



# 724144

Association for Retarded Citizens of St. Johns County, Inc.  
2101 ARC Drive  
St. Augustine, Florida 32095-3211 (904) 824-7249 Fax (904) 824-8063

OFFICERS:

- William Young  
President
- Paul Thompson  
Vice President
- Dot Maronel  
Secretary
- Greer Edmiston  
Treasurer

DIRECTORS:

- Susan Bolton
- Candy Burney
- Merry Colee
- Rusty Hall
- Don Lohr
- Wendy Tyson
- Conley Weiss
- Richard Wely

Mike Davis  
Past President

Kathy P. Jackson  
Executive Director

Services partially funded by:



St. Johns County

ARC Community Employment  
Services are accredited by:



**FILED**  
 00 MAR 14 AM 11:49  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

March 9, 2000

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is our check in the amount of \$78.00 to cover the cost of the following:

Filing fee	\$35.00
Certified copies (4)	35.00
2 pages over 8 @ 1.00 ea.	8.00

Also enclosed are the completed forms for the changes in the Bylaws and Constitution.

If additional information is required please contact me.

Sincerely,

*Kathy Jackson*  
 Kathy Jackson  
 Executive Director

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-03/14/00--01024--001  
\*\*\*\*\*78.00 \*\*\*\*\*78.00

KJ/b

*NC Amend  
3-23-00  
MT*

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

**FILED**  
00 MAR 14 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Association For Retarded Citizens Of St. Johns County, Inc.  
(present name)

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article I	Article VI, Section 1,2,5
Article II, Section 1. a,c,e,h	Article VII, Section 1,3,4,5
Section 2.	Article VIII, Section 1,3,
Article III	Article IX, Section 1,3,4
Article IV	Article X, Section 1
Article V	Article XI
Article VI	
Article VII	

**BYLAWS**

Article I, Section 5  
Article III, Section 1  
Article V, Section 1,5

**SECOND:** The date of adoption of the amendment(s) was: September 30, 1999

**THIRD:** Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

The Arc of the St. Johns, Inc.

Corporation Name

Wm G. Young  
Signature of Chairman, Vice Chairman, President or other officer

William G. Young  
Typed or printed name

President  
Title

12-16-99  
Date

The Arc of the St. Johns, Inc.

CONSTITUTION  
AND  
BYLAWS

CONSTITUTION

ARTICLE I - NAME

The name of this ~~organization~~ Corporation shall be ~~ASSOCIATION FOR RETARDED CITIZENS OF ST. JOHNS COUNTY, INC.~~ The Arc of the St. Johns, Inc.

~~The term "retarded citizens" as used herein shall include all mentally retarded citizens regardless of age, degree or type of retardation, and regardless of whether or not they attend public, private or religious schools, residential or day, or whether they reside at home or in institutions and may be extended by the Board of Directors to include any individual or individuals who may benefit from the Association's services. "developmentally disabled" shall include all persons with a disability regardless of age, degree or type of disability.~~

ARTICLE II - PURPOSE

Section 1. The purposes of this organization are:

- a. To promote the general welfare of ~~the mentally retarded~~ people with disabilities wherever they may be.
- b. To foster the development of programs in their behalf.
- c. To encourage research related to ~~mental retardation~~ disabilities.
- 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 ~~mental retardation~~ disabilities 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 financially the State and National Associations to promote the common cause.
- h. To serve locally as a clearinghouse for gathering and giving out information regarding ~~the mentally retarded~~ disabilities.
- i. To solicit and receive funds for the accomplishment of the above purposes.

Section 2. This ~~Association~~ Corporation is a non-profit, non-political, non-sectarian organization having perpetual existence. 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 his or her services as an officer or director.

### ARTICLE III – MEMBERSHIP

Membership shall be open to all parents, relatives and guardians, including foster parents of ~~retarded persons~~ people with disabilities, and to others who are sympathetic to the purposes of the ~~Association~~ Corporation.

### ARTICLE IV – OFFICERS AND DIRECTORS

The officers shall be a president, a vice-president, a secretary and a treasurer. There shall be seven (7) or more directors, including the immediate past president. The officers and the directors will constitute the governing body and will manage the affairs of this corporation.

No employee of the ~~Association~~ Corporation may serve as an officer, director, committee member or delegate.

### ARTICLE V – AREA OF ACTIVITY

The geographical area which the ~~Association~~ Corporation intends to serve is ~~St. Johns County, Florida~~ primarily St. Johns County and any adjoining area as needs are identified.

### ARTICLE VI – DISSOLUTION

In the event of the dissolution of this ~~Association~~ corporation or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency serving the ~~mentally-retarded~~ developmentally disabled which has been granted exemption from the Federal Income Tax under the provisions of Section 501 © 3 of the Internal Revenue Code of 1954, or to a local, state or federal government for exclusively public purposes.

### ARTICLE VII – AMENDMENTS

The Constitution may be amended at any membership meeting by a two thirds (2/3) vote of the members in good standing present in person. All proposed amendments must first be presented in writing to the Board of Directors for approval before presentation to the membership for their ratification by vote. All members of the ~~Association~~ corporation shall be duly notified of the date, time and place, and shall receive a written copy of the proposed amendments at least ten (10) days prior to the meeting at which they will be ratified.

