

- CHAPTER BYLAWS
- AHRC NASSAU
NYSARC INC., NASSAU COUNTY CHAPTER
189 WHEATLEY ROAD, BROOKVILLE, NY 11545

ARTICLE I – NAME

Section 1. This Chapter shall be known as NYSARC, Inc., Nassau County Chapter or AHRC Nassau. The NYSARC, Inc., Nassau County Chapter shall hereinafter be called the Chapter. The New York State organization, known as NYSARC, Inc., shall hereinafter be called the Corporation .

ARTICLE II – PURPOSE

Section 1. The purpose of the Chapter shall be to act locally for the Corporation in accordance with the Bylaws and Certificate of Incorporation 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.

ARTICLE III – TERRITORY

Section 1. The territory assigned to the Chapter by the Corporation is Nassau County, New York, 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. The Active membership of the Chapter shall consist of all persons who meet the requirements of the Bylaws of the Corporation. Only members in good standing of a Chapter may vote in Chapter elections or hold Chapter office. However, a member of a Chapter who is, at the time of the meeting or action in question, employed by either the Chapter or the Corporation, may not hold office in such Chapter; may not vote or otherwise participate in any Chapter election; and may not vote on any other matter of Chapter business which may be put before the membership.

Section 2. Life ~~M~~members shall be those who contribute within a period of one year an amount fixed by the Chapter, and who request such status. Life members shall be thereafter exempt from the payment of dues. The rights of a life member of the 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 life 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 those fixed by 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 confer 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 the first day of the calendar year through the last day of the calendar year.

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. The Executive Committee of the Chapter, by majority vote, may prefer charges to the Board of Directors against any member for conduct detrimental to the Chapter. In the event a member submits charges to the Executive Committee for action and the Executive Committee dismisses such charges or fails to prefer such charges to the Board of Directors within thirty (30) 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 (5) days notice of the time and place of the hearing, at which he may appear in person or by counsel. 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 are sustained, the Board of Directors may, by majority vote: (a) expel the member from the Chapter; (b) suspend the member for a period of up to one (1) 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 (3) days thereafter.

Punitive action taken by the Board of Directors against a member shall not become effective until thirty (30) days have elapsed after such written notice has been given, within which time the member may appeal in writing to the Corporation Board of

Governors, or if such appeal is taken, until it has been determined. Upon such appeal, the procedure shall be similar to that specified above for the original hearing.

Any punitive action taken by the Board of Directors shall not affect the rights or privileges of a spouse and/or sibling of the member penalized.

Charges against a member may also be preferred, as prescribed in ~~Article XI, Section 9,~~ of the Bylaws of the Corporation.

Section 7. The list of members shall be confidential and shall be kept in duplicate, one by the Treasurer and one by the Secretary. The Secretary shall cause a copy of the list of members to be sent to the Central Office of the Corporation.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. The Chapter shall hold its Annual Meeting during the month of November at a time and place selected by the Board of Directors.

Section 2. Special Meetings of the members of the Chapter may be called by the President or a majority vote of the Board of Directors or on a written request of at least one percent (1) of the members or fifty (50) members, whichever is less, delivered to the Secretary. Such request, and a Notice of the Meeting, shall set forth the purpose for which it is called. No other business may be transacted at Special Meetings.

Section 3. Written or printed notice of each Regular, Annual or Special Meeting shall be mailed to each member at least fifteen (15) days or seven (7) days respectively 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 time frame contained herein.

Section 4. Fifty (50) members in good standing of the Chapter shall constitute a quorum for any Regular, Annual or Special ~~M~~meeting of the membership. Members voting in a Chapter election by means of absentee ballot 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 X, Section 5, no member not present in person may participate in any Annual, General or Special meeting of the membership. Any one or more members may participate in an Annual Meeting, Regular Meeting or Special Meeting of the members by means of a video or telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and such participation shall be counted as part of a quorum or voting requirement for any meeting.~~

Section 5. There shall be only one (1) vote for each member and only Active and Life Members in good standing as defined by these Bylaws shall have the right to vote.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The business and affairs of the Chapter shall be managed by a Board of Directors of not fewer than fifteen (15) nor more than forty-five (45) members, as may be prescribed by action of the membership taken at the annual meeting of the Chapter upon prior recommendation of the Chapter Board. Newly created director seats shall be filled by the Nominating Committee as provided in Article IX, Section 4 of these Bylaws, except that a Special Meeting of the membership may be called as provided for in Article V, Section 2 of these Bylaws for the election of such a director.

