

AMENDED AND RESTATED
BYLAWS
OF
THE ARC OF EAST CENTRAL IOWA

Adopted as of the 2nd day of June, 2014

**AMENDED AND
RESTATED BYLAWS**

OF

**THE ARC OF EAST
CENTRAL IOWA**

Article I

Offices

THE ARC OF EAST CENTRAL IOWA, an Iowa nonprofit corporation (the "Corporation"), shall maintain in the State of Iowa a registered office and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Chapter 504 et. seq., of the State of Iowa, as amended from time to time (the "Act"). The registered office may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II

Members

Section 1. General Powers. The Members shall have the right power and authority to i) elect individuals as officers and as members of the Board of Directors; ii) remove individuals as officers and from the Board of Directors; and iii) review, alter and rescind the actions of the Board of Directors.

Section 2. Membership. Those individuals who submit the requisite payment, in an amount to be determined on an annual basis by the Board of Directors, shall be a member ("Member"). Notwithstanding the above, the Board of Directors may in its discretion waive the annual membership fee for any particular Member if the fee could cause hardship for the Member. The Board of Directors may by resolution allow for corporate memberships and determine the annual fee for any such corporate memberships. The Corporation shall, if required by any such affiliates, pay dues to the state and national affiliates of the Corporation for all Members in good standing, including those whose dues have been waived.

Section 3. Voting. Those individuals who have paid the yearly dues (unless said dues have been waived for the Member by the Board of Directors) and have been a Member in good standing for at least thirty (30) days shall be entitled to vote on any and all resolutions or actions that are presented to the membership for vote. A regular membership shall entitle two adult members of the same immediate family to become Members and they shall each be entitled to vote on any and all resolutions or actions that are presented to the membership for vote. Corporate Members are not entitled to vote. Employees of the Corporation who are Members shall have no voting rights and shall not be counted when determining if a quorum is present.

Section 4. Review of Board Actions. Any action of the Board of Directors shall be subject to review by the membership on request of any Member at a regular or special meeting called for the purpose of reviewing the action in question. Any action of the Board of Directors may be altered or rescinded by a two-thirds vote of the members at a meeting in which a quorum is present, provided that any such alternation or rescission will not be permitted if doing so would affect the rights of a third party.

Section 5. Removal of a Member. Any Member, whose actions are prejudicial to the interests of the Corporation, or people with intellectual or developmental disabilities, may be expelled as follows:

A Member may bring complaint against another Member in writing submitted to the President. The complaint shall present evidence to substantiate the accusation. The President shall notify the accused and set a date for a hearing, within 30 days, before the Board of Directors at which time the accused shall be given an opportunity to be heard. Upon three-fourths vote of the Board of Directors at a meeting, for which a quorum is present, the accused may be expelled and removed as a Member. The accused shall have the right to appeal the decision to the Members, by written appeal delivered to the President or Secretary. Upon receipt of the appeal, the President shall call a meeting within 30 days at which the Members may overrule the decision of the Board by a three-fourths vote of the Member present, if a quorum is present.

Section 6. Annual Membership Meetings. The Corporation shall hold an annual meeting of the Members each year at a date, time and place as shall be selected by the Board of Directors to elect members of the Board and to elect officers, who shall all take office effective the 1st day of October immediately following such Annual Meeting. The Board of Directors shall fix the date, time and place for holding the annual meeting of the Members.

Section 7. Regular and Special Membership Meetings. Regular and/or special meetings of the Members may be called by or at the request of the President, by resolution of the Board of Directors, or upon written application of five (5) Members to the Secretary. The Secretary shall fix the date, time and place for holding any regular or special meeting of the Members.

Section 8. Notice and Waiver. Notice of the date, time, place and purpose of any annual, regular or special meeting of the Members shall be given by the Secretary, or the individuals calling the meeting, at least five (5), but no more than sixty (60), days prior to the meeting by written or printed notice delivered personally or sent by mail, email, fax, or such other form authorized by law to each Member at the Member's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax, it shall be deemed to be delivered when successfully transmitted to the recipient's facsimile machine at the recipient's last fax number registered with the Corporation. If notice is given by e mail, it shall be deemed delivered when sent to the last known e-mail address of the Member. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of such notice, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. The lesser of fifteen percent (15%) of the total number of Members or forty (40) Members shall constitute a quorum.

Section 10. Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Proxies. At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by the Member's authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Article III

Board of Directors

Section 1. General Powers. Subject to the right of the Members to alter, amend and rescind its actions, the affairs of the Corporation shall be managed by its Board of Directors (the "Board").

