

THE BY-LAWS

OF

THE ARC

OF NORTHEASTERN PENNSYLVANIA

JUNE 2007

The By-Laws
of
The Arc
of Northeastern Pennsylvania

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ARTICLE I

NAME AND LOCATION

SECTION I

The legal name of this, hereinafter referred to as the "Agency", shall be The Arc of Northeastern Pennsylvania. The principal office of this Agency shall be located in Lackawanna County at such place as the Board of Directors shall determine.

ARTICLE II

PURPOSE

SECTION I

The purposes of the Agency are:

- a. To promote active citizenship and inclusion in every community for all children and adults with intellectual and developmental disabilities and their families, with a continued emphasis on individuals with mental retardation.
- b. To promote and protect the civil and human rights of people with intellectual and developmental disabilities, with a continued emphasis on individuals with mental retardation.
- c. To promote inclusion and quality of services and supports for people with intellectual and developmental disabilities.
- d. To help the public understand the contributions individuals with intellectual and developmental disabilities make to their families and communities.
- e. To further the advancement of preventative study, research, therapy and treatment in the field of intellectual and developmental disabilities.
- f. To encourage the formation of shareholder groups, to advise and aid individuals and their families in the solution of their problems and to coordinate and strengthen the efforts of and activities of these groups.
- g. To associate with and support financially the State and National Associations to promote our common mission.

- h. To serve locally as a clearing house for gathering and disseminating information regarding intellectual and developmental disabilities.
- i. To request and receive funds necessary to pursue this mission.

ARTICLE III

NON-PROFIT STATUS AND DISSOLUTION

SECTION I

The Agency shall be a non-profit Corporation which shall make no distinctions based on race, color, creed, sex, or national origin. No part of the earnings, contributions or other property shall inure to the benefit of any member (except that reasonable compensation may be paid for services rendered to or for the Agency). Dissolution of the Agency may occur only in accordance with Pennsylvania statutes, and in the event of such dissolution, all property of the Agency (after payment of necessary expenses thereof) shall be distributed to such organizations which serve persons with intellectual and developmental disabilities and qualify under section 501 (c) (3) of the Internal Revenue Code of 1986, or such corresponding provision as may be then in effect, as may be determined by the Board of Directors.

ARTICLE IV

MEMBERSHIP

SECTION I

Any person, of good moral character, shall be eligible for membership regardless of race, color, creed, or national origin.

SECTION II

Membership may be attained by payment of the Annual dues.

SECTION III

The dues which each member shall pay, shall be in such amount, payable at such times, as shall be determined by the Board of Directors.

SECTION IV

There shall be such divisions of Membership as determined by the Board of Directors.

SECTION V

Only Members in good standing and who are not in arrears in the payment in their dues shall have the right to vote at the General Membership meetings and to hold office.

SECTION VI

A person must be a Member for 60 days before being able to vote at a General Membership meeting.

SECTION VII

Members may have such other rights and obligations as may be prescribed in the By-Laws.

ARTICLE V

FIDUCIARY DUTIES / CONFLICT OF INTERESTSECTION I Disclosure

All potential conflicts of interest of Board Members, Officers, and Employees of the Arc must be disclosed in advance as each group listed must comply with the agency's Code of Ethics. Persons having a conflict of interest are prohibited from voting on such matters.

SECTION II Employees

No employee of the Agency shall serve as an Officer or Board Member of the Agency.

SECTION III Interested Directors or Officers: Quorum.

(a) No contract or transaction between the Agency and one or more of the Board Members or Officers of the Agency, or between the Agency and any other corporation, partnership, association, or other organization in which one or more of such Board Members or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because a Board Member or Officer of the Agency is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because the votes of such Board Member or Officer are counted for such purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Board Members even though the disinterested Board Members are less than a quorum;

(2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

(b) Common or interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section.

SECTION IV Standard of care and Fiduciary Duty. Each Board Member shall stand in a fiduciary relation to this Agency and shall perform the duties as a Board Member, including the duties as a member of any committee of the Board upon which the Board Member may serve, in good faith, in a manner the Board Member reasonably believes to be in the best interests of this Agency, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self dealing, actions taken as a Board Member or any failure to take any action shall be presumed to be in the interests of this Agency. In performing such duties, each Board Member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) one or more Officers or employees of this Agency whom the Board Member reasonably believes to be reliable and competent in the matters presented;

(b) counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within the professional or expert competence of such persons; and

(c) a committee of the Board upon which the Board Member does not serve, as to matters within its designated authority, which committee the Board Member reasonably believes to merit confidence.