Section 2. The officers of the Chapter shall be members of the Board of Directors.

Section 3. Regular Meetings of the Board of Directors shall be held monthly, except during July, August and December, for a minimum total of at least nine (9) 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 of Directors may be called by the President at his/her own instance, or on the written and signed request of one-third of the Board of Directors 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 of Directors shall constitute a quorum for all Regular and Special Meetings, provided, however, that any one or more members of the Board may participate remotely 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. ~~However, e~~Each member of the Board of Directors will be permitted to attend Regular Board meetings remotely by means of a conference telephone or similar communications equipment not more than four times per calendar year. The President, for good cause, may permit a Board member to attend a Regular Meeting of the Board remotely more than four times per year. There shall be no limitation on the number of Special Meetings a member of the Board may attend remotely. ~~each year by means of a conference telephone or similar communications equipment.~~

Section 6. Meetings of the Board of Directors shall be open to all members in good standing of the Chapter and to invited guests except that no other than a member of the

Board of Directors shall have a vote. The elected members of the Board of Directors, by a simple majority vote, shall have the right to call for Executive Session.

Section 7. All powers herein granted to the Board of Directors are subject to the Bylaws of the Corporation and to the regulations contained in the Chapter Manual of the Corporation. Any action of the Board may be reviewed at the next Regular Meeting or at a Special Meeting of the Board upon written request to the Secretary of the Chapter. Such action may be revised, altered or rescinded by a vote of two-thirds of the members present provided that no irrevocable right of third parties shall be affected hereby. The minutes of the previous meeting of the Board of Directors shall be available at the Regular Meetings of the Chapter membership. The Board of Directors, within the limits of budget appropriations recommended by the Finance Committee and approved by the Board, may delegate to the Executive Director authority to hire all employees, except for the Chief Financial Officer, who may be hired by the Executive Director with the consent of the Board of Directors.

Section 8. In no event shall a husband and wife and/or sibling serve on the Board of Directors at the same time.

Section 9. The majority of the membership of the Board of Directors shall be persons with intellectual or other developmental disabilities, parents, legal guardians, siblings, blood relatives, relatives by marriage, or the spouses of such persons. ~~at all times, be parents, legal guardians, blood relatives, siblings, people with intellectual and other developmental disabilities, and/or spouses of people with intellectual and other developmental disabilities.~~

Section 10. All voting at meetings of the Board of Directors shall be by voice or on secret ballot. There shall be no voting by proxy or by any means other than by action of voters present and voting where a vote is taken at a meeting of the Board of Directors. Members of the Board of Directors who are participating at a Board meeting by means of a conference telephone or similar communications equipment may only vote by voice at the meeting.

Section 11. Action shall be deemed taken at any meeting of the Chapter or Board of Directors upon a favorable vote of a majority of the members present and voting except where more than a majority is required for action in any part of these Bylaws.

Section 12. The words "majority vote" or "two-thirds vote" or "unanimous vote" whenever or wherever used in these Bylaws shall be interpreted as meaning a majority vote, two-thirds vote or unanimous vote as the case may be of those voting.

Section 13. In addition to its other responsibilities set forth in law, Corporation's Bylaws, the Chapter Manual and these Bylaws, the Board of Directors shall maintain oversight responsibility for monitoring the integrity of the Chapter's financial reporting process and systems of key internal controls regarding finance, accounting, legal and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is

empowered to investigate any matter with full access to all books, records, facilities and personnel of the Chapter and the power to retain outside counsel or other experts for this purpose. The Board, acting through its Audit Committee or subcommittee, shall be responsible for: retention and evaluation of independent auditors; examination and review of such auditors' management letter recommendations; review with management and such auditors the quality and adequacy of Chapter 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.

ARTICLE VII – OFFICERS AND DIRECTORS

Section 1. The Officers of this Chapter shall be a President, not less than three (3) or more than five (5) Vice Presidents (one of whom shall be First Vice President), a Treasurer, a Financial Secretary, a Secretary, and an Assistant Secretary, all of whom shall be members of the Board of Directors with vote. They shall be elected at the Annual Meeting in the manner prescribed in these Bylaws and shall hold office for one (1) year or until their successors are duly installed.

