

Association of Residential Resources in Minnesota

BYLAWS

*Bylaws as amended
March 7, 2025*

Bylaws of ARRM
Table of Contents

<i>ARTICLE I</i>	<i>Name and Location</i>	2
Section 1.	.....	2
Section 2.	.....	2
Section 3.	.....	2
Section 4.	.....	2
<i>ARTICLE II</i>	<i>Mission</i>	2
Section 1.	.....	2
<i>ARTICLE III</i>	<i>Membership</i>	2
Section 1. Organizational Membership	.....	2
Section 2. Associate Membership	.....	3
Section 3. Special Membership	.....	4
<i>ARTICLE IV</i>	<i>Board of Directors</i>	4
Section 1. Board of Directors	.....	4
Section 2. Committees of the Board	.....	6
Section 3. Meetings	.....	7
Section 4. Quorum	.....	7
Section 5. Voting	.....	7
Section 6. Procedural Powers	.....	8
Section 7. Officers of the Board	.....	8
<i>ARTICLE V</i>	<i>Finances</i>	8
Section 1.	.....	8
Section 2.	.....	9
Section 3.	.....	9
Section 4.	.....	9
Section 5.	.....	9
<i>ARTICLE VI</i>	<i>Indemnification and Insurance</i>	9
<i>ARTICLE VII</i>	<i>Amendments</i>	9

Bylaws of Association of Residential Resources in Minnesota (ARRM)

Last revision: March 7, 2025

ARTICLE I Name and Location

Section 1.

The name of the corporation is the Association of Residential Resources in Minnesota (ARRM) (herein referred to as the Association).

Section 2.

The registered office of the Association shall be in the State of Minnesota.

Section 3.

The Seal of the Association shall be in such form, as the Directors by vote shall prescribe.

Section 4.

ARRM is a Minnesota nonprofit corporation, which is a voluntary Association of providers who provide support services to Minnesota citizens with disabilities, and is described in Internal Revenue Code Section 501(c)(3) as a charitable organization.

ARTICLE II Mission

Section 1.

The mission of ARRM is to advocate for, inform and support Minnesota organizations serving people in the disability and the mental health communities.

ARTICLE III Membership

Section 1. Organizational Membership

- A. Organizations providing services, as defined for dues purposes in the Association's Financial Policies, for people with disabilities in Minnesota, may be admitted to the Association as Organizational members, at the discretion of the Board.
- B. Organizational membership in the Association may be granted annually by action of the Board.
- C. An organization must be current in its payment of annual dues and in compliance with the Statement of Mission to be allowed to vote, and considered in good standing.

Organizational membership in the Association may be terminated by the Executive Committee for failure to pay dues in accordance with the policies of the Association. Organizational membership in the Association may also be terminated by action of the Board by two-thirds (2/3) vote of those present and voting for actions determined to be in conflict with the Mission of the Association as stated in Article II, after the member is provided notice of the proposed termination and the opportunity to respond in writing or

in person to the proposed termination.

- D. Term of membership shall be annual from January 1 through December 31.
- E. Dues and methods of payment of dues for Organizational members of the Association shall be established by the Board.
- F. Each Organizational member in good standing shall be entitled to one (1) vote to be cast by an approved voting representative of the Organizational member at any membership meeting of the Association. The Organizational member must inform the Board in writing as to whom the designated representative and the alternate shall be. No person may be designated to represent more than one (1) Organizational member and no person in attendance at a meeting may cast more than one (1) vote.

A "controlled group of corporations" shall be entitled to one Organizational membership in the Association. As further defined by Board Policy, the term "controlled group of corporations" means any group of corporations which is either a "parent-subsidiary controlled group," a "brother-sister controlled group," or a "combined group."

- G. Any twenty (20) Organizational Members may request that the President call a special meeting of the membership by written notice to the President and Chief Executive Officer. The President shall schedule a properly requested meeting to occur within twenty (20) business days of the request and notify all members within ten (10) business days of such meeting.

Section 2. Associate Membership

- A. Interested persons or agencies who are not currently providing services, as defined for dues purposes in the Association's Financial Policies, for people with disabilities in Minnesota, may become Associate members of the Association upon approval by the Board in one of the following two categories:
 - 1. Associate members include vendors of services and products which support service providers, trade associations, advocacy organizations, county and state social service entities, habilitation and rehabilitation agencies.
 - 2. Support members include families, relatives, friends and community members who support ARRM's mission.
- B. Associate members have the following membership rights:
 - 1. May be elected to the Board of Directors
 - 2. May serve on standing committees and task forces
 - 3. Shall not have the right to vote as a member at any Membership meeting or for

representatives of the governing body

4. Other such rights and responsibilities as granted from time to time by the Board.
- C. Term of Associate membership shall be annual from January 1 through December 31.
- D. Associate membership in the association shall be granted annually by action of the Board.
- E. Associate members may be terminated for actions determined to be in conflict with the Mission of the association by action of the Board by a two- thirds (2/3) vote of those present and voting, after the member is provided notice of the proposed termination and the opportunity to respond in writing or in person to the proposed termination
- F. Dues for Associate membership shall be established by the Board.

