

John E. Fogarty Center

Advocating by and for people with differing abilities

Constitution & By-Laws

JOHN E. FOGARTY CENTER

CONSTITUTION

Article I. NAME

The name of this organization shall be the John E. Fogarty Center.

Article II. PURPOSE

Section 1. The purposes of the Association are:

- a. to promote the general welfare of all individuals with functional limitations
- b. to foster the development of programs in their behalf
- c. to encourage research related to individuals with functional limitations
- d. to advise and aid parents in the solution of their problems and to coordinate their efforts and activities
- e. to develop a better understanding of the problems of developmental disability by the public
- f. to cooperate with all public, private, and religious agencies and professional groups in the furtherance of these ends
- g. to associate with and support the national association to promote the common cause
- h. to serve locally as a clearing house for gathering and giving out information regarding people with functional limitations
- i. to secure and utilize funds for the accomplishment of the above purposes
- j. to maintain and/or maximize the individual's independent functioning through a goal-oriented program of therapeutic activities designed to enable him/her to either move into competitive employment or other rehabilitation programs such as sheltered employment or vocational development. Work may be provided as one of the several therapeutic elements, which are utilized to accomplish the program's objective plus any other lawful purpose.

Section 2. This Association is a non-profit, non-political, non-sectarian organization. No part of any net earnings shall inure to the benefit of any member or individual, and no officer or director of the Association shall receive any compensation for their services as officer or director.

Article III. MEMBERSHIP

Section 1. Membership shall be open to all individuals.

Article IV. OFFICERS & GOVERNING BODY

The officers shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, and the immediate Past-President.

The governing body of the Association shall be the officers and the directors-at-large. No employee of this Organization may serve as an officer or director.

Article V. AREA OF ACTIVITY

The area the Association intends to serve shall be the State of Rhode Island.

Article VI. DISSOLUTION

In the event of the dissolution of this Association, or in the event it shall cease to carry out the objectives and purposes herein set forth, all property and assets of the Association shall be distributed, and in the event there shall not then be in existence such a state association, then all the property and assets shall go to and distributed to The Arc. Under no circumstances shall any of the property and assets of this Association during the existence and/or upon the dissolution thereof go to and be distributed to any officer, member, or subsidiary of this Association.

Article VII. AMENDMENTS

Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing to the entire general membership, along with recommendations of the Board of Directors, at least ten (10) days prior to the meeting at which it is to be voted upon. A two-thirds vote of members present and voting shall be required for ratification.

This is the current constitution approved and adopted by the Membership in _____ of 2010.

President

Secretary

HISTORY

- Adopted – December 4, 1962
- Amended – June 25, 1964
- Revised – May, 1987
- Amended – June, 1992
- Amended – June, 1994
- Amended – April 1, 1996
- Amended – June 1, 1998
- Amended – June 4, 2001
- Revised- _____, 2010

BY-LAWS

Article I. MEMBERSHIP

Section 1. Membership may be obtained upon application to the Chairperson of the Membership Committee or to the John E. Fogarty Center.

Section 2. Memberships will be offered on either an individual or a family basis. A family membership shall entitle both the head of the family and the other adult member/occupant to vote on all questions in membership meetings. Only one member of the family is entitled to hold office or be elected as a director-at-large.

Section 3. Members whose dues have not been waived and whose payments are ninety (90) days or more delinquent, may be dropped from the membership roll and may not be eligible to vote at the annual meeting at the discretion of the Board.

Section 4. A member in good standing is eligible to vote on all questions in general membership meetings provided said member is not delinquent in dues or unless said member has been granted a waiver of payment.

Section 5. An individual must be a member for at least ninety (90) days to be eligible to hold office.

Section 6. Control of this organization shall rest with the voting membership. Any action of the Board of Directors shall be subject to review by the membership on the request of any member at a regular meeting or at a special meeting for the purpose as provided for under Article III, Section 3, of these By-Laws. Any action of the Board of Directors may be altered or rescinded by two-thirds vote of members present and voting, provided no rights of third parties are affected.

Section 7. Any member whose actions are prejudicial to the interests of the John E. Fogarty Center or of individuals with functional limitations may be expelled as follows: A member may bring complaint against another member in writing submitted to the President. The complainant shall present evidence to substantiate the accusation. The President shall notify the accused and set a date for a hearing within thirty (30) days before the Board of Directors at which time the accused shall be given an opportunity to be heard. Upon a three-fourths vote of the Board of Directors at a meeting at which a quorum is present, the accused may be expelled. The accused shall have the right to appeal the decision to the general membership. On receipt of the appeal, the President shall call a special meeting within thirty (30) days at which the membership may overrule the decision of the Board of Directors by a three-fourths vote, a quorum being present.

Article II. DUES

Section 1. Voting members shall pay annual dues as required and set by the Board of Directors.