Section 2. The President shall preside at all meetings of the Chapter and of the Board of Directors. With the exception of the Nominating Committee, which shall be elected as set forth in Article X, the President shall appoint all committees and the chairpersons of all committees. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall render an Annual Report in writing to the membership of the Chapter.

Section 3. The First Vice President shall perform any or all of the duties of the President in the event of the President's absence, inability, or at the President's request and shall act on all matters referred to him/her.

Section 4. The Treasurer shall be responsible for oversight of the receipt and disbursement of the funds of the Chapter under and by direction of the Board of Directors. In addition, the Treasurer may sign checks or, as authorized by the Board of Directors, drafts disbursing monies from the funds of the Chapter. The Treasurer shall also oversee that all financial records are kept in accordance with standard methods of accounting. At each regular meeting of the Board of Directors, 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 Board of Directors. 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 the results of operations and the balance sheet.

Section 5. The Financial Secretary shall provide information and/or guidance on Chapter fiscal matters, when requested, to the Treasurer, Chapter Committees and/or the Board of Directors.

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Section 65. The Secretary shall keep the minutes of the meetings of the Chapter and of the Board of Directors, and shall oversee the service of all notices required by law and of these Bylaws.

Section 76. The Assistant Secretary shall perform any or all of the duties of the Secretary when requested.

Section 87. All persons receiving or disbursing funds shall be bonded in an amount fixed by the Board.

Section 98. The Officers shall be elected for a term of one (1) year. Directors shall be elected for a term of two (2) years. All persons shall hold office until their successors have been elected and duly installed.

Section 109. Directors shall be nominated and elected in the same manner as Officers.

Section 110. In the event of a vacancy in the office of the President, the First Vice President shall succeed to the office. In the event the First Vice President cannot serve, the Board of Directors shall elect a President from among the Board members by majority vote. In the event of a vacancy in any other office, including that of Directors, the Board of Directors, by majority vote, shall elect a successor to serve the remainder of the predecessor's term except that the Board of Directors shall only fill vacant director positions effective until the next annual meeting of the Chapter.

Section 121. An Officer or Director may be suspended or removed by the Board of Directors at a Special Meeting called therefore, after a hearing upon written charges of malfeasance, misfeasance, nonfeasance or other conduct detrimental to the Chapter signed by at least five (5) Board members. A copy of the charges shall be personally delivered to the person against whom they have been brought, or to a person of suitable age and discretion at such person's residence or place of business or employment, not less than fourteen (14) days before the date of such Special Meeting. The person against whom the charges have been brought may appear at the hearing and may be represented during that hearing by counsel. After such hearing, the Board may sustain the charges and remove the officer or director by a two-thirds vote, failing which, the charges shall be dismissed.

Section 132. No compensation may be paid to any Officer or Director for his/her services in his/her office. No employee of the Chapter may be an Officer or Director thereof, nor serve on its Nominating Committee.

Section 143. Absence from three (3) or more Board meetings per year may require resignation or removal from office by a majority vote of the Board of Directors.

ARTICLE VIII – EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 1. There shall be an Executive Committee of the Board of Directors consisting of all the elected Officers of the Chapter and Past Presidents currently serving on the Board of Directors. One (1) of the foregoing members of the Executive Committee must be a member of the Corporation's Board of Governors. The President of the Board of Directors shall chair the Executive Committee.

Section 2. Meetings of the Executive Committee shall be held at the call of the President, and upon at least five (5) days notice. Meetings of the Executive Committee may also be called at the request of at least five (5) members thereof, requested in writing, and upon at least five (5) days notice.

The minimum number of Executive Committee meetings required under this section shall be the number necessary to bring the total amount of regularly scheduled Board and Executive Committee meetings to ten (10).

Section 3. The Executive Committee shall exercise all powers of the Board of Directors during the intervals between the meetings of the Board, except as otherwise provided by these Bylaws. All the proceedings of the Executive Committee shall be reported to the Board of Directors at their next succeeding meeting, and 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. Minutes of the Executive Committee shall be mailed by the Secretary to all Board members within ten (10) days of each meeting.

