



# **The Bylaws of The Arc of Cumberland County**

**1680 West Sherman Avenue, Vineland, NJ 08360-6917  
856-691-9138**

**Approved by Board of Trustees: July 25, 2018**

**Adopted at the  
Annual Membership Meeting of**

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# The Bylaws of The Arc of Cumberland County

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# **The Bylaws of The Arc of Cumberland County**

1680 West Sherman Avenue, Vineland, NJ 08360-6917

## **ARTICLE I. NAME AND PURPOSE**

### **Section 1 – Name**

1. The name of this organization is The Arc of Cumberland County.
2. The main offices of the organization are located at the Evanoff Center at 1680 West Sherman Avenue in Vineland, New Jersey.

### **Section 2 – Limitations**

1. The Arc of Cumberland County is organized and will operate exclusively for charitable purposes.
2. No part of the Arc of Cumberland County's net earnings will inure to the benefit of its members, trustees, or officers. The Arc is not organized or operated for the benefit of private interests of its members, trustees, officers, their families, or persons controlled directly or indirectly by such private interests.
3. The Arc shall be non-political, shall not support any political party or candidate for public office, and shall take no position on matters of governmental policy other than those relevant to its purpose.

## **ARTICLE II. MEMBERSHIP**

### **Section 1 – Interest/Dues**

The membership of The Arc of Cumberland County consists of those who show a desire to become a member of the organization and pay the requisite dues.

### **Section 2 – Inclusion**

Membership shall not be denied by reason of race, color, creed, religion, gender, sexual orientation, national origin or disability.

### **Section 3 – No Compensation**

No officer or trustee of The Arc shall receive any compensation for services as an officer or trustee.

### **Section 4 – Barring of Arc Employees**

No person receiving a salary for services rendered to the Arc of Cumberland County or to The Arc of New Jersey or The Arc of the United States shall be eligible for any elective office or for voting membership of the Board of Trustees of the Arc of Cumberland County.

### **Section 5 – Use of Membership List**

1. The membership list of the organization shall not be made available by The Arc of Cumberland County, in whole or in part, to any person or organization other than The Arc of New Jersey and The Arc of the United States as required by those organizations.
2. Exception to paragraph 1 of this section can be made if
  - (a) A specific request is made in writing,
  - (b) A proposed use is described that is beneficial to the class of individuals served by the organization and
  - (c) Approval is obtained from the Executive Committee of the Board and/or the Board of Trustees of The Arc of Cumberland County through a majority vote at a regularly scheduled meeting of the Executive Committee or the Board of Trustees.

### **Section 6 – Termination of Members**

The Board of Trustees may, based on simple majority vote, drop any member from the membership rolls of the organization for:

1. Non-payment of dues and
2. Serious misconduct deemed prejudicial to the interests of The Arc of Cumberland County.

### **Section 7 – Meeting Notices**

1. Notices of Board of Trustees and Executive Committee meetings shall be sent to all board members at least one week preceding the date of the meeting, unless otherwise waived by the Board of Trustees.
2. Notice of the Annual Membership Meeting shall be sent to all members one month (30 days) in advance of the meeting; such notice may not be waived.
3. Such notice may be included with, or embodied in, other materials or publications sent to members. Such notices may be sent via electronic media (e.g., email) however, if electronic notice is sent, it must be sent to an individual. Thus, generalized social media postings do not constitute individual notice.

## **Section 8 – Conflict of Interest**

Any Board Member or Committee Member who shall have knowledge of a conflict of interest on his/her part with respect to any matter under consideration by the Board or any of its committees, shall disclose such conflict of interest. A Board member, Executive Committee member or Committee member shall not vote upon a matter in which he/she has a conflict of interest.

# **ARTICLE III. GOVERNANCE**

## **Section 1 – Board**

The Arc of Cumberland County shall have for its leadership a Board of Trustees. The Board of Trustees shall have and exercise all lawful power necessary for the conduct of all business of the organization in order to carry out its purposes as herein stated. The Board of Trustees may designate or create any committees or subcommittees of the Board which the Board may determine from time to time that are necessary for the efficient governance of the organization, including but not limited to those committees set forth in Article IX.