A Board Member shall not be considered to be acting in good faith if the Board Member has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

SECTION V Factors Which May Be Considered By Board Members. In discharging the duties of their respective positions, the Board, committees of the Board and individual Board Members may, in considering the best interests of this Agency, consider to the extent they deem appropriate.

(a) the effects of any action upon any or all groups affected by such action, including employees, suppliers, consumers and creditors of the Agency, and upon communities in which officers or other establishments of the Agency are located;

(b) the short-term and long-term interests of the Agency, including benefits that may accrue to the Agency from its long-term plans and the possibility that these interests may be best served by the continued independence of the Agency;

(c) the resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the Agency; and

(d) all other pertinent factors.

The consideration of these factors shall not constitute a violation of Section IV hereof.

SECTION VI Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Agency and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Board Members present and entitled to vote at a meeting of the Board Members where a quorum is present.

ARTICLE VI

BOARD OF DIRECTORSSECTION I Definition

The Board of Directors (hereinafter referred to as the Board), is that group of persons which represents a wide range of community interests and is empowered by the General Membership to manage the Agency's business affairs. The decision-making responsibility of the Board of Directors encompasses all personnel, fiscal, facilities, and service policy matters.

SECTION II

The Board of Directors shall consist of no more than a total of 25 Members including the Officers of the Agency as set forth in Article IX, section I, and including no more than three (3) life members who shall serve with full voting privileges.

A. All members of the Board must hold membership in this Agency.

B. Members absent for three (3) consecutive regular meetings of the Board without notification and satisfactory excuse to the President or Agency, shall be mailed a letter inquiring of their intention to remain on the Board. Those expressing a desire to continue membership, in writing, and who attend future meetings, shall continue as Board Members. Those who do not respond, or who do not indicate a desire to continue may be removed by action of the Board.

The Secretary of the Board shall be responsible for accumulation of attendance records and shall notify the President of those members who have missed three (3) consecutive meetings without satisfactory excuse. The President shall then notify those individuals in question.

SECTION II

Subject to any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Agency, the affairs of the Agency shall be under the general direction of the Board of Directors which shall administer, manage preserve and protect the property of the Agency.

SECTION IV

The Board shall have the authority to enter into agreements with The Arc Pennsylvania and other organizations and institutions covering dues, legal and fiscal arrangements.

SECTION V

The Board may require such Officers to be bonded as it shall deem necessary for any amount as it may deem requisite.

SECTION VI

Power shall be given to the Board to remove any Member of the board whose actions or activities work against the good of this Agency.

ARTICLE VII

ADVISORY BOARD

SECTION I

An Advisory Board may be set up to consist of prominent citizens, professional leaders, or others as recommended by the Membership, and as elected by the Board from the names submitted.

ARTICLE VIII

NOMINATIONS ELECTIONS AND TERMS OF OFFICE

SECTION I

A Nominating Committee, named by the President, shall present a slate of Officers and Directors to the General Membership for approval at the Annual Meeting. Additional names may be presented from the floor.

SECTION II

Elections shall be held yearly at the Annual Meeting of the General Membership electing the Officers and Members of the Board.

SECTION III

Only Members in good standing shall be eligible to hold office in this Agency either as an Officer or as a Member of the Board.

SECTION IV

The Officers and Members of the Board shall be elected by a majority vote of the Membership present at the Annual Meeting.

SECTION V

The election of all Officers and Members of the Board may be by closed, written ballot.

SECTION VI

The term of office for Members of the Board shall be for a three (3) year term, beginning July 1 of the fiscal year.

ARTICLE VIII

SECTION VII

Board Members may be elected to serve two (2) consecutive terms. When a Board Member is initially appointed to fill the unexpired term of a Board Member, that Board Member may be elected for two consecutive terms after the expiration of the appointed term.

SECTION VIII

Any former Board Member may be re-nominated to the Board one year after his/her resignation or expiration of his/her term of office.

SECTION IX

The President and Officers shall serve no more than two consecutive years in the same office.

SECTION X

A President whose term of office and Membership on the Board expires at the same time shall be eligible to serve one additional year as a full voting member.

SECTION XI

The Board of Directors shall vote to fill any vacancy which may occur on the Board during the fiscal year.

SECTION XII

No compensation shall be paid to Members of the Board for their services as Members, but at the discretion of the Board, they may be reimbursed for travel, and actual expense necessarily incurred by them in attending meetings and performing other duties on behalf of the Agency.