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

ARTICLE IX – NOMINATING COMMITTEE

Section 1. The Nominating Committee shall consist of a minimum of six (6) or more elected members, who shall be active members of the Chapter, and in addition to these six (6) or more elected members, the Committee shall also include as automatic nominees all Past Presidents of the Chapter. These Past Presidents must be current members of the Board of Directors, who consent to serve on the Nominating Committee. All members of the Nominating Committee must be elected by the membership. The members of the Nominating Committee shall serve a three (3) year term or a predecessor's unexpired term. Each year, members shall be elected to fill terms on the Nominating Committee that will be expiring during the year.

Section 2. Members of the Nominating Committee shall serve for only one (1) full or partial term. They may be elected again after a period of one (1) year out of office. The past presidents of the Chapter may serve continuously on the Nominating Committee without any time out of office.

Section 3. Vacancies on the Nominating Committee shall be filled at the annual election.

Section 4. At the September Board of Directors meeting, (at least sixty (60) days prior to the Annual Meeting) the chairperson of the Nominating Committee shall deliver to the Secretary of the Chapter, its slate of nominees for all elected Officers of the Chapter, Directors and the Nominating Committee. The slate of candidates for the Board of Directors shall also include Board seats filled by election by the Board during the year preceding the Chapter election and seats newly created by action of the membership at an annual meeting. The Nominating Committee shall obtain a written acceptance from each candidate prior to publishing his or her name. Such nominations shall be made by a separate vote of the Nominating Committee as to each position.

Section 5. The Nominating Committee shall meet at least quarterly. A majority of the Nominating Committee must be present at its meeting to constitute a quorum.

Section 6. The Nominating Committee shall elect its own chairperson from among its members at their first regularly scheduled meeting of each year.

ARTICLE X – 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 members 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 Chapter Meeting, the names of the nominees as submitted by the Nominating Committee.

Section 3. Other candidates for any of the offices may be nominated by a petition designating the office for which election is sought signed by at least thirty (30) members in good standing 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, before the close of business on the Friday preceding the October Board of

Directors meeting, provided it is no more than thirty (30) days prior to the ~~A~~annual ~~M~~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 the Nominating Committee shall take place at the Annual Chapter Meeting each year. ~~Voting shall be in person or by ballot as set forth in Section 5 below. Voting for any office where there is a contest shall be by written ballot.~~ No nominations may be made from the floor.

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 Chapter Meeting, a proxy whereby a member may designate the Secretary to act in the member's place and stead to cast the member's vote for the nominees as specifically designated in such proxy by such member. Proxies shall be turned over by the Secretary to the Inspectors of Election duly appointed for the annual meeting for counting, as provided hereafter. The Secretary shall retain proxies for a period of three (3) years. No member shall be entitled to review such ballots except a duly constituted Inspector of Elections. Prior to the election, every 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 on his or her behalf in any manner in any Annual, General or Special meeting of the membership.

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. 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 there is a contested election. 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 and members of the Board of Directors shall be installed at such time as the Board deems appropriate. Officers shall take office on January 1st.

Section 9.. Board of Governors representatives shall be nominated by the Board of Directors from among the members of the Board by the September meeting of the Board of Directors in the year in which they are to be elected.

Section 10. There shall be no provisions for write-in votes on ballots for Chapter elections nor shall such votes be accepted in the annual elections of the Chapter.

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 XI – COMMITTEES

Section 1. At the first meeting of the Board of Directors after the Annual Meeting, the President shall appoint the chairperson and members of each Standing Committee. The chairperson of a Standing Committee may, with the consent of the President, appoint such other members of the Chapter to their committee as he/she sees fit. The President may remove, with or without cause, any chairperson or member of a Standing Committee. The chairperson of a Standing Committee shall be a member of the Board of Directors.

Standing Committees shall meet a minimum of two (2) times a year or as directed by the President. The chairperson of each committee shall keep minutes of attendance and the proceedings of its meetings and shall file a copy of such meeting with the Secretary of the Board of Directors. Standing Committees shall have a majority of its members present to transact business.

The President shall annually appoint a representative and alternate from the Board of Directors to serve on the Agency's Compass Committee and report to the Board on its activities. The President may also annually appoint a representative and alternate from the Board of Directors to serve on the Agency's Admissions and Discharge Committee and report to the Board on its activities.