## **Section 2 – Board Membership**

The Board of Trustees shall be composed of at least six (6) members excluding trustees that have been deemed *ex officio* by the board in a majority vote. At least two of the board members shall be family members of an individual with intellectual or developmental disabilities. There shall be no more than 18 regular and *ex officio* members. The number of *ex officio* members may not exceed four (4).

## **Section 3 – Prospective Board Members**

Prospective members of the Board of Trustees shall have their names advanced to the Board at a board meeting by:

1. An existing member of the board;
2. In writing from an organization member in good standing of the Arc; or
3. By floor nomination at the Annual Meeting.

The board will undertake a review of the qualifications of the individual advanced for board membership and, providing there are vacancies, may elect the person to the board by a simple majority.

## **Section 4 – Adoption of Rules**

The Board of Trustees may adopt usual practices, procedures, rules and/or regulations that are not inconsistent with these Bylaws for the administration and conduct of all of the affairs of the organization, and may alter, amend or repeal any such practices, rules or regulations so adopted.

## **Section 5 – Auditor**

The Board of Trustees will approve, by vote, the auditor for The Arc of Cumberland County. The Auditor will present findings directly to the Board; the Board will accept the report of the Auditor by vote.

## **Section 6 – Number of Meetings**

The Board of Trustees shall meet no fewer than four times per year – typically April, July, October and December. The board President may call additional meetings as needed to conduct the business of the organization. A meeting of the Board of Trustees will also be required following a formal request of two-thirds of the Board Members who must provide a minimum notice of 7 days.

## **Section 7 – Location of Meetings**

Meetings of the Board of Trustees shall be held at such place as the Board of Trustees may determine. Typically, meetings will be held at the Evanoff Center, Sharman Avenue, Vineland NJ unless otherwise designated by the board.

## **Section 8 – Open Board Meetings**

Members in good standing of the Arc of Cumberland County who are not members of the Board of Trustees may attend board meetings if one of the following two provisions is met:

1. The board votes to open the meeting and allow attendance, or
2. At least two members of the Board desire the meeting to be open and the full Board of Trustees does not object. In the case of an objection by any board member to an open meeting, the said board meeting will begin as a closed meeting in order that the objection may be heard and voted on by the full Board of Trustees.

## **Section 9 - Quorum**

A quorum of the Board of Trustees shall consist of at least 50 percent of the Board of Trustees, excluding *ex officio* members. Thus, the following constitutes a quorum depending on the size of the board:

1. Three members of a six member board
2. Four members of a seven or eight member board
3. Five members of a nine or ten member board
4. Six members of an eleven or twelve member board, and so on.

## **Section 10 – Presiding**

1. The President shall be the presiding officer of the Board of Trustees. The Vice President shall preside in the absence of the President.
2. The Treasurer shall preside in the absence of the President and the Vice President.

3. The Secretary shall preside in the absence of the other three officers.
4. If a meeting is to occur with no officers in attendance, the members present at the meeting may designate who is to preside, if no other provisions for presiding have been made.

### **Section 11 – Robert’s Rules of Order**

Robert’s Rules of Order, the latest edition, shall govern the conduct of business of the board when these rules are not in conflict with these Bylaws or any laws applicable to the Arc of Cumberland County.

## **ARTICLE IV. VOTING PRIVILEGES OF MEMBERS OF THE BOARD OF TRUSTEES**

### **Section 1 – Votes**

Each member of the Board of Trustees shall have one vote. A board member must be present to cast the vote unless the provisions from Section 2 below have been invoked. *Ex Officio* board members shall not have votes.