THESE ARE THE AMENDED ARTICLES OF THE CONSTITUTION TO BE  
RATIFIED BY THE MEMBERSHIP AT THE ANNUAL MEETING ON OCTOBER  
14, 1999.

Michael A. Davis  
President

Anthony G. Marone  
Secretary

## BYLAWS

### ARTICLE I – MEMBERSHIP

Section 1. Membership may be on either an individual or family basis. A family membership shall entitle both spouses to hold office and to vote.

Section 2. Members whose dues have not been waived and are delinquent for one year shall have their name removed from the membership roll.

Section 3. A member in good standing is one whose dues are not delinquent or have been waived.

Section 4. Members in good standing and whose dues have been paid for 365 days shall be eligible to hold office and to vote (but only in person) on all questions at general membership meetings unless waived by the Board of Directors.

Section 5. Control of this ~~organization~~ corporation shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on request of any member at a regular meeting or at a special meeting called for the purpose. An action of the Board of Directors may be altered or rescinded by a two-thirds (2/3) vote provided no rights of third parties are affected.

### ARTICLE II – DUES

Section 1. The members shall pay yearly dues, the amount to be determined by the Board of Directors. This amount shall include dues to the State and National Associations. A family membership shall be considered a single membership in paying dues to the State and National Associations.

Section 2. Dues are payable on the date the membership expires and becomes delinquent three (3) months after that date.

Section 3. Dues may be waived in special cases by the Board of Directors when the payment of dues would constitute a hardship.

### ARTICLE III – MEETINGS OF THE MEMBERSHIP

Section 1. Meetings of the membership shall be held ~~semi-annually~~ annually on a dates determined by the Board of Directors. Advance notice of meetings shall be given.

Section 2. The Annual Meeting of the membership shall be held prior to the end of the fiscal year no later than the last day of the month following the end of the fiscal year.

Section 3. Special meetings of the membership shall be called by the President on written application of five (5) members made to the Secretary who shall notify all members not less than ten (10) days prior to the meeting stating the purpose of the meeting.

Section 4. A quorum shall consist of fifteen (15) percent or five (5) of the members in good standing, whichever is greater.

#### **ARTICLE IV – FISCAL YEAR**

The fiscal year shall begin October 1 and end September 30.

#### **ARTICLE V – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of twelve (12) elected directors and the immediate past president. One third (1/3) of the elected directors shall be elected annually for a term of three (3) years. All members of the Board of Directors shall be members in good standing of the ~~Association~~ corporation. Should the immediate past-president have one or more years remaining in his term of director, he shall resign from his position of director and serve as immediate past-president.

Section 2. The Board of Directors shall meet monthly with notice at least one week prior to the meeting.

Section 3. Special meetings of the Board may be called by the President or by the Secretary upon written request of three (3) Board Members at any time on not less than forty-eight (48) hours notice.

Section 4. A majority of the elected and appointed members of the Board shall constitute a quorum for the purpose of conducting business.

Section 5. The Board of Directors shall be responsible for the conduct of the business of the ~~Association~~ corporation and shall be empowered to employ ~~such professional personnel~~ an Executive Director as required to administer the affairs of the ~~Association~~ corporation and to prescribe their duties and terms of their employment. The Board of Directors shall exercise all powers inherent in the ~~Association~~ corporation except those expressly reserved to the membership.

Section 6. Members of the Board of Directors may not be absent from three (3) consecutive Board meetings. Board members not meeting this requirement are subject to being dropped after review by the Board.

Section 7. Members of the Board of Directors are encouraged to attend all meetings. Members incurring three (3) or more consecutive absences are subject to review and dismissal by the Board of Directors.

#### **ARTICLE VI – TERMS OF OFFICE**

Section 1. The officers of the ~~Association Corporation~~ shall serve for a term of one (1) year, beginning October 1 following their election, or until the qualification of their successor.

Section 2. The Directors shall serve for a term of ~~three (3) years~~ one (1) year, beginning ~~October 1~~ the day following their election, or until the qualification of their successor.

Section 3. No person may be elected to the same position for more than three (3) consecutive terms.

Section 4. All vacancies on the Board of Directors or in elective offices, shall be filled by a majority vote of a quorum of the Board of Directors. The newly elected director or officer shall serve out the full term of the director or officer or director filling out an unexpired term, by appointment of the Board of Directors, shall still be eligible to serve three (3) additional full terms if so elected by the membership.

Section 5. The officers of this ~~Association Corporation~~ shall be a President, a Vice President, a Secretary, and a Treasurer. An officer shall be a member of the Board of Directors at the time of his/her election and during the term of office.