Section 2. The President or Board of Directors may establish, from time to time, additional Standing Committees. The following are presently the Standing Committees of the Chapter:

A. **Finance and Compensation Committee:** The Finance and Compensation Committee shall be responsible for the financial affairs of the Chapter. At a time specified by the Board of Directors, the Finance and Compensation Committee shall submit 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 Finance and Compensation Committee for presentation to the Board of Directors with recommendation for action. The budget and any other funds requested by the Finance and Compensation Committee or the Executive Director shall be subject to the approval of the Board of Directors.

The Finance and Compensation Committee shall establish standard bookkeeping procedures and shall recommend such other solutions and policies affecting the Chapter's financial structure and activity as may be appropriate for action by the Board of

Directors. The accounts of the Chapter 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 Chapter and the signed certificate of such accountant shall appear in the annual report.

B. 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; and 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 Audit 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.

C. Guardianship Committee: The Guardianship Committee shall receive and consider all applications for guardianship by the Corporation through the Chapter. It shall recommend acceptance or declination of each application to the Board of Directors or the Executive Committee, basing its recommendations in each instance upon the feasibility of fulfilling the obligations assumed by acceptance and being guided by the principles and procedures set by the Chapter and the Corporation. It shall oversee the administration of those guardianships that are accepted, requiring an annual report in writing in each case from the Executive Director or staff designee assigned to the case. It shall forward all such reports, with its own comments and recommendations, if any, annually to the President. The Guardianship Committee shall hold meetings as required by regulations of the Corporation.

D. Membership Committee: The Membership Committee shall encourage additional membership, work on retention of existing members, and actively encourage the integration of members into all activities of the Chapter through their Auxiliaries.

E. Residential Services Committee: The Residential Services Committee shall: foster the development of residential facilities for people with intellectual and other developmental disabilities in the community; assist in establishing such residences; periodically visit such residences; and make reports and recommendations to the Board of Directors on the subject. This Committee shall also foster the development of respite housing, in-home respite services, community habilitation and the family reimbursement program. This Committee shall assist in establishing such services and provide reports and recommendations to the Board of Directors on said services. This Committee shall be concerned with all phases of community living.

F. Buildings and Grounds Committee: The Buildings and Grounds Committee shall plan and oversee all agency property and capital construction projects, including building additions and major facility renovations, excluding community residences. In addition, this Committee shall oversee transportation.

G. Investment Committee: The Investment Committee shall develop an Investment Policy which guides all investment decisions and which reflects the financial objectives of the Board. This Committee will select an Investment Manager and appropriate brokerage house(s) to execute the Investment Policy. This Committee will take prudent precautions to safeguard that both the actions of the Investment Manager and brokerage house(s) do, in fact, conform to the Investment Policy. The Committee will meet at least four (4) times a year and report investment performance four (4) times a year to the Board of Directors. This Committee will render financial advice as needed.

H. Adult Day Programs Committee: The Adult Day Programs Committee shall meet at least twice annually, to review and evaluate by personal visits, all day habilitation programs. This Committee will foster the development of volunteer activities performed by participants. This Committee shall assist in establishing such programs and provide reports and recommendations to the Board of Directors on said programs.

I. Government Liaison Committee: The Government Liaison Committee shall inform the Board of Directors and membership of legislative developments, cooperate with the Corporation in the furtherance of legislation to benefit individuals with intellectual and other developmental disabilities, and advise the Chapter on legal affairs.

J. Corporate Compliance Committee: The Corporate Compliance Committee shall meet at least twice annually to evaluate the Agency's policies, procedures and implementation with regard to Corporate Compliance. The Corporate Compliance Committee shall oversee the adoption and implementation of, and compliance with, conflict and whistleblower policies.

K. Incident Review Committee: The Incident Review Committee will meet at least twice annually to provide oversight of the Agency's incident management process. This Committee will ensure that the results of investigations are used to implement corrective actions to better safeguard the people the Agency supports and to improve services. The Director of Quality Assurance, who supervises incident management, will be available to the Board to report on individual incidents as well as on incident trends and corrective actions. This Committee will report periodically to the full Board.