ARTICLE IX

OFFICERS

SECTION I

The Officers of the Agency shall be elected for a one-year term of office by the General Membership and shall serve on the Board of Directors for so long as they hold office. Officers shall consist of the following:

- (1) President
- (2) 1st Vice President
- (3) 2nd Vice President
- (4) Secretary
- (5) Treasurer
- (6) Immediate Past-President

SECTION II

Duties of the OfficersA. President

The President shall be the Chief Officer of the Agency and shall preside at all meetings of the Membership, Board of Directors and Executive Committee. The President will exercise general supervision and control over the business affairs and personnel of the Agency in conformance with Board policy. He or she shall be an ex officio member of all committees and shall perform other duties as properly required by law and the Board, including appointment of all committee chairpersons subject to confirmation by the Board.

ARTICLE IX

SECTION II (continued)

B. 1st Vice-President

The 1st Vice-President shall become versed in the business of the Agency to prepare to succeed the President in office. He or she shall perform the duties of the President in the event of his absence, resignation, or inability to serve.

C. 2nd Vice-President

The 2nd Vice-President will perform all duties and exercise all powers of the President when the President or 1st Vice-President is absent or unable to serve. The 2nd Vice President shall perform such other duties as may be expressly assigned and delegated by the President.

D. Secretary

The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the Corporate records, will give all notices as are required by law or by these By-Laws, and, generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

E. Treasurer

The Treasurer will render reports and accountings to the Directors and to the Members as required by the Board of Directors or Members or by law, and will perform, in general, all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors, including serving as the chair of the Finance Committee.

BY-LAWS

ARTICLE IX

SECTION II (continued)

F. Immediate Past President

The Immediate Past President shall serve on the Executive Committee and provide advice and counsel to the Association in the proper conduct of its' affairs.

SECTION III Vacancies Among The Officers

Any vacancy occurring among the Officers shall be filled by appointment by a majority vote of the Board of Directors. The new Officer appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

SECTION IV Removal of Officers

Any officer elected or appointed to office may be removed by a two-thirds (2/3's) vote of the Directors in Office whenever, in their judgment, the best interest of this Corporation will be served.

ARTICLE X

EXECUTIVE DIRECTOR AND STAFF

SECTION I

The Board of Directors shall employ an Executive Director, establish his/her duties and fix his/her salary. He/she shall serve under the direction of the Board of Directors. The Executive Director shall function at all times in a manner consistent with the policies established by the Association and the Board of Directors.

SECTION II

The Executive Director shall be the operational head of the Association, serving at all times under the direction of the Board of Directors through the President. He/she shall be responsible for carrying out and interpreting policies of the Association and, in consultation with Officers, Board Members and Committee Members, develop the overall operational and service programs based upon long and short-term goals. All staff are responsible to the Executive Director.

ARTICLE XI

STANDING COMMITTEES AND THEIR DUTIES

SECTION I Standing Committees

There shall be six (6) standing committees: Executive, Finance/Audit, Membership, Personnel, Advocacy/Agency Services, and Governance Committee.

A. The Executive Committee shall:

1. Be comprised of the Officers of the Association, chairpersons of standing committees, Immediate Past President, and other Board Members appointed by the President.
2. Have the power to act as the Board of Directors between regularly scheduled meetings, except that it shall not have the power to repeal or amend any resolution of the Board.
3. Report all such actions to the Board at the next regularly scheduled meeting.
4. Appoint representatives to local, state and national organizations.

B. The Finance Committee shall:

1. Assist the Administration regarding fiscal and budgetary matters.
2. Receive the annual audited report for review and approval.

ARTICLE XI

SECTION I (Continued)

C. The Membership Committee shall:

1. Be responsible for sustaining and increasing Membership in the Association.

D. The Personnel Committee shall:

1. Screen and recommend to the Board, the name(s) of the candidate(s) to be hired for Executive Director of the Association.
2. Review and recommend revisions of the Personnel Policies, employee benefits, and employee compensation in collaboration with the Administration.

E. The Advocacy/Agency Services Committee shall:

1. Keep abreast of changes in legislation affecting the well being of persons with mental retardation.
2. Advocate for quality services for persons with mental retardation.

F. The Governance Committee shall:

1. Develop and monitor the Agency's strategic plan to reflect the concerns and goals of the Agency as well as people with mental retardation throughout the Agency's geographic area.
2. Oversee the bylaws, Code of Ethics and Strategic Plan.

G. Special Committees

1. Special Committees shall be appointed as needed by the President of the Board.

ARTICLE XII

MEETINGS

SECTION I

A meeting of the General Membership shall be held at least once per year, at any time, as deemed appropriate by the Board. Minutes of the meeting shall be maintained.