Section 2. Number. The Board shall consist of at least eleven (11) and no more than twenty- nine (29) members, including the elected officers and the immediate past president. The Board, by resolution, may designate the number of members of the Board. At least one-half of the Board shall consist of persons: i) who have an immediate family member, or are the legal guardians, of a person with intellectual or developmental disabilities; ii) with intellectual or developmental disabilities; or iii) who are professionals in a field related to the care or education of persons with developmental disabilities. All members of the Board must be a member of the Corporation.

Section 3. Vacancies. The Board may, at any time a vacancy on the Board exists, elect a qualifying individual to fill any such vacancy and such elected member shall serve for the remainder of the term of the person who resigned, was removed or died.

Section 4. Term. Each member of the Board shall be appointed for a three (3) year term, which shall commence on the 1st day October following the Annual Meeting at which the member of the Board was elected. The terms shall be staggered such that approximately one-third of the members of the Board shall be appointed at each Annual Meeting. No member of the Board shall serve for more than two (2) consecutive full terms (i.e. 6 consecutive years) unless the Board member has been elected to serve as an officer and will hold such office after completion of his or her second consecutive term.

Section 5. Annual Meetings. The Board shall hold an annual meeting for the membership each year at a date, time and place as shall be selected by the Board.

Section 6. Regular Meetings. The regular meetings of the Board of Directors shall be held on such date as the Board shall by resolution specify. The Board may provide by resolution the time and place, either within or outside of the State of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 7. Special Meetings. Special meetings of the Board may be called by or at the request of the President or upon written request of five (5) Directors. The persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board of Directors called by them, or may provide that such meetings shall occur by teleconference or videoconference.

Section 8. Notice and Waiver. Notice of any special meeting of the Board of Directors shall be given at least five days previously by written or printed notice delivered personally or sent by mail, email, fax, or such other form authorized by law to each Director at the Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax, it shall be deemed to be delivered when successfully transmitted to the recipient's facsimile machine at the recipient's last fax number registered with the Corporation. If notice is given by email, it shall be deemed delivered when sent to the last known e-mail address of the Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of such notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By laws.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, Directors may be reimbursed for their reasonable expenses, including the expenses of attending each regular or special meeting of the Board of Directors.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Directors.

Section 13. Indemnification. The Corporation shall, in accordance with the Articles, indemnify and hold harmless each Director now or hereafter serving the Corporation or any subsidiary thereof.

Section 14. Conflict of Interest Policy. The Directors shall sign an acknowledgment that they have received a copy of the Conflict of Interest Policy and agree to be bound by and follow said policy, as the same may be amended from time to time.

Article IV

Officers

Section 1. Officers. The officers, who shall be members of the Board of the Corporation, shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article IV. The Members may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Members at the annual meeting of the Members and shall assume office effective the first day of October immediately following his or her appointment.

Section 3. Removal. Any officer elected or appointed by the Members may be removed by the Membership whenever in its judgment the best interests of the Corporation would be served by such Officer's removal.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall in general supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contract, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board or by these By laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board .

Section 6. Vice-President. In the absence of the President or in event of the President's inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as may be assigned by the President or by the Board.

Section 7. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board shall determine. He or she shall have charge and be responsible for all funds and securities of the Corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Members and the Board in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board.

Section 9. Indemnification. The Corporation shall, in accordance with the Articles, indemnify and hold harmless each officer now or hereafter serving the Corporation or any subsidiary thereof.

Article V

Committees

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board in reference to: amending, altering or repealing the By laws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of any responsibility imposed upon it by law.

Section 2. Standing Committees. In addition to the other standing committees that may be created from time to time by the Board, the Corporation shall have the following standing committees:

A. Executive Committee. The Executive Committee shall consist of the current officers of the Corporation and the immediate Past President of the Corporation, and the Chair of the Endowment Committee.

(i) The Executive Committee will meet as called by the President or Vice President.

(ii) The Executive Committee shall hear employee grievances and assist and advise the Executive Director on matters of personnel policy.

(iii) The Executive Committee may review, revise and present recommendations to the Board with regard to proposals presented for Board action; thereby assuring that proposals brought before the Board have been carefully researched and analyzed.

(iv) A majority of the Executive Committee shall constitute a quorum.

B. Nominating and Governance Committee. The Nominating and Governance Committee shall be comprised of at least three members, who shall be selected by the Executive Committee.

- (i) The President will appoint the Chair, who shall be a member of the Board.
- (ii) The committee will meet as called by the Chair or the President.
- (iii) The committee will be responsible for: (a) recruiting qualified candidates for the Director and Officer positions by considering planned or expected vacancies, all aspects of diversity, and selecting appropriate individuals with the skill sets needed; and (b) ongoing mentoring, support, and engagement of members of the Board to carry out the mission of the Corporation.
- (iv) The committee shall select one person for each elective office and directorship; and present the list of selections to the Executive Committee for review.
- (v) Upon concurrence of the Nominating and Governance Committee and Executive Committee, the list of selections will be submitted to Board of Directors for approval at the July or August meeting of the Board, and upon Board approval the committee will secure the consent of the nominees to serve if elected by the membership at its annual meeting.

