



# Board of Directors Prospectus

2016

THE ARC OF THE UNITED STATES

*Achieve with us.*<sup>®</sup>

Friend of The Arc,

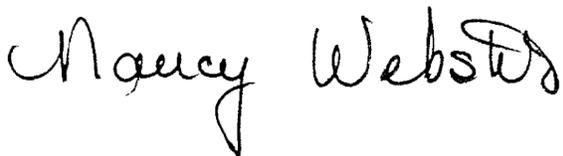
On behalf of the Board Development Committee I would like to thank you for your interest and commitment to the board development process as essential to the future success of The Arc of the United States. The Board Development Committee is responsible for: establishing annual nominating priorities, conducting outreach to identify potential candidates to apply for nomination to the board, screening and evaluating applicants in relation to the nominating priorities, and recommending a single slate of candidates for election.

As part of the outreach process the Board Development Committee has created this Prospectus about service on The Arc's Board of Directors. This prospectus outlines the Nominating Priorities that have been established for the 2016 nominating cycle and the roles and responsibilities of board members. It also includes an overview of The Arc's purpose and tenets, as expressed through our mission, core values and vision statements. After reading through this prospectus you should have a good understanding about what is involved in serving on The Arc's board as well as a good idea of whether you or someone you know might satisfy the 2016 Nominating Priorities.

During this nominating cycle the Board Development Committee will be accepting self- nominations and third party nominations (nominating someone other than yourself) for both officer and board member positions. If you know someone, personally or professionally, who has the personal characteristics and relationships in the areas identified in the 2016 Nominating Priorities, we encourage you to nominate them. By accepting both self-nominations and third party nominations it will allow us to collect a large, diverse pool of candidates for board member positions.

Please look through this document with care. The Board Development Committee will review applications on a rolling basis beginning January 1, 2016, so we encourage you to submit your nominations before that date. Again, thank you for your commitment to The Arc. We look forward to reviewing your nomination!

Sincerely,

A handwritten signature in cursive script that reads "Nancy Webster". The signature is written in black ink and is positioned above the typed name.

Nancy Webster  
Chair, Board Development Committee



## THE ARC OF THE UNITED STATES

### Statement of Board Nominating Priorities for 2016

The Board Development Committee (“BDC”) takes into account a variety of factors in selecting candidates to be nominated to the Board of Directors of The Arc of the United States. Every two years, the BDC reviews the current composition of the board, considers future needs and sets priorities for the current nominating cycle. While other individuals may be considered for nomination, outreach will be conducted to identify candidates and preference will be given in 2016 to candidates that fit the Nominating Priorities. Board candidates that are not a good fit for the current nominating cycle are maintained on an interest list for possible future consideration.

#### Tier 1 Priority Factor

- The Arc is committed to ensuring we are a culturally competent organization that can respond effectively to the changing needs of a diverse population of people with intellectual and developmental disabilities (I/DD) and their families. This also involves recognizing the value having a diverse, culturally competent board can bring to the success of the organization. We embrace differences in age, color, disability, ethnicity, sexual orientation, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, socio-economic status, veteran status, and other characteristics that can help us move forward successfully in the future. This year the BDC is committed to bringing greater ethnic and racial diversity to The Arc’s Board of Directors.

#### Tier 2 Priority Factors

- The candidate will help to make The Arc’s Board more representative of the community the organization serves in one or more of the following ways:
  - The candidate is between the ages of:
    - 18-29 years’ old
    - 30-39 years’ old
- The candidate is a sibling of a person with I/DD
- The candidate is a parent of a child or young adult with I/DD (e.g. under 22)
- The candidate has the capacity to make a major gift to The Arc and/or has access to other people with similar ability.
- The candidate is a senior-level executive with a Fortune 500 company or other significant business entity and/or has access to such individuals.
- The candidate is well-known among members of the general public, nationally, or has access to such individuals.

## Other Factors

In addition to the above priority considerations, the BDC also considers the following factors in selecting persons to be nominated for election to the Board of Directors. We seek to maintain gender balance, include members who live and work throughout the country, and compose the board with a majority of members who are parents, siblings or other family members of people with I/DD, or self-advocates.