SECTION II

The Board shall meet at least Quarterly, and at such times as deemed necessary.

SECTION III

A. Special meetings of the Board may be called in not less than one week's notice by the President or Secretary upon written request of five (5) Board Members.

B. No other business may be transacted at a Special Meeting except that business for which the meeting was called.

SECTION IV

Written notice of the date, time and place of each meeting of the Board shall be sent to all Members at least five (5) days in advance of the date thereof. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or designated Officer of the Corporation and shall be delivered to each Member, either personally or by mail, facsimile or e-mail to each Member's residence or place of business as listed on the records of the Corporation. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto two (2) days (not including Sunday's) after the date on which it has been deposited in the United States mail, addressed to such person. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

SECTION V

Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Agency, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.

SECTION VI

Robert's Rules of Order, newly Revised, shall be parliamentary authority in conducting all meetings.

SECTION VII

One or more persons may participate in a meeting of the board, or of a committee, by means of conference telephone or similar communication equipment by mean of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.

SECTION VIII

Any action which may be taken at a meeting of the Board (or of a Committee) may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Board Members (or all Committee members, as the case may be) entitled to vote and shall be filed with the Secretary of the Agency.

ARTICLE XIII

QUORUM

SECTION I

One-third (1/3) of the Board Members in office shall constitute a quorum for the transaction of business of the Board. At meetings where a quorum is present, a majority of Board Members voting in concert is necessary to take official action.

SECTION II

A quorum for the purpose of holding any Committee Meeting of the Board shall be three (3) members of that Committee.

SECTION III

A quorum for the purpose of holding a general membership meeting shall be ten (10) members in good standing.

ARTICLE XIV

MAJORITY VOTE

SECTION I

A majority vote of those present and voting shall be required to pass any motion at any meeting of the Board and committees, unless otherwise specified in these bylaws or unless otherwise required by law.

ARTICLE XV

PERSONAL LIABILITY OF DIRECTORS

SECTION I Board Members' Personal Liability

A Board Member of the Agency shall not be personally liable for monetary damages for any action taken, or any failure to take action unless:

(a) The Board Member has breached or failed to perform the duties of his or her office under these bylaws; and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

(1) The responsibility or liability of a Board Member pursuant to any criminal statute; or

(2) the liability of a Board Member for the payment of taxes pursuant to local, State or Federal law.

SECTION II Preservation of Rights

Any repeal or modification of this Article by the Agency shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Board Member or former Board Member may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Board Member of the Agency and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XVI

INDEMNIFICATIONSECTION I Indemnification

The Agency shall indemnify, to the fullest extent now or hereafter permitted by law (including, but not limited to, the indemnification provided by each Board Member or Officer (including former Member or Officer) of the Agency who was or is made a party to or a witness in pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was an authorized representative of the Agency against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding.

SECTION II Mandatory Advancement of Expenses to Directors and Officers

The Agency shall pay expenses (including attorneys' fees and disbursements) incurred by a Board Member or Officer of the Agency referred to in SECTION I hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in SECTION I hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Board Member or Officer shall be paid by the Agency in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Board Member or Officer to repay all amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the Agency as provided in SECTION IV hereof.

ARTICLE XVI

SECTION III Permissive Indemnification and Advancement of Expenses

The Agency may, as determined by the Board from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Agency, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him in conjunction with such action, suit or proceeding. The Agency may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of his participation in an action suit or proceeding referred to in this SECTION III in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Agency as provided in SECTION IV hereof.

SECTION IV Scope of Indemnification

Indemnification under this Article shall not be made by the Agency in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Pennsylvania Nonprofit Corporation Law or any successor statute as in effect at the time of such alleged action or failure to take action, including, but not limited to, a finding that the person seeking to be indemnified has committed willful misconduct or acts of recklessness in the matter for which he or she seek indemnification.

ARTICLE XVI

SECTION V Miscellaneous

Each Board Member and Officer of the Agency shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive or any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Agency and shall inure to the benefit of the heirs, executors and administrators of such person.

Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Agency. Any repeal or modification of this Article by the members or the Board Members of the Agency shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

ARTICLE XVII

FISCAL YEAR

SECTION I

The Fiscal Year of the Agency shall end on June 30 of each year, or on such other date as shall be fixed by resolution of the Board of Directors.

ARTICLE XVIII

RESTRICTIONS REGARDING THE OPERATIONS OF THE
AGENCY AND ADMINISTRATION OF FUNDS

SECTION I Purpose

The purpose of the Agency shall be as provided in its' Articles of Incorporation.

