget proposed by the CEO and make necessary recommendations to the CEO. The Committee will also review the expenditure of funds in excess of those allotted in the budget and take appropriate action.

E. Quality of Service Committee

The Quality of Service Committee is responsible to monitor the CEO's compliance with the Board Policy on Treatment of Children and Adults We Support. This will be accomplished by direct inspection of major service areas. All such visits will be announced, in advance, with the exception of one (1) visit each year, which will be unannounced. The Committee shall also review, for the purpose of advising the Board (for policies) or CEO (for operational issues), the results of the annual satisfaction survey.

F. Guardianship Committee

The Guardianship Committee shall receive and consider all applications for guardianships by the Corporation, through the Chapter. It shall oversee the administration of those guardianships that are accepted and review the status of all individuals on standby guardianship status annually. The Committee shall also advise the Board on matters related to guardianship.

G. Special Review (Incident Review) Committee

The Special Review Committee shall review all reportable incidents per the approved Special Review Plan. The Committee shall consist of the following:

- i. Two (2) members of the Board, where possible, but never less than one (1) parent member of the Board,
- ii. Chief Operating Officer,
- iii. Chief Financial Officer,
- iv. Registered Nurse/Licensed Healthcare Practitioner,
- v. A Program Director,
- vi. Direct Support Professional,
- vii. A member of the professional staff appointed by the CEO,

- viii. At least one individual receiving services,
- ix. At least one representative of advocacy organizations (self-advocacy, family or other advocacy organizations).

The President of the Board shall also appoint an alternative to the parent member who shall participate in the absence of the designated parent. A physician, physician's assistant, or nurse practitioner will be available for consultation to the Committee. Neither the parent member nor the alternate parent member will review incidents involving their son, daughter or blood relative. No Committee member may participate in the review of any reportable incident or alleged participant abuse in which he/she was directly involved, in which his/her testimony is incorporated, in which his/her spouse or other immediate family member was directly involved, or in which he/she investigated or participated in the investigation. Such members may participate in Committee deliberation regarding appropriate corrective or preventative action. The terms of office for all non-permanent members, whether staff or Board, shall be for one (1) year and shall begin on January 1st and end on December 31st.

H. Corporate Compliance Committee

The Corporate Compliance Committee is comprised of key leadership and operations staff, and at least one member of the Chapter's Board with responsibility to meet regularly to advise the Corporate Compliance Officer, to identify and resolve compliance concerns and to continue to improve and refine the Chapter's overall compliance activities. The Chapter's Board of Directors will be an integral part of the Corporate Compliance Plan and will be knowledgeable about the content and operation of the Chapter's Corporate Compliance Plan and will exercise oversight with respect to the implementation and effectiveness of the Corporate Compliance Plan.

I. The Audit Committee

The Audit Committee shall be made up only of independent directors and will be responsible for the oversight of the accounting and financial reporting process of the Chapter and the audit of the Chapter'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 risk or weakness 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 conflict and whistleblower policies.

The Board may establish and charge other committees as it may deem appropriate from time to time.

Section 3. In addition to the committees, the President, with the approval of the Board, may

establish such ad hoc committees as he/she deems appropriate and appoint Chairpersons and/or members thereof.

Section 4. One or more members of any committee, including the Executive and Nominating Committees, may participate in a meeting of the committee by means of a conference telephone or 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 such meeting.

Article XII Administration

Section 1. The Chapter shall maintain a central office at such place and with such facilities as the Board may direct for the promotion of the objectives of the Chapter.

Section 2. The Chapter shall employ a CEO to oversee the operation of the Chapter, in a manner consistent with the Ends and Executive Limitations specified by the Board. He/she shall be available to the Officers, Committees and members, for professional consultation in connection with the affairs of the Chapter. Appointment of the CEO shall be by contract by a majority vote of the Board. He/she may be removed from office by a two-thirds (2/3) vote of those present at a regular meeting or special meeting of the said Board, if it appears that the best interests of the Chapter are not being served by the incumbent.