### **Section 2 – Alternate Voting**

When the conduct of the business of the organization demands it, and upon the determination by the President of the board, a voice, e-mail, mail or other electronic vote may be obtained from board members without an actual meeting of the board. In such instances, the vote will be memorialized in the minutes of the next board meeting. No more than two such votes may take place without calling an actual meeting, unless the President of the Board and one additional officer determine that there is a clear and present emergency that requires the board take immediate action on behalf of the organization. If the president is indisposed or cannot be reached for such determination, then the Vice President and one additional officer may determine a clear and present emergency. If the president and vice president are indisposed or cannot be reached for such determination, then the remaining two officers may so determine.

### **Section 3 – Limitations**

No agency, member, guest, or other person shall have a vote on the Board of Trustees. Voting privileges are conveyed at the time the person is elected by the board and continue until the person resigns from the board, the term of office is concluded or the person is removed by a three-quarters majority vote of the board at a regular meeting of the Board of Trustees.

### **Section 4 – Board Member Attendance**

A board member who misses 50% or more of scheduled Board of Trustees meetings in two consecutive years forfeits the right to vote on board business until such time as attendance in a running 12-month period exceeds 50%.



## **Section 5 – Board Member Removal**

The board may remove a board member from the Board of Trustees for absence, or other cause, based on a three-fourths majority at a meeting of the Board. A formal written charge document listing the cause of the action must be presented to the board and evaluated by the board prior to such a vote.

# **ARTICLE V. ANNUAL MEMBERSHIP MEETING**

## **Section 1 – Annual Membership Meeting**

1. An Annual Membership Meeting of The Arc of Cumberland County shall be held at a time and place as determined by the Board of Trustees. The Annual Membership Meeting will be held between July 1 and October 31 of each year.
2. Alternatively, upon written or electronic notification of the membership of the Arc of Cumberland County as provided in Article II, Section 7, a regular meeting of the Board of Trustees may be opened to serve as the Annual Membership Meeting (Article III, Section 8).

## **Section 2 – Attend/Vote: Members**

Members in good standing of the Arc of Cumberland County may attend the Annual Meeting and may cast votes. Non-members may also attend the Annual Meeting but may not vote.

## **Section 3 – Attend/Vote: Board Members**

All officers and members of the Board of Trustees will also have the right to attend and vote.

## **Section 4 – Quorum**

A quorum shall consist of at least 10% of the membership. Should a regularly scheduled meeting of the Board of Trustees be opened to serve as the Annual Membership Meeting as provided for in Article III, Section 8, then this quorum requirement shall not be in effect; rather a quorum of the Board of Trustees shall suffice.

## **Section 5 – Purposes**

At the Annual Membership Meeting members will vote on amendments to the Bylaws, nominate officers for the Board of Trustees, and conduct any other business that is proper to bring to such a meeting. Amendments to the Bylaws will be made according to provisions in Article XII.

## **Section 6 – Reports**

At the Annual Membership Meeting the President and Treasurer of the Board of Trustees will give reports on the state of the organization and on the status of the finances of the organization.

## **ARTICLE VI.**

### **OFFICERS**

#### **Section 1 – Officers**

The officers of The Arc of Cumberland County shall be President, Vice-President, Treasurer, and Secretary. Officers of the board will be elected by the board following nominations by the Board, the Executive Committee, or those made at the Annual Membership Meeting.

#### **Section 2 - Qualification**

To qualify for any office the nominee must be a member in good standing of The Arc of Cumberland County.

#### **Section 3 – Duties of President**

The President shall:

1. Preside at all meetings of the Board of Trustees and at the Annual Membership Meeting;
2. Be a member ex-officio of all committees;
3. Except as herein otherwise provided, appoint all committees in consultation with the Board of Trustees;
4. Appoint, with the advice of the Board of Trustees, such professional advisors for the term of one year as may be needed to further the aims and purposes of The Arc of Cumberland County;
5. Exercise general supervision over the work of all committees and officers in order to assure that the objectives of The Arc of Cumberland County are executed in the best possible manner;
6. Act for The Arc of Cumberland County in exercising general supervision over the work of the Executive Director;
7. In general, perform all other duties usually pertaining to the office of President;
8. At least one week before any meeting, regular or special, of the Board of Trustees or Annual Meeting, cause an agenda to be prepared and forwarded to each member of the board, which agenda shall set forth the specific business and matters coming before said meeting;
9. Assure that routine operations are managed by executive and administrative personnel, unless a clear and present emergency has been declared as provided for in Article IV, Section 2.
10. Present an annual report at the Annual Membership Meeting; and
11. The President may seek the advice of the Board on all appointments or other matters of importance which may arise.