SECTION II No Private or Political Beneficiaries

In keeping with the statement of purpose of the Agency, as set forth in its' Articles of Incorporation, no part of the earnings or assets of the Agency shall inure to the benefit of any private individual (except that the Agency may pay reasonable compensation for services rendered), and no substantial part of the activities of the Agency shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.

SECTION III Violation of Charitable and Educational Purpose

In no event and under- no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Agency to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

ARTICLE XVIII

SECTION IV Annual Report

The Treasurer shall submit, annually, to the Board of Directors a statement containing those details required to be included under the provisions of the Pennsylvania Nonprofit Law, the Article of Incorporation of this Agency or these Bylaws.

SECTION V Books and Records

This Agency will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and Committees. The Agency will keep, at its registered office, the original or a copy of its By-Laws including amendments to date certified by the Secretary of the Agency.

ARTICLE XIX

AMENDMENTS

SECTION I

The Membership, by a two-thirds vote of those present and voting, may alter, amend, suspend, or annul the provisions of these By-Laws at a General Membership meeting; provided:

- A. Such alterations, amendments, suspensions, or annulments are made in writing.
- B. At least fifteen (15) days notice is given to all members of the meeting at which it is proposed to alter, amend, suspend, or annul these By-Laws.
- C. Such alterations, amendments, suspensions, or annulments does not contravene the provisions of the By-Laws of the Arc of PA and the Arc of the US, or the Pennsylvania Nonprofit Corporation Law.

ARTICLE XX

ADOPTION OF THESE BY-LAWS

SECTION I

These By-Laws shall be adopted by an affirmative majority of the members present and voting at the time of its proposal to the members for ratification and shall be sent promptly thereafter to the Secretary of the Arc of Pennsylvania.

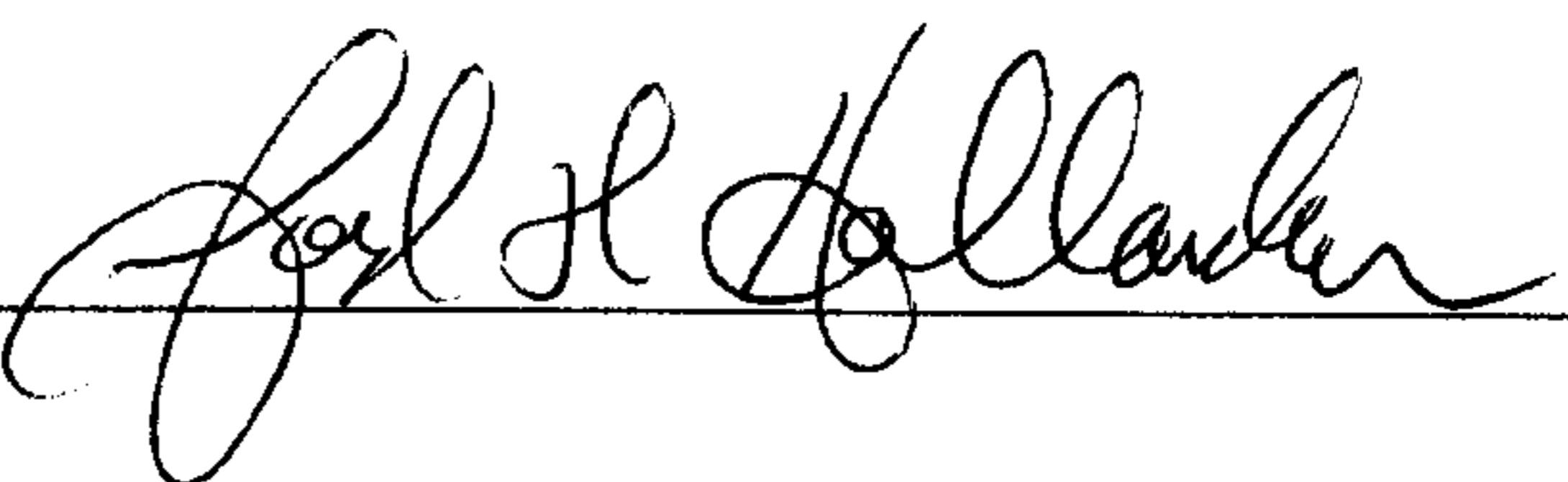
SECTION II

These By-Laws shall become effective immediately upon their adoption.

Adopted by the General Members at a properly
convened Membership Meeting held

June 19, 2007

Signed,



Revised: January 1971
 June 1978
 April 1982
 March 1995
 June 2007