C. Budget and Finance Committee. The Budget and Finance Committee shall be comprised of at least three members, who shall be selected by the Executive Committee.

- (i) The Treasurer of the Board shall be a member of the committee and shall serve as the Chair.
- (ii) The committee will oversee the development of a proposed annual budget and present it for Board approval prior to the beginning of the fiscal year.
- (iii) The committee will also recommend approval of financial policies to the board.
- (iv) The chair shall recruit interested individuals to serve on the committee who can provide expertise in the areas of budgets and finance.
- (v) The committee will create a regular meeting schedule where review of financial reports and budget issues are addressed.
- (vi) The Treasurer will present monthly financial updates at board meetings.
- (vii) The committee will assure that an annual audit of the agency's finances is scheduled.
- (viii) The Chair will be responsible to schedule the auditor to present the findings of the yearly audit.

D. Programs and Services Committee. The Programs and Services Committee shall be comprised of at least three members, who shall be selected by the Executive Committee.

- (i) The President will appoint the Chair, who shall be a member of the

- Board.
- (ii) Membership of the committee should include consumers and families who directly utilize the Corporation for support and community members who can provide advice and support to the committee.
- (iii) The committee ensures sound evaluation of products/services/programs, including, e.g., outcomes, goals, data, analysis and resulting adjustments.
- (iv) This committee's purpose is to work with the Program Directors (and/or designees) to provide input on program policies and practice that directly impact consumers and the Corporation.
- (v) The committee will understand regulations that dictate service delivery and provide support to assure that quality, inclusive services are available to the constituency served.
- (vi) The committee will advise the board of needs to change, expand or eliminate existing services or needs for new programs that align with the Corporation's mission and that are within its financial capabilities.
- (vii) The committee chair will represent the group by presenting recommendations to the board for policy approval.
- (viii) The chair and program directors will keep the board informed of progress on goals and outcomes.
- (ix) The committee chair and program director will create the agenda and provide leadership at the meetings.

D. Resource Development Committee. The Resource Development Committee shall be comprised of at least three members, who shall be selected by the Executive Committee.

- (i) The President will appoint the Chair, who shall be a member of the Board.
- (ii) The committee will lead in board efforts to attract additional resources (time, talent, assets) needed to carry out the mission/program of the Corporation.
- (iii) The committee will work with appropriate staff members to set annual goals for fundraising and membership; plan funding activities (mail campaigns, activities and events), and monitor progress on the activities.
- (iv) The committee may create sub-committees in order to carry out its functions.
- (v) The committee will facilitate and engage other board members and interested community leaders to actively participate in activities and campaigns.
- (vi) The committee will help educate others on the mission of the Corporation to enhance and expand the volunteer and community response to requests for resources.

E. Endowment Committee. The Endowment Committee (Committee) shall be responsible for development, growth, and making recommendations for management of the Endowment Fund, subject to the provisions set forth in these Bylaws.

Endowment Fund . The Endowment Fund shall consist of:

- (i) all funds and assets, formerly held as assets of Arc of East Central Iowa Endowment Trust Fund prior to the statutory merger of The Arc of East Central Iowa and Arc of East Central Iowa Endowment Trust Foundation in 2011.
- (ii) all additional funds subsequently contributed to the Corporation by donors, or under any form of grant, and designated by the donor for placement in the Endowment Fund; and
- (iii) all additional funds designated by the Corporation for placement in the Endowment Fund.

The Endowment Fund may include both funds placed with a qualified Investment Manager for investment purposes and funds held in checking, savings, or money market accounts, as well as in certificates of deposit or other cash equivalents. The Committee shall generally operate in accordance with the following principles:

1. Membership and Appointment of Members of the Committee.
 - (a) The Committee shall consist of six (6) to twelve (12) members, with the number of members determined from time to time by the Executive Committee of the Corporation (Executive Committee).
 - (b) At least two (2) of the members shall be persons then serving as voting members of the Board of the Corporation, who shall be appointed by the President of the Board. One such member will be designated by the President as Chair of the Committee.
 - (c) All Committee members, shall be recruited and nominated by the Executive Committee after consultation with current Committee members and shall be subject to the approval of the Board.
 - (d) Each Committee member shall serve for a term of three (3) years and shall be eligible to serve a maximum of three (3) consecutive terms. Staggered terms shall be assigned to each member upon appointment (except those members appointed by the President from the membership of the Board of Directors who shall serve for terms established by the President) in order to permit the appointment of approximately one-third (1/3) of the membership of the Committee each year.