Section 3. The Board, within the limits of Budget appropriations, delegates to the CEO authority to hire all employees. Notwithstanding the forgoing, when hiring a Corporate Compliance Officer, the Board shall be involved in the process.

Article XIII Indemnification of Directors, Officers and Committee Members

Section 1. Any and every person made a part to any action, proceeding by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a Director, Officer, or Committee Member, shall be indemnified by the Chapter 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 Director, Officer or Committee Member has breached his duty to the Chapter.

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 Chapter to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he, his testator or interstate, was a Director, Officer, or Committee Member, shall be indemnified by the Chapter, to the full extent permitted by law, against expenses, including attorney's 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 reasonably believed to be in the best interest of the Chapter, and, in criminal actions or proceedings, in addition, had no

reasonable cause to believe that this conduct was unlawful.

Article XIV Miscellaneous

Section 1. The fiscal year of the Chapter shall be from January 1st of each year to December 31st of the year.

Section 2. The signing of checks shall be subject to the following provisions: Payroll checks and checks not exceeding \$1,000.00 shall require only one (1) signature, provided, however, that a list of such checks containing the date, the payee, the amount and the purpose of each check shall be provided to the Treasurer no less than once a month. All other checks must be signed by two (2) of the following: President, Treasurer, Assistant Treasurer, CEO and such other Officers who are given the authority to sign checks by the Board. The Board may designate the Chapter's Chief Financial Officer or Chief Operating Officer to sign in place of the CEO. For those checks requiring two (2) signatures, the Officer may use a facsimile signature stamp, however, the CEO is required to hand sign; in that case, the Officer will receive a list of cash disbursements at the end of the month.

Section 3. Any action required or permitted by the Executive Committee or any other committee of the Chapter may be taken without a meeting if all members of the Executive Committee or other committee of the Chapter 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 Committee.

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

Article XV Amendments

Section 1. Amendments to these By-Laws may be proposed in writing to the Board over the signatures of five (5) or more members of the Chapter. The Board shall act upon the proposed amendment no later than the second meeting after its submission. Failure to act shall be deemed a rejection. If the Board approves the proposed amendment, it shall be submitted to the membership at a special meeting called for that purpose before the next regular meeting of the Board. If the Board rejects the proposed amendment, it shall state to the proponents in writing its reasons for so doing. Should the Board reject the proposed amendment, then upon a petition signed by ten (10) or more members, such amendment shall be submitted to the membership at a special meeting called for that purpose before the second regular meeting of the Board following the filing of such petition with the Secretary. A copy of the proposed amendment with a statement of the Board's reason for its action shall be embodied in the notice of the meeting at which it will be voted upon. A two-thirds (2/3) vote of those present and voting shall be necessary for the adoption of any amendment by both the Board and the membership.

Section 2. After such adoption, such amendment shall be submitted to the Board of Governors of

the Corporation for approval. If approved by said Board, such amendment shall become effective immediately unless a later date is specified therein. If not approved by said Board, it shall be of no effect.

Section 3. Notwithstanding the provisions of the sub-section immediately preceding, nothing shall preclude the Chapter's Board of Directors, following their approval of proposed Chapter By-Laws amendments, from submitting such amendments for Corporation Board of Governors advance approval, contingent upon subsequent adoption by the Chapter membership, to become effective upon such membership approval.

**Article XVI
Governance**

The By-Laws and Chapter Manual of the Corporation shall govern all matters not specifically provided for herein.

In the event of any possible conflict between these By-Laws and those of the Corporation, the By-Laws of the Corporation shall control.

The Corporation Board of Governors shall be the final arbiter of any dispute arising between Chapters, or within a Chapter, with respect to the interpretation or application of Chapter By-Laws, submitted by the Board of any such Chapter.

Approved by Chapter Membership:

Approved by NYSARC, Inc. Executive Committee:

(Date)

(Date)

Updated July 2022