Section 3. Special Membership

Special Membership may be granted by the Board with those rights and responsibilities determined by the Board.

ARTICLE IV Board of Directors

Section 1. Board of Directors

- A. Governance: The responsibility for the general control and management of the governance, policies, finances, affairs, and direction of the Association shall be vested in the Board of Directors (herein called the Board).
- B. Eligibility and Number: The voting members of the Board shall consist of:
 1. 16-20 directors, no more than 3 of whom will be associate members and the rest of whom will be representatives of organizational members, and
 2. the Immediate Past President.
- C. Election of Directors: The Board (other than the Immediate Past President) shall be elected each year by the representatives of the Organizational members (also referred to herein as the general membership) at a time determined by the Board.
 1. The President shall appoint a Nominating Committee of at least two departing Directors, the Board Development Coordinator, and the Immediate Past President who will serve as Chair. The Nominating Committee shall create a slate of nominees.
 2. The Nominating Committee shall nominate eligible individuals and give consideration to the overall composition of the Board as representative of the Membership in terms of geography, size of organization, nature of services, and

corporate status, in preparing the slate of candidates and total number of vacancies.

3. The Nominating Committee shall call for nominations as part of the nominating process.
 4. The slate of nominees shall be presented to the general membership for voting which will be open for a minimum of 14 days.
 5. Those who are elected shall be notified by the Nominating Committee prior to next scheduled meeting of the Board of Directors. The newly elected Directors will take their seats immediately.
 6. The membership will be notified of the results of the Board election.
- D. Installing Directors and Officers: The next scheduled Board meeting following the vote will commence in part for the purpose of installing new Directors.
- E. Officer Election: Prior to the first Board meeting with new Board members the Nominating Committee shall present a ballot of new Officer candidates to the Board members. The election of Officers may take place using electronic means which may include a vote via electronic mail. The new Officers shall take their seats immediately.
- F. Board Terms: Each Director of the Board shall be elected for a term of office for three (3) years, and no Director of the Board shall serve more than two (2) consecutive three (3) year terms. Exception: For organizational stability, when the Board determines the best candidate for President is a Board Member in the last year of his/her third term, he/she may be elected President and serve as President for one (1) additional two-year term. After leaving the Board a person will not be eligible for reelection to the Board until at least two (2) years after the end of the person's Board service.
- G. Director and Officer Eligibility: All Directors and Officers must be Organizational or Associate members of the organization. Directors that become unaffiliated with the member organization they represented when elected may maintain their Board position if they become employed by another member organization or become an associate member within 30 days of becoming unaffiliated with their member organization. If there are no associate Board member positions open, and the Director does not become affiliated with an Organizational member within 30 days of becoming unaffiliated with a member organization, the Director's term will end.
- H. Removal of Directors: Any Director may be removed at the will of the Board upon vote of at least three-fourths (3/4) of the Board in favor of such action. Any Director having more than three (3) absences in a membership year may be contacted by the President to affirm that Director's intent to attend regularly or to resign from the Board.
- I. Filling of Board Vacancies:

1. The President may nominate a person to fill vacancies on the Board and will give consideration to the overall composition of the Board when considering possible nominees including individuals who ran but were not elected previously.
2. Notice to the President of Board vacancies shall be the responsibility of the Chief Executive Officer.
3. The President will decide in consultation with the Executive Committee, whether the vacancy will be immediately filled. When it is determined that a vacancy shall be immediately filled, every attempt will be made to fill the vacancy at the first Board meeting following the Board meeting at which notice of a vacancy is announced. When a vacancy brings the total number of Board members below the range, the position must be filled.
4. The Board will vote to accept or not accept the President's nomination.
5. All vacancies filled will be for a term to coincide with the term of the person whose vacancy is being filled.
6. An individual filling an unexpired term of more than eighteen (18) months shall be considered to have served a full three-year term and thus be eligible to be elected to serve only two (2) additional three- year terms. An individual filling an unexpired term of eighteen (18) months or fewer shall be eligible to be elected to serve three (3) additional three-year terms.

Section 2. Committees of the Board

- A. Executive Committee: There shall be an Executive Committee of the Board consisting of Board-Officers, the Immediate Past President and the Board Development Coordinator. The Executive Committee shall normally meet once a month. The Executive Committee shall meet as called by the President and shall have the power to act on behalf of the Board between meetings of the full Board. A simple majority of the Executive Committee's voting members shall constitute a quorum. The Committee shall report its activities in writing to the Board for ratification at the next meeting of the Board.
- B. Finance Committee: There shall be a Finance Committee of the Board chaired by the Treasurer. Its purpose shall be to propose an annual budget to the Board, to provide regular monitoring of the Association's financial status, serve as the Audit Committee of the Board, recommend policies that will enhance the revenues and the stability of the Association, and provide information necessary for decision making to the Board of Directors on a periodic basis.
- C. The Board may establish and the President may appoint Board members to such standing committees, as deemed necessary. A standing committee will have a charter

approved by the Board to outline its purposes and authorities.