## **Section 4 – Duties of Vice President**

The Vice-President shall:

1. Act as an aide to the President; and
2. Perform the duties of the President in the President's absence;
3. Succeed to the office of the President if that office shall become vacant;
4. Carry out such other duties for The Arc of Cumberland County as may be directed by the President.

## **Section 5 – Duties of Secretary**

The Secretary shall:

1. Keep accurate records of the proceedings and business transactions of all regular and special meetings of the Board of Trustees and of the Annual Membership Meeting;
2. Be Custodian of the official copies of such proceedings subject to the call of any member of The Arc of Cumberland County;
3. Be custodian of such reports as shall be filed with the Secretary by order of the President;
4. By one week prior to the next Board of Trustees, Executive Committee and Annual meeting, cause copies of the minutes of prior said meeting and any special meetings to be forwarded to all Board Members.

## **Section 6 – Duties of Treasurer**

The Treasurer shall:

1. Receive, or cause to be received, all revenues of The Arc of Cumberland County. All said revenues are to be deposited in the name of The Arc of Cumberland County in federally insured banks, which are members of the Federal Deposit Insurance Corporation (FDIC). When possible, the amount deposited should not exceed such insurance coverage;
2. With the consent of the Board of Trustees and in conjunction with the Executive Committee and Executive Director, oversee investments which may be made in: (1) government backed securities, (2) federally insured certificates of deposit, and (3) securities not backed by the federal government or the FDIC. Those funds invested in uninsured securities must be insured against employee dishonesty, theft or bankruptcy of the investment firm.
3. Maintain, or cause to be maintained, checking accounts in the name of The Arc of Cumberland County to provide for monthly disbursements and necessary working balances;
4. Disburse, or cause to be disbursed, the funds so deposited. All disbursements shall be by approved method, with the exception of Petty Cash expenditures. All disbursements shall be authorized by approved representatives of The Arc of

Cumberland County as outlined in the Policy and Procedure Manual of the organization or any other applicable body of practices as determined by the Executive Director in conjunction with the Board of Trustees.

5. Maintain, or cause to be maintained, an accurate account of all funds received and disbursed in accordance with accepted accounting principles;
6. Present an accounting of all receipts and disbursements, as of the end of the prior month, at each regular meeting of the Board of Trustees;
7. Maintain, or cause to be maintained, an inventory of the capital assets, real and personal, of The Arc of Cumberland County;
8. Have authority, with approval of the Board of Trustees, to borrow funds on a short term basis (not to exceed six months) in order to cover operating expenditures.
9. Render a complete report as of the end of the fiscal year and deliver, at the end of the term of office, to the successor all records and funds pertaining to the office of Treasurer.
10. Present, or cause the Auditor to present, the Annual Audit to the Board of Trustees. The Auditor's Report is to be made available at The Arc of Cumberland County office for inspection.
11. Present a report of the fiscal status of The Arc of Cumberland County at the Annual Membership Meeting.
12. Seek the advice and consent of the Board of Trustees or any identified professional authorized by the board when investments are to be considered.

## **ARTICLE VII.**

### **NOMINATIONS; ELECTION OF OFFICERS**

#### **Section 1 – Nominations**

Nominations for board membership and/or for officer positions will be made:

1. By the board and/or the Executive Committee, and/or members of the Arc as provided in Article III, Section 3.
2. Additionally, members of the Arc may nominate individuals for board or officer positions at the Annual Membership Meeting.