L. Human Resources Committee: The Human Resources Committee shall meet at least twice annually with the Director of Human Resources to understand the employment, training and retention issues of the Agency. Written reports shall be provided to the Board of Directors.

M. Prevocational/Vocational Training and Supported Employment Services Committee:— The Prevocational/Vocational Training and Supported Employment Services Committee shall meet at least twice annually to review and to evaluate, by personal visits, all prevocational/vocational training programs and supported employment services. The programs that are to be included in this review shall include: Commercial Cleaning Services; the Greenhouse; Kitchen Services; Landscaping Services; and the Freeport Senior Day Habilitation Program. This Committee shall assist in establishing such programs and provide reports and recommendations to the Board of Directors on said services. This Committee shall also foster the development of business enterprises that are in furtherance of the mission of the Chapter-.

N. Strategic Planning Committee: The Strategic Planning Committee will meet as needed to implement or review strategic plans for the Chapter.

Section 3. In addition to the Standing Committees, the President may establish such committees as he/she deems appropriate and appoint the 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 Chapter Headquarters at such place and with such facilities as the Board of Directors may direct for the promotion of the objectives of the Chapter.

Section 2. There shall be an Executive Director selected by the Board of Directors by a two-thirds vote. The Executive Director shall be in charge of and work with the directors of all services. He/She shall recommend, for the approval of the Board of Directors, any changes or additions to existing programs and plans for the development of new programs related to diagnosis, treatment, housing and training of individuals with intellectual and other developmental disabilities. The Executive Director shall also be in charge of administration. He/She is authorized, subject to the personnel policies approved by the Board, to approve the hiring and termination of subordinate personnel provided for in the budget, except that the employment of the Chief Financial Officer shall require the approval of the Board of Directors. The Executive Director may be removed from office by a two-thirds vote of those present at a Regular or Special Meeting of the Board if it appears that the best interests of the Chapter are not being served by the incumbent.

ARTICLE XIII – INDEMNIFICATION

To the fullest extent permitted by law:

Section 1. The Chapter will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Chapter or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is a current or former Director, Officer, or Committee Member of the Chapter, or, in his or her capacity as a Director, Officer, or Committee Member of the Chapter, is or was serving at the request of the Chapter (which request need not be specified in writing) as a director, officer, partner, trustee, employee, or agent of a corporation, partnership, joint venture, trust, association or other enterprise (collectively, the "Eligible Persons"), for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Chapter will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Chapter Board of Directors.

Section 2. No indemnification will be made to or on behalf of any Eligible Person if a judgment or other final adjudication adverse to the Eligible Person establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. The Chapter will pay expenses as incurred by any Eligible Person in connection with any action, suit, proceeding or inquiry described in Section 1 of this Article; *provided, that*, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Chapter of an undertaking, by or on behalf of the Eligible Person, to repay all amounts so advanced if it is ultimately determined that the Eligible Person is not entitled to be indemnified under this Article or otherwise.

Section 4. The Chapter will purchase and maintain, at its own expense, officers and directors liability insurance, fiduciary coverage and defense costs coverage in the amount of at least ten million dollars (\$10,000,000) on behalf of any Eligible Person against any liability asserted against that person, whether or not the Chapter would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

Section 5. The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the Chapter and each Eligible Person

who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any Eligible Person in respect of any act or omission occurring prior to the time of the repeal or modification.

Section 6. If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any Eligible Person may otherwise be entitled or permitted by contract, vote of the Chapter Board of Directors, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Chapter that indemnification of any Eligible Person will be made to the fullest extent permitted by law.

Section 7. For purposes of this Article, reference to "other enterprises" will include employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the Chapter" will include any service which imposes duties on, or involves services by, an Eligible Person with respect to an employee benefit plan, its participants, or beneficiaries.

Section 8. The Chapter may, by vote of the Chapter Board of Directors, provide to current and/or former employees or agents of the Chapter (who are not also current or former directors, officers or committee members of the Chapter) indemnification and advancement of expenses to employees and agents of the Chapter in accordance with the terms of this Article.

ARTICLE XIV – AUXILIARIES

Section 1. Chapter and Auxiliary Membership shall assist in the establishment and development of community groups and other groups of interested persons to be known as Auxiliaries, and promote membership in the Chapter.