Section 2. Dues are payable annually within 30 days of billing by the Organization.

Section 3. Dues may be waived for a twelve (12) month period by recommendation of the Executive Director and approval of the Board of Directors.

Article III. MEETINGS

Section 1. Regular meetings of the **membership** shall be scheduled on the first Monday of the following months: October, January, April and June, unless the membership shall vote to omit or alter the dates of certain meetings. Members shall be notified in writing at least one (1) week in advance of all membership meetings.

Section 2. The regular membership meeting in JUNE shall be designated as the Annual Meeting for the election of officers and directors. It may not be omitted.

Section 3. Special membership meetings may be called by the President or on written application of ten members made to the Secretary who shall mail notices to all members not less than one week prior to the meeting stating the purpose of the meeting. No other business may be transacted at the special meeting.

Section 4. A quorum shall consist of 15 members of the voting membership in good standing, who must be present in person.

Section 5. There shall be no proxy vote at regular or special membership meetings.

Article IV. FISCAL YEAR

The fiscal year shall begin January 1 and end December 31. The financial audit will be prepared by a Certified Public Accountant and submitted to the Board of Directors.

Article V. BOARD OF DIRECTORS

Section 1. Board of Directors shall consist of the five (5) elected officers, the immediate past-president, and ten (10) directors. Every effort will be made to ensure that at least 25% of the Directors shall be individuals with disabilities.

Section 2. The Board of Directors shall be responsible for the conduct of the business of the Organization and shall exercise all powers inherent in the Organization except those expressly reserved to the membership.

Section 3. The Board of Directors shall meet every two months: July, September, November, January, March, and May.

Section 4. The Board of Directors shall employ an Executive Director. There shall be a written job description which formally states the relationship to the Board of Directors, the duties, and the authority and responsibility as is necessary to direct the facility in accordance with its policies.

Section 5. When a decision by the Board of Directors is needed at once and it is not practical to call a meeting of the Board of Directors, the President shall be empowered to delegate the Secretary to officially poll the Board of Directors by telephone, and the President is authorized to act immediately upon receipt of the results of said poll from the Secretary. The results of said telephone poll shall be entered into and become a part of the minutes of the next Board of Directors' meeting.

Section 6. A member of the Board of Directors who has missed a total of three (3) consecutive meetings of the Board of Directors and/or the membership for reasons other than sickness or personal emergency may be removed from the Board of Directors and the position held be considered vacant. The Secretary shall be responsible for keeping records of all absences of the Board of Directors.

Section 7. The Executive Committee shall consist of the officers of the Board. The Executive Committee shall act with full powers of the Board of Directors between meetings. All proceedings of the Executive Committee shall be reported at the following Directors' meeting. A quorum shall consist of two-thirds of the members of the Executive Committee.

Section 8. Special meetings of the Board may be called by the President or by the Secretary upon the request of three (3) Board members at any time.

Section 9. A majority of the members of the Board of Directors shall constitute a quorum.

Section 10. Chairpersons of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also members of the Board.

Section 11. The Board of Directors may appoint honorary Board members to serve from time to time. These members shall be selected because of their standing in the community and their ability to help obtain the objective of our organization. They are free to attend the Board meetings but may not vote.

Article VI. TERMS OF OFFICE

Section 1. The **Officers** of the Organization shall serve a term of two (2) years, beginning July 1 following their election or until the qualification of their successors.

Section 2. **Officers** elected to a position may serve no more than three (3) consecutive terms.

Section 3. **Directors** shall serve for a term of two (2) years beginning July 1 following their election or until the qualification of their successors. There are no term limits.

Section 4. All vacancies in the elective positions, except that of President, shall be filled for the unexpired term by persons elected by the Board of Directors.

Article VII. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Organization and of the Board of Directors. S/he shall appoint the chairpersons of all committees, with the approval of the Board, and supervise directly or indirectly their work, except the Nominating Committee. The President may appoint special committees as required and shall act as the executive officer of the Association and, in general, perform the duties usually associated with Office of President. The President shall present an Annual Report to the Membership.

Section 2. The First Vice-President shall succeed to the Presidency in case of a vacancy in that office and shall perform the duties of the President in the absence or disability of the President. S/he shall undertake such other responsibilities as the President may assign. The First Vice-President shall be a member of the Finance Committee (not necessarily the Chairperson).

Section 3. The Second Vice-President shall succeed to the office of First Vice-President, in the event of a vacancy.

Section 4. The Secretary shall be generally responsible for the correspondence of the Association and maintain a record of the proceedings of all meetings of the Membership and the Board of Directors. The Secretary shall be custodian of all records other than financial records. The Secretary shall keep an accurate record of all Board of Directors members' attendance.