Knowledge, Skills, & Expertise - The BDC continues to seek to identify potential board members who have knowledge, skills, or expertise, as a professional, in one or more of the following subject areas:

- Public Policy Advocacy
- Individual Advocacy
- Corporate and/or Nonprofit Tax Law
- Disability Law
- Media/Community Relations
- Branding/Marketing
- Leadership
- Financial Management
- Fundraising
- Investment Management
- Human Resources
- Non-Profit Governance
- Information Technology, Online, Digital Strategy
- Early intervention Services
- Education for people with IDD
- Employment for people with IDD
- Housing for people with IDD
- Health Care for people with IDD
- Community Living for people with IDD
- Research relating to people with ID

There are no particular priorities among these subject areas for the current nominating cycle, but successful candidates are likely to have expertise in at least one area.

National, State and Local Chapter Experience - The BDC seeks to assure that a substantial proportion of board members have leadership experience within state and/or local chapters of The Arc, as well as experience serving as a member of a committee or task force of the national organization. Currently, 14 of 23 board members have such experience; consequently, while still relevant, this factor is not a priority for the current nominating cycle.

### Relevant Bylaws Relating to Board Qualifications

Section 4.1.1 of the Bylaws of The Arc of the United States specify that a majority of members of the Board of Directors shall be parents or family members of people with I/DD, or people with I/DD themselves.

Section 4.1.2 of the Bylaws specify that eligibility to serve on the Board of Directors, or as an officer of the corporation, is limited to persons who are individual Members of The Arc.

Section 4.1.3 of the Bylaws specify up to three (3) members of the Board of Directors may be chief executive officers, executive directors or second tier management staff of a Chapter of The Arc. No other member of the Board of Directors may be a person who is employed by a Chapter of The Arc.

- Two of the three executives serve *ex officio*. Specifically, section 7.1.4 of the Bylaws specify that the Chair of the Steering Committee of NCE, and one additional chief executive officer or second tier management staff of a state or local Chapter of The Arc designated by the Steering Committee of NCE, shall be members of the Board of Directors, *ex officio*, for the applicable term.
- For the third possible executive director to serve on The Arc's Board, pursuant to section 6.7.2.1 of the Bylaws, the NCE Steering is responsible to provide the BDC with the names of members of NCE whom the Committee believes meet the nominating priorities and are recommended for election.

### Election Procedures

Section 7.3 of the Bylaws describe the election procedures as follows:

The election of Officers and Directors shall take place under the authority and supervision of the Board Development Committee, utilizing a process that includes but is not limited to the following:

7.3.1 For each nominating cycle, the Committee shall prepare a written statement of nominating priorities describing the knowledge, skills, and other personal or professional characteristics or attributes that are needed to meet the leadership needs of the Corporation.

7.3.2 The Committee shall conduct outreach, including disseminating the statement of nominating priorities to all Chapters of The Arc, to identify potential candidates for board service that meet one or more of the nominating priorities.

7.3.3 An open application process shall be provided to allow any person who is interested in being considered for service on the Board of Directors to have the opportunity for such consideration.

7.3.4 All persons who apply or are nominated shall be vetted by the Committee to determine whether they meet the qualifications to serve and their fit in relation to the nominating priorities.

7.3.5 The Committee shall prepare a slate of candidates that are recommended for election to a position as an Officer or Chapter Elected Director of the Corporation (hereinafter "the Slate of Nominees" or "Slate"). The Slate shall recommend one candidate for each position that is open to be filled. The Committee shall also prepare a list of candidates who are recommended for nomination and election to a position as a Board Elected Director of the Corporation (hereinafter "the Candidates List"). The list of recommended candidates may include as many candidates as the Committee deems appropriate.

7.3.6 A person who has applied to be considered for board service who has not been included on the Slate shall be informed of that fact, and of whether their name has been included on the Candidates List to be submitted to the President. Such persons shall be advised that they may be included on the Candidates List for consideration by the President, if not already included. They shall further be advised that they may run in opposition to the individuals included on the Slate of Nominees upon obtaining support for their candidacy by the applicable state and local Chapter as evidenced by a letter of endorsement

7.3.6.1 The Committee shall establish a timeline, including deadlines, as necessary to assure that the election ballot and supporting materials are ready for distribution to Chapters at least thirty (30) days in advance of the Annual Meeting. The election materials shall include descriptive information about the qualifications of all candidates and shall clearly identify those candidates who are on the recommended Slate of Candidates.