Section 2. Each Auxiliary shall adopt Bylaws, not inconsistent with the Bylaws of the Chapter, which, with all Amendments thereof, shall be subject to the approval of the Board of Directors of the Chapter.

Section 3. The territory within which an Auxiliary may act is assigned to it by the Board of Directors of the Chapter.

Section 4. Each Auxiliary shall engage only in such activities, within the geographic limits of the territory assigned to it, as shall effectuate the purposes of the Chapter and the Corporation and shall engage only in such projects and activities as approved by the Board of Directors of the Chapter.

Section 5. The Chapter may withdraw recognition of any Auxiliary if, in the opinion of the Board of Directors, an Auxiliary has violated any provision of the approved Bylaws of the Auxiliary or the Bylaws of the Chapter, or any rule, regulation or policy of the Chapter, if in their opinion, an Auxiliary has failed or refused to follow any rule, regulation or policy of the Chapter, or permits any of its members to do any of the foregoing if, in their opinion, said Auxiliary has become insufficiently active. The Board of Directors, as a result of a two-thirds vote, may withdraw recognition of such Auxiliary by written notice, setting forth in said notice, the cause or causes for said withdrawal.

Section 6. Should recognition of an Auxiliary be surrendered or withdrawn, all of its funds and property, including its books, files and records, shall be forthwith delivered to the Chapter by a representative thereof designated by the President of the Chapter.

Section 7. All funds and property given to, received by or coming into the custody of any Auxiliary shall belong to and be trust funds and property of the Chapter to be expended only for the purposes provided in the Bylaws of the Chapter and only in accordance with the rules, regulations and policies prescribed by the Chapter.

ARTICLE XV – MISCELLANEOUS

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

Section 2. All emblems, styles, names, letterheads and seals used by the Chapter or coming under the jurisdiction of the Chapter shall be only those approved by the Corporation and the Board of Directors of the Chapter and shall be entrusted to the Chapter Headquarters for safekeeping and use as approved and designated by the Board.

Section 3. No funds shall be solicited at any meeting of the Board of Directors except upon approval of the Board of Directors.

Section 4. All checks or other instruments for withdrawal of funds shall be signed by any two (2) of the following: President, First Vice President, Treasurer or other persons specifically authorized in writing to withdraw funds or who are designated by the Board of Directors. Each such person shall be bonded in accordance with the rules of the Corporation.

Section 5. The Chapter Chief Financial Officer, at the direction of the Board of Directors, shall pay annual dues to the Corporation on the dates specified in the Corporation Bylaws, the amount specified to be paid.

Section 6. Insurance, in proper amounts covering all Chapter property and activities, shall be obtained and carried and certificates of insurance on all policies shall be filed in the Chapter Headquarters.

Section 7. All records, correspondence and books of accounts of the Chapter shall be retained for a period to comply with Federal and State regulations.

Section 8. Every member of the Chapter shall furnish the Chapter Headquarters with an address to which all notices and documents shall be held to have been duly and legally sent to or served upon such member when mailed to him at the address so furnished. Publication of any notice or other matter in any periodical or publication of the Chapter mailed to all members shall be the equivalent to written notification to such members.

Section 9. A copy of the minutes of all meetings of the Board of Directors shall be available at Chapter Headquarters to all Chapter members in good standing.

Section 10. Any action which is within the authority conferred by these Bylaws upon the Board of Directors or any Committee of the Chapter may be taken without a meeting if all members of the Board of Directors or such Committee consent in writing to the adoption of a resolution authorizing such action. Such consent may be written or electronic. If written, the consent must be executed by the Director, or the Chairperson of such Committee, by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director, or the Chairperson of such Committee. The resolution and the consents thereto by its members shall be filed with the minutes of the respective proceedings of the Board or Committee

ARTICLE XVI – AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed in writing to the Board of Directors 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 within ninety (90) days. 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 seventy-five (75) 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 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 Governors, such

amendment shall become effective immediately unless a later date is specified therein. If not approved by said Governors 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 Bylaw 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 XVII – GOVERNANCE

Section 1. The Bylaws and Chapter Manual of the Corporation shall govern all matters not specifically provided for herein.

_____ In the event of any possible conflict between these Bylaws and those of the Corporation, the Bylaws of the Corporation shall control.

_____ The 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.