Section 5. The Treasurer shall oversee all revenues of the Association and shall maintain a complete and accurate account of all funds received and disbursed. S/he shall oversee the deposit and disbursement of all such funds. The Treasurer shall be bonded in an amount to be determined by the Board of Directors. S/he shall present, with the assistance of the Financial Officer, an annual financial report to the Board of Directors immediately after the close of the fiscal year listing all receipts and disbursements by budget categories. The Treasurer shall be a member of the Finance Committee. S/he shall monitor the development of an annual budget.

Article VIII. ELECTIONS

Section 1. There shall be a Nominating Committee composed of three (3) members. One member shall be appointed by the Board of Directors from among its members. The other two members shall be elected by the membership at a regular membership meeting at least two months prior to the Annual Meeting. The membership shall elect one of these three as chairperson.

Section 2. The Nominating Committee shall prepare a slate of candidates for election as officers and directors and shall secure the consent of its nominees to serve if elected. They shall report the slate to the membership as follows: The slate of proposed candidates shall be mailed to each member of the association at least three (3) weeks before the Annual Meeting.

Section 3. At the Annual Meeting, the Nominating Committee shall submit their report to the membership. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall be members in good standing who have given their consent to the nomination and who have been members for ninety (90) days. In cases where more than one person has been nominated for the office, voting will be by secret ballot.

Section 4. Officers and directors shall be elected at the Annual Meeting and shall take office on July 1 following their election.

Section 5. No paid employee, no paid consumer, or the spouse of any paid employee or paid consumer of this Association shall be eligible for nomination or election to any office or director-at-large.

Article IX. STANDING COMMITTEES

Section 1. The Personnel Committee shall consist of the total Board of Directors. This committee shall be established to oversee all the employed personnel of the Association and be empowered to employ and discharge. Said committee shall also handle all personnel problems and set forth pay schedules, holidays, and benefits for said personnel.

Article X. AD HOC COMMITTEES

Section 1. The Ad Hoc Committees may be Ways and Means, Family Support Program, Membership, and Finance.

Section 2. Other committees may be appointed as the need arises. If such are appointed, there shall be documentation of the purpose, structure, responsibility, and authority, if any.

Section 3. Terms of all committee members shall expire June 30 of each year.

Article XI. DUTIES OF AD HOC COMMITTEES IF AND WHEN ESTABLISHED

Section 1. Ways and Means Committee. This committee shall plan and conduct, or provide for, fund-raising projects or other means of financial support that will furnish the income needed to finance the Organization's activities.

Section 2. Family Support Committee. This committee shall acquaint the public with all appropriate facts on developmental disabilities and on the activities of this Organization in order that the public may become aware of what is being done and what needs to be done to properly serve people with functional limitations. It shall make full use of available press, radio, newspaper, and television facilities. It may issue a newsletter. Other committees desiring to have their work publicized shall work through and cooperate with this committee.

Section 3. Membership Committee. This committee shall be responsible for informing new and potential members about the Association and for receiving applications for membership. It shall keep up-to-date membership lists, including addresses and telephone numbers, e-mail addresses, and shall be responsible for informing members of their status.

Section 4. Finance Committee. This committee shall review a budget for approval by the Board of Directors for the forthcoming fiscal year and assist the Board of Directors in adjusting the budget as necessary to fit the program and financial status of the Association. This committee will also serve as an advisory group to the Treasurer in all activities.

Article XII. ADVISORY BOARD

Section 1. The Board of Directors may establish an Advisory Board to consist of prominent citizens, professional leaders, and others for the purpose of furthering the objectives of the Association. The Advisory Board shall have no administrative authority but may make recommendations to the Board of Directors for their consideration or the consideration of the Membership.

Section 2. Members of the Advisory Board shall be selected by the Board of Directors from nominations made by the Association and the Executive Committee. The Board of Directors shall arrange, insofar as possible, to meet jointly with the Advisory Board at least four (4) times a year. The Advisory Board shall meet at such other times as it and the Board of Directors deem advisable.

Article XIII. RELATIONSHIP WITH NATIONAL ASSOCIATION

This Organization agrees to make every effort to maintain membership in the National Association to support this Association and to adhere to its policies.

Article XIV. PARLIAMENTARY AUTHORITY

Section 1. ROBERTS' RULES OF ORDER shall govern the conduct of business in all cases in which they are applicable and not in conflict with the CONSTITUTION AND BY-LAWS.

Article XV. AMENDMENTS

Section 1. The Association's Board of Directors shall review annually the continuing adherence to the specifications of these By-Laws.

Section 2. Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing, along with the recommendation of the Board of Directors, to the entire Membership at least ten (10) days prior to the meeting at which it is to be voted upon. A two-thirds vote of members present and voting shall be required for its ratification.

These are the current By-Laws approved and adopted by the membership in _____, 2010.

President

Secretary