

**BYLAWS OF
THE ARKANSAS WAIVER ASSOCIATION**

**ARTICLE I.
NAME**

The name of this corporation is The Arkansas Waiver Association.

**ARTICLE II.
PURPOSES**

The mission of the Arkansas Waiver Association (“the Association”) is to promote quality, integrated community supports for individuals with developmental disabilities and their families.

**ARTICLE III
OFFICE AND BOOKS**

1. Principal Office. The office of the Association shall be located at such location as the Board of Directors may from time to time establish.
2. Books and Records. There shall be kept at the office of the Association, an account of the activities, membership, and transactions of the Association.

**ARTICLE IV
MEMBERS**

1. Membership. Membership requirements shall be as established by the Board of Directors.
2. Voting Rights. Except as provided herein, all persons who are members of the Association shall be entitled to vote at any meeting of the membership. All members shall be entitled to vote in the election of Directors at the annual meeting of members.
Each member shall be entitled to one vote for each position to be filled by the Board of Directors. No cumulative voting shall be permitted.
3. Members shall be entitled to vote on any amendment of the bylaws or any matter of reorganization.
4. Annual Meetings. The Association shall hold an annual meeting at such time and place as selected by the Board of Directors.
5. Special Meetings. Special meetings of members, for any purpose, may be called by the President of the Board of Directors, a majority of the Directors, or by not fewer than one-fifth (1/5) of the voting members of the Association.
6. Adjourned Meetings. Any membership meeting may be adjourned by a majority vote of those members present, whether or not a quorum is present.

7. Notices. A public notification of membership meetings shall be made at least two weeks in advance of the meeting.
8. Quorum. Except as otherwise required in the bylaws or by the Articles of Incorporation, every act or decision done or made by a majority of the members present and entitled to vote at a meeting duly called and held shall be regarded as the act of the members, notwithstanding that the number of qualified voting members present is less than a majority of the membership of the Association.
9. Association Records. The Articles of Incorporation and bylaws of the Association shall be open to inspection by members at all reasonable times during ordinary business hours. Books of account and minutes of proceedings of members, the Board of Directors, and the Executive Committee shall be open to inspection by any member within ten (10) days of demand, during ordinary business hours.

ARTICLE V BOARD OF DIRECTORS

1. Powers. Subject to any limitations of the Articles of Incorporation, the bylaws, or law, and subject to the duties of Directors as prescribed by the bylaws, all powers of the Association shall be exercised by or under the authority of the Board of Directors (“the Board”).
2. Without limitation of the general powers of the Board, the Board of Directors shall have the following powers:
 - (a) To recommend to the members amendments of the bylaws of the Association.
 - (b) To select and remove officers, agents, and employees of the Association, prescribe their powers and duties, not inconsistent with law, the articles of incorporation or the bylaws.
 - (c) To change the principal office of the Association for the transaction of business from one location to another; and to establish the date, time, and place of meetings of members and Board of Directors.
 - (d) To elect an Executive Committee and to appoint other committees and to delegate to them any of the powers and authority of the Board in the management of the business and affairs of the Association, except as limited by law. Any such committee shall be composed of one or more Directors.
3. Number and Qualification of Directors. The Board of Directors shall be not fewer than five (5) and not more than twelve (12). All Directors shall be members in good standing of the Association and free from any conflicts arising from affiliation with any entity funding or licensing community-based services. The Immediate Past President shall be an active member of the Board of Directors, without the necessity of election. The officers of the Board of Directors shall consist of the President, Immediate Past President, Vice President, Secretary and the Treasurer.

4. Election and Term of Office. Directors shall be elected at an annual meeting of members, or if such annual meeting is not held or Directors are not there elected, then Directors may be elected at a special meeting of members held for that purpose as soon thereafter as may be convenient. Each Director shall hold office for a term of three years, until their resignation, removal from office, or death or until their successor be duly elected or qualified.
5. Removal. A Director may be removed from office with good cause by majority vote of the Board of Directors. A Director shall automatically be removed from office if he/she fails to attend at least one meeting of the Board of Directors during a 12-month period that has been scheduled at least 30 days in advance of the meeting.
6. Vacancy or Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case(s) of death, resignation or removal of any Director, or if the authorized number of Directors is increased, or if the members fail at any annual or special meeting to vote on the vacant Director's position, or Directors elected refuse to serve. Any vacancy may be filled by two-thirds (2/3) vote at the next Board of Directors scheduled meeting or if the next meeting is an annual meeting the membership will vote.
7. Place of Meetings. Regular and special meetings of the Board of Directors shall be held at such place designated from time to time by the Board of Directors. All meeting places must be accessible to individuals with disabilities.
8. Annual Meeting. The annual meeting of the Association shall be held each year at the date, place and hour fixed by the Board of Directors and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the articles of incorporation or the bylaws, may be specified by the Board of Directors. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting. General membership is to be notified of the special meeting and it shall be open to the general membership.
9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be fixed by the Board of Directors. The Board of Directors shall meet no less than twice per year, which includes the annual general membership meeting.
10. Quorum. Three (3) or more Directors which includes at least two Officers of the Board present at a scheduled Board of Directors meeting that has been scheduled by the President at least 30 days in advance of such meeting shall constitute a quorum for the purpose of conducting Association business. Additionally, a quorum shall exist if a simple majority of the Board is present regardless as to whether or not two officers are in attendance.

As approved by the membership at its annual meeting on July 22, 2004; amended July 22, 2010 at Hot Springs, Arkansas; and amended July 12, 2019.

Syard Evans, Ph.D.
President