- D. Subcommittees: Committee Chairs and/or the President may appoint temporary subcommittees with a written charge.
- E. Task Forces: From time to time as may be necessary, the President of the Board may appoint task forces and their members with written charges to further the purposes of the Association.

Section 3. Meetings

- A. The Annual Meeting of the Association membership shall be held at a time determined by the Board.
- B. The Board shall hold regular meetings, not less frequently than quarterly at dates, times, and places determined by the Board.
- C. In addition, special meetings of the Board may be called by the President. Upon the written request of any three (3) Directors of the Board, a special meeting shall be called by the President within thirty (30) business days of the request. A regularly scheduled meeting may be used for this purpose.
- D. Notice of all meetings shall be given at least three (3) business days in advance of such meeting to every Director of the Board.
- E. Operating Rules: Except when provided to the contrary herein, all actions and procedures of the Board shall be governed by the most recent edition of Robert's Rules of Order.

Section 4. Quorum

- A. A simple majority of the Board shall constitute a quorum.

Section 5. Voting

- A. Each Director in attendance via teleconferencing, other technological means or in person at any meeting of the Board shall be entitled to one (1) vote. Proxies are not recognized. Board members may participate in Board and committee meetings via teleconferencing or other technological means.
- B. The Board may take action in writing rather than meeting at a regular or special meeting by the same number of directors who would be required to approve the same action if the meeting was being held in person. Voting on a written action by electronic means, where the Association has the ability to confirm the validity of Board votes shall be permitted.

Section 6. Procedural Powers

- A. The Board may consult with and authorize entering into agreements with other agencies pursuant to the general purposes and objectives of the Association.
- B. The Board shall be empowered to receive and invest funds in support of the Association.
- C. The Board shall employ a Chief Executive Officer to carry out functions related to the mission of the Board, including hiring and firing of all staff of the Association.

Section 7. Officers of the Board

- A. There shall be a President, Vice President, Secretary, and Treasurer. The Officers, and the Board Development Coordinator, shall be elected by the Board from members of the Board for two (2) year terms.
- B. Officers shall not hold the same office for consecutive terms.
- C. Officers shall serve until their successor Officers are elected and take office.
- D. The President of the Board shall perform such duties as are usually performed by such office and shall preside at all meetings of the Board and Executive Committee.
- E. The Vice-President of the Board, in the absence of the President, shall have powers and duties of the President. Additionally, he/she shall conduct annual evaluations of the Chief Executive Officer's performance.
- F. The Secretary of the Board shall ensure that the corporate records are kept, as well as the minutes of the Board and Executive Committee meetings and shall perform duties usually incidental to that office.
- G. The Treasurer of the Board shall ensure that there are systems in place to safeguard all funds and property of the Association. He/she shall see that a full and accurate account of the financial records of the Association is kept and make a financial report to the Board upon request of the President. He/she shall also perform any other duties usually incidental to that office.
- H. The Board Development Coordinator shall ensure training and development of association Directors, and work in conjunction with the President and Nominating Committee to make provisions for organizational succession planning and committee leadership.

ARTICLE V *Finances*

Section 1.

The Finance Committee shall ensure the financial statements of the Association are audited in

the manner determined to be required by law. Audited financial statements will be reported to the Board for approval.

Section 2.

The accounting methods of the Association shall be in accordance with generally accepted accounting practices. There shall be a statement showing, in reasonable detail, the sources of income, manner of expenditures and any funds held in a separate account.

Section 3.

The Association shall be operated upon a budget established at the beginning of the fiscal year, which shall be January 1.

Section 4.

There shall be designated at least three (3) authorized signatories for the financial accounts of the Association, consisting of Officers of the Board and the Chief Executive Officer or designees in conformance with the Association's Financial Policies for all disbursements and expenditures. Corporate insurance must include an employee dishonesty policy. In addition, the Treasurer must ensure that a set of Board approved financial policies and procedures exists, is maintained and followed.

Section 5.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered. In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and as chosen by the Board.

ARTICLE VI Indemnification and Insurance

ARRM will indemnify an Officer, Director, committee member, employee, or volunteer ("Person") who is made a party or is threatened to be made a party to a civil, criminal administrative, arbitration or outside investigative proceeding, but not an investigation or proceeding brought by or on behalf of ARRM ("Proceeding"), by reason of the Person's former or present official capacity at ARRM to the fullest extent provided in the Minnesota Nonprofit Corporation Act. ARRM will not indemnify any Person for any claim, action or proceeding asserted by that Person against ARRM. ARRM will secure Directors and officers liability insurance coverage.

ARTICLE VII Amendments

These Bylaws may be amended by the Board at any meeting of the Board, provided notice of the proposed amendment has been sent to each Director at least ten (10) days prior to such a meeting. Amendments to the Bylaws require a two-thirds (2/3) vote of the Board.

Approved by the Board of Directors electronic vote on March 7, 2025; notice of intent to do so having been given on February 21, 2025.



Sue Schettle, CEO

Date

Anna Hegland, President

Date