#### **Section 2 – Officer Elections**

1. The Board of Trustees will consider all nominations for vacant officer positions at the next regularly-scheduled board meeting following the Annual Membership Meeting.
2. Board members will vote for officers who will be elected by a simple majority.
3. Until such election, the term of office of existing officers continue.

### **Section 3 - Agenda**

The nomination of Board Members and/or officers shall be included as an agenda item at the Annual Membership Meeting.

## **ARTICLE VIII.**

### **TENURE AND VACANCY OF OFFICE OR OFFICERS**

#### **Section 1 – Terms of Office**

Each officer of The Arc of Cumberland County shall serve for a term of two years commencing with the date of election to office by the board and continuing until a successor has been elected. The terms of the President and the Treasurer shall begin and end in the same years and the terms of the Vice President and Secretary shall begin and end in the same years. The two sets of offices shall be offset by one year.

#### **Section 2 - Limitations**

Officers of the The Arc of Cumberland County shall not serve for more than two (2) full and consecutive terms in their respective office. Completion of a vacated term by appointment by the President shall not count as any part of these two terms.

#### **Section 3 - Succession**

1. Vacancy of the office of President caused by death, resignation, or otherwise, shall be filled for the remainder of the term by the Vice President.
2. Vacancy of the offices of the Vice President, Treasurer, and Secretary shall be filled by an appointment by the President for the remainder of the term.

#### **Section 4 – Removal**

Any officer of The Arc of Cumberland County may be removed from office for cause by vote of three-fourths of the Board of Trustees present at a special or regular meeting, provided (1) that there is a hearing 30 days prior to the final action of the Board during which time the officer may provide rebuttal information and (2) that notice of such proposed action had been sent to all Board members of The Arc of Cumberland County at least seven days prior to the meeting at which said hearing is scheduled.

## **ARTICLE IX.**

### **COMMITTEES**

#### **Section 1 – Establishment of Committees**

There will be three Standing Committees of the Board of Trustees of the Arc: (1) the Executive Committee; (2) the Walk-A-Thon Committee; and (3) the Recreation Committee. The Board of Trustees shall, from time to time, establish additional *ad hoc* committees as may be necessary for

the efficient governance of the organization. The President of The Arc shall make appointments to the committees.

## **Section 2 – Executive Committee**

There is hereby established an Executive Committee of the Board of Trustees which shall be a standing committee of The Arc and shall be charged with administering the duties set forth herein. The Executive Committee shall consist of no fewer than 3 Board Members which shall include the President, Secretary and Treasurer. It shall be the duty of the Executive Committee to conduct the ongoing governance and operation of the Arc on a regular basis including but not limited to the responsibilities set forth below unless specifically set forth otherwise in these Bylaws, and to report such actions to the full Board of Trustees on a regular basis. The Executive Committee is herein designated to act on behalf of the Board of Trustees as set forth below:

1. The President or his/her designee shall convene the Executive Committee as necessary for the purposes enumerated herein on a monthly basis, with the possible exception of those months in which a full Board Meeting takes place.
2. The duties and responsibilities of the Executive Committee shall consist of:
  - (a) Preparing nominations for officers for The Board of Trustees and submitting the list of candidates to the President prior to the Annual Membership Meeting
  - (b) Overseeing the finances of the Arc including but not limited to the integrity of the financial accounting process, as well as the integrity of the systems of internal controls regarding finance, accounting and the use of assets;
  - (c) Recommending the selection and hiring of independent auditors for the annual audit and for any additional services needed to oversee financial and compliance reporting, overseeing the adequacy of the internal controls, and meeting with the independent auditors, reviewing the annual audit and recommending approval or modification of the independent audit to the Board of Trustees.
  - (d) Reviewing and determining on an ongoing basis the regular day-to-day needs and requirements of the Arc including but not limited to matters related to programs offered by the Arc, employment and employee matters (including but not limited to salaries and bonuses), insurance coverage, physical plant and operations, legal and compliance requirements, relations with Arc's consumers and other such related matters.
  - (e) Conducting long-term program and operational planning; developing proposals and grant applications for Board approval.
  - (f) Recommending to the full Board any proposed or desired changes in the Bylaws.
3. The quorum of the Executive Committee shall be 50% of its members. A vote of the Executive Committee on any matter within its responsibilities shall be equivalent to a vote of the full Board on such matter unless the full Board overrides such action by a majority vote.