2. Objects and Purposes of the Committee

The Committee will have the following purposes:

- (a) Sustain and grow the Endowment Fund;
- b) Assist the efforts of the Corporation in providing care for, or assistance to, persons with intellectual and developmental disabilities and in carrying out the mission of the Corporation as expressed in its Mission Statement;

- (c) To encourage and promote special giving for the advancement of the Corporation's mission;
- (d) Plan and support fundraising activities for memorial gifts, special purpose gifts, bequests, and major lifetime gifts;
- (e) Provide a secure and financially stable vehicle to receive and invest proceeds received by the Corporation from gifts and bequests;
- (f) Carry out the expressed wishes of contributors and donors with respect to restrictions or limitations on the use of gifts, contributions and bequests in accordance with the terms of the Corporation's Gift Acceptance Policy; and
- (g) Annually review investment policies, review placement of funds, and make recommendations to the Executive Committee for change, if appropriate.

3. Authority and Responsibilities of the Committee.

- (a) The Committee shall have the general authority and responsibility to make recommendations for management of the Endowment Fund of the Corporation and to recommend disbursements from the Endowment Fund for the benefit of the Corporation, its clients, consumers, or patrons. However, any disbursement from the Endowment Fund must be approved in advance by the Board.
- (b) The Committee will annually review needs of the Corporation and recommend to the Board distributions from the Endowment Fund for operations of the Corporation, if appropriate, up to a maximum of five percent (5%) of the total value of the Endowment Fund on January 1 of the calendar year of distribution; provided, however, the total value of the Endowment Fund shall not be less than \$1,250,000 following any authorized disbursement or payment from the Endowment Fund.
- (c) The Committee shall recommend to the Executive Committee a qualified professional Investment Manager or Service to direct and carry out the investment of funds held in the Endowment Fund.
- (d) The Committee shall request periodic written reports from the Investment Manager or Service, not less frequently than on a calendar quarterly basis and shall review and consider the investment reports at all regular meetings of the Committee.
- (e) The Committee shall comply with the Corporation's Investment Policy.
- (f) The Committee shall provide a report on the Committee's activities to the Board on an annual basis, or more frequently as reasonably requested by the Board.

4. Operating Procedures of the Committee.

- (a) Regular meetings of the Committee should be held at least quarterly. Meetings may be conducted in a manner involving the use of conference telephone calls or by means of audio or video communication, if necessary.
- (b) A majority of the members of the Committee shall constitute a quorum for the transaction of business at any Committee meeting at which an action of the Committee is to be taken. The action of the Committee shall be taken by the affirmative vote of a majority of members of the Committee participating in a meeting for which a quorum is present.

Section 3. Other Committees. The Board may create such other committees (not having and exercising the authority of the Board in the management of the Corporation) as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, the President of the Corporation shall appoint the members of the committees. Any member may be removed by the person authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 4. Term of Office. Unless otherwise provided herein, each member of a committee shall continue as a member until such member resigns or is removed by the President of the Board, or until whatever terms created by the Board for such committee expire. Unless otherwise provided herein or by a resolution of the Board, the term of each member of a committee shall be one (1) year.

Section 5. Chair. Unless otherwise provided herein, one member of each committee shall be appointed chair by the President.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided herein or in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. General Responsibilities of Board and Committee Members. Each Board or Committee member shall act as an advocate for the Corporation and its mission in the community and general area served by the Corporation. Each such person shall also encourage and promote special giving and general contributions to the Corporation for the advancement of its mission and to facilitate the growth of the Endowment Fund.

Article VI

Contracts, Checks and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the Board. In the absence of this determination by the Board, the instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the bank, trust companies or other depositories as the Board may select.

Section 4. Gifts. Using The Gift Acceptance Policy as the guide, The Board may accept on behalf of the Corporation any contribution, gift, bequest or asset for the general purposes or for any special purpose of the Corporation.

Article VII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and (where requested by the President of the Board or where otherwise required by law) of committees having any of the authority of the Board

Article VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

Article IV

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

Article X

Parliamentary Procedure

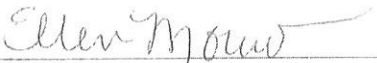
Robert's Rule's of Order shall govern the conduct of business at all meetings of the Members, Board of Directors and Committees and in all other cases in which they are applicable and not in conflict with the Articles of Incorporation, as amended, and these bylaws.

Article XI

Amendments to Bylaws

These bylaws may be amended or repealed and new bylaws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting if at least five (5) days' written notice is given Of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

Adopted by the Corporation as of the 2nd day of June, 2014.



ELLEN MOUW, Secretary