#### **ARTICLE VII – DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR**

Section 1. The President shall preside at all meetings of the ~~Association Corporations~~ membership, and of the board of Directors. The President shall act as the Executive Officer of the ~~Association Corporation~~ and in general perform the duties usually associated with the office of the President. ~~The President shall present an annual report to the membership at the State and National associations along with the audited report at the time required by the National Association and the State Association. The President will appoint a Parliamentarian.~~

Section 2. The Vice President shall succeed to the Presidency in case of a vacancy in that office, and shall perform the duties of the President in his absence or disability. The Vice President shall undertake such responsibilities as the President may assign.

Section 3. The Secretary shall handle correspondence as directed by the Board. The Secretary shall maintain a record of all proceedings of meetings of the Membership and the Board of Directors and submit them to the Corporation's



~~administrative office for filing. The Secretary shall be custodian of all Board-related records of the Association other than financial records. The Secretary shall file with NARC two (2) copies of the Constitution and Bylaws when amended.~~

Section 4. The Treasurer shall present an annual financial report at the annual meeting of to the membership immediately after the close of the fiscal year listing all receipts and disbursements by budget categories. All drafts shall be signed by any two (2) of the following: President, Vice President, Treasurer, Director designated by the President, and the Executive Director. All drafts shall be accompanied by approved vouchers or bills. The accounts of the Association shall be audited annually after the close of the fiscal year within a period not to exceed ninety (90) days. The Treasurer shall present a financial report of receipts, disbursements and balances at all meetings of the Board of Directors and at the annual meeting of the Membership. The Treasurer shall assist the Budget and Finance Committee as needed and serve as ex-officio member in the preparation of the annual budget and make available to the committee all pertinent records and statements, financial reports and audits.

Section 5. The business of the Association Corporation is conducted according to these Bylaws and Roberts Rules of Order.

Section 6. The Executive Director shall have authorization to sign routine contracts and documents needed for the daily operation of the business.

## ARTICLE VIII – ELECTIONS

Section 1. There shall be a Nominating Committee composed of three (3) members. ~~One Two~~ members shall be appointed by the Board of Directors from among its members. The other two (2) ~~one (1)~~ members shall be appointed by the Board from the Associations Corporations membership at the beginning of each new term as needed. The Nominating Committee shall appoint its own chairman.

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. The Nominating Committee shall report its nominations to the Board of Directors at the regular Board meeting immediately preceding the Annual Meeting of the membership.

Section 3. Officers and Directors shall be elected by the membership at the Annual Meeting and shall take office on ~~October 1~~ the day following their election.

Section 4. 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.

#### ARTICLE IX STANDING COMMITTEES

Section 1. The standing committees shall be appointed by the President as needed and may include: Nominating, Personnel, Ways & Means, Publicity & Public Relations, Education, Membership, Budget & Finance, Operations Management and Facilities, Governmental Affairs, Volunteer Services. ~~Each committee shall determine its own need to establish sub-committees. The chairmen or proxy shall submit a report at all regular Board of Directors meetings.~~

Section 2. Special committees may be appointed by the President as the need arises.

Section 3. Terms of all committee chairmen and members shall expire of September 30 of each year.

~~Section 4. All standing committees shall meet at least bi-monthly. Such meetings may be held telephonically as may be decided by the chairman of each committee.~~

#### ARTICLE X - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the Immediate Past-President. The Executive Director of the ~~Association Corporation~~ shall be a non-voting member. A minimum of three (3) members shall be necessary for a quorum, and the Executive Director shall not be counted in determining a quorum.

Section 2. The Executive Committee shall meet as authorized by the President and the Board of Directors for the purpose of executing the business of the Board between regular Board meetings. The Executive Committee shall not rescind or in any way alter any actions or decisions taken by the Board of Directors at their regular meetings or by the membership at the Annual Meeting or any special meeting of the membership.

#### ARTICLE XI - RELATIONSHIP WITH STATE AND NATIONAL ASSOCIATIONS

~~The Association for Retarded Citizens of St. Johns County, Inc. The Arc of the St. Johns, Inc. agrees to maintain membership in the Association for Retarded Citizens of Florida, Inc. The Arc of Florida, Inc. and the Association for Retarded Citizens National, Inc. The Arc National, Inc., to support these Associations in every way feasible, and to adhere to their general policies. The Association Corporation further agrees to send the State and National Associations a copy of~~

~~its annual report, including a list of all income and disbursements at the prescribed date, and to support financially the activities of the Associations insofar as this Association is able in accordance with their stated policies.~~

**ARTICLE XII – PARLIAMENTARY AUTHORITY**

Roberts Rules Of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with these by-laws and constitution.

**ARTICLE XIII – AMENDMENTS**

These by-laws may be amended at any membership meeting by a two-thirds (2/3) vote of the members in good standing who are present in person. All proposed amendments must first be presented in writing to the Board of Directors for approval before presentation to the membership for their ratification of the date, time, and place and shall receive a written copy of the proposed amendments at least ten (10) days prior to the meeting at which they will be ratified.

THESE ARE AMENDED BY-LAWS TO BE RATIFIED BY THE MEMBERSHIP AT THE ANNUAL MEETING SCHEDULED FOR OCTOBER 14, 1999.

Michael A. Damm  
President

Barbara G. Macdonel  
Secretary

9/30/99  
Date