### **Section 3 – Other Standing Committees**

The Walk-A-Thon and Recreation Committees will have chairs appointed by the President. Membership of these committees will be at the discretion of chairs and be approved by the board. Chairs shall serve for periods as deemed necessary by the board. Standing Committee chairs will retain chairmanships from year to year, but must be re-appointed by any new incoming President.

## **ARTICLE X. ESTABLISHED POLICIES**

The Board of Trustees shall review and approve new and recommended changes to policies of The Arc of Cumberland County. The Board will receive recommendations from the Executive Committee, standing committees, ad hoc committees, and consultants as deemed appropriate by the board.

## **ARTICLE XI. DISSOLUTION**

Upon the dissolution of the Arc of Cumberland County, assets shall be distributed, as determined by the Board of Trustees, for one or more exempt purposes within the meaning of section 501c(3) of the *Internal Revenue Code*, or corresponding section of any future federal tax code, or to a state or local government, for a public purpose.

## **ARTICLE XII. AMENDMENTS**

### **Section 1 - Amendments**

1. These Bylaws may be altered, amended, repealed or new Bylaws adopted upon the affirmative vote of those member in attendance at the Annual Membership Meeting or who have submitted a ballot via regular US mail or email, which ballot shall be received no later than the day of the Annual Membership Meeting.
2. When Bylaws changes are to be made at an Annual Membership meeting, a notice of such changes shall be published at least one month in advance of the meeting as provided in Article II, Section 7. The notice of such changes shall set forth an explanatory statement of the proposed amendments as well as the original and proposed language.

**Section 2 – Provisions in Law**

The Bylaws are subject to the provisions of *N.J.S.A.15A: 1-1 et seq.*, the *New Jersey Nonprofit Corporation Act* and the Certificate of Incorporation of this corporation, as it may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provisions of the Act or Certificate of Incorporation shall govern.

**ARTICLE XIII.  
INDEMNIFICATION**

**Section 1 – Indemnification**

The Arc of Cumberland County shall indemnify every member of the Board of Trustees and any corporate agent as defined in, and to the full extent permitted by, *Section 15A:3-4* of the *New Jersey Nonprofit Corporation Act*, and to the full extent otherwise permitted by law.

**Section 2 – Breach of Duty**

No director or officer of the Arc of Cumberland County shall be personally liable to the organization for damages for breach of any duty owed to it, except for liabilities arising from any breach of duty based upon an act or omission: (1) in breach of the duty of loyalty to the Arc, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such director or officer of an improper personal benefit. Neither the amendment or repeal of this paragraph, nor the adoption of any provision of these Bylaws or Certificate of Incorporation of The Arc of Cumberland inconsistent with this provision shall eliminate or reduce the protection offered by this provision to a director or officer of the Arc in respect to any matter which occurred, or any cause of action, suit or claim which but for this provision would have accrued or arisen, prior to such amendment, repeal or adoption.



**ADOPTED** during the Annual Membership Meeting this \_\_\_\_th day of \_\_\_\_\_, 2018.

**ATTEST:**

_____	_____
President of Board of Trustees	Date
_____	_____
Vice President of Board of Trustees	Date
_____	_____
Treasurer of Board of Trustees	Date
_____	_____
Secretary of Board of Trustees	Date
_____	_____
Executive Director	Date



## **AMENDMENTS SHEET:**

**[Enter or attach amendments below, in the order they are passed, showing the complete language of the amendment and fully specifying what existing language, if any, the amendment changes. Note the date on which the amendment was voted and provide names of individuals who made, and seconded, the motion for amendment. Retain any resolutions and/or summary statements pertaining to the amendment in the organization's Bylaws file.]**