7.3.6.2 No person may run for election as an Officer or Director other than pursuant to the process described in this section 7.3.

# About Serving on The Arc's Board of Directors

The Board Development Committee is seeking candidates that believe in and will actively support the mission, core values and vision of The Arc. The Board of Directors of The Arc has also adopted two statements defining the roles of responsibilities of the Board, as a whole, and of individual board members. This information is provided, below, to assist individuals in understanding what is involved in board service.

## The Arc's Mission Statement

The Arc promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.

## The Arc's Core Values

*THE ARC SHARES A COMMITMENT TO CORE VALUES WHICH INFLUENCE AND INFORM OUR WORK*

### People First

The Arc believes that all people with intellectual and developmental disabilities are defined by their own strengths, abilities and inherent value, not by their disability.

### Equity

The Arc believes that people with intellectual and developmental disabilities are entitled to the respect, dignity, equality, safety, and security accorded to other members of society, and are equal before the law.

### Community

The Arc believes that people with intellectual and developmental disabilities belong in the community and have fundamental moral, civil and constitutional rights to be fully included and actively participate in all aspects of society.

### Self-determination

The Arc believes in self-determination and self-advocacy. People with intellectual and developmental disabilities, with appropriate resources and supports, can make decisions about their own lives and must be heard on issues that affect their well-being.

### Diversity

The Arc believes that society in general and The Arc in particular benefit from the contributions of people with diverse personal characteristics (including but not limited to race, ethnicity, religion, age, geographic location, sexual orientation, gender and type of disability).

## The Arc's Guiding Principles

*THE ARC OPERATES UNDER THESE GUIDING PRINCIPLES*

### **Participatory Democracy**

The Arc acts to ensure that people with intellectual and developmental disabilities, their parents, siblings, family members and other concerned members of the public have meaningful opportunities to inform and guide the direction of the organization's advocacy, including determining policy and positions on important issues. The Arc strives for diversity in its leadership, as well as in all facets of the work of the organization.

### **Visionary Leadership**

The Arc leads by articulating a positive vision for the future of people with intellectual and developmental disabilities and catalyzes public and private support in realization of that vision through carefully planned and well-executed goals, strategies and actions.

### **Public Interest**

The Arc represents the public interest, supporting and acting with and on behalf of all people with intellectual and developmental disabilities and their families regardless of the type of disability or membership in The Arc.

### **Collaboration**

The Arc works with individuals, organizations and coalitions in a collaborative fashion. The Arc values and promotes effective partnerships between volunteer and staff leadership at all levels of the organization.

### **Transparency, Integrity and Excellence**

The Arc conducts its business with integrity, accountability, and open, honest and timely communication. The Arc is committed to quality and excellence in all its does.

## **Vision for The Arc**

The Arc is the nation's leading advocate for all people with intellectual and developmental disabilities and their families and the premier provider of the supports and services people want and need. The Arc actively involves people with I/DD, their parents, siblings and other family members, caregivers, colleagues, neighbors and friends as leaders and activists in a movement dedicated to the inclusion of people with I/DD in all aspects of society. The Arc assures that the human rights of people with I/DD are attained, and that sufficient resources are available to meet their needs, in every community in our nation.

The Arc is the standard bearer for best practices in supports and services for people with I/DD and has a demonstrable record of success in achieving the outcomes people want for their lives. Welcoming people of all races, ethnicity and socio-economic

status, and providing both a sense of purpose and of belonging, The Arc is the resource of first choice for people with I/DD and their families regardless of the diagnosis and at all stages of life.

The Arc is active, vibrant, well known and respected in communities throughout the United States. With state and local chapters throughout all 50 states and the District of Columbia, The Arc is regularly sought out by elected and appointed government officials, as well as by the media, business, academia and other nonprofits as the authoritative source of information and advice about the needs, issues and concerns of people with I/DD. The Arc is an effective, responsive and sustainable organization that is constantly evolving to meet the changing needs, desires and circumstances of people with I/DD and their families. It enjoys substantial philanthropic support from individuals, corporations and foundations on par with other successful national nonprofits.

### **The Arc's Vision for all People with Intellectual and Developmental Disabilities**

All people with intellectual and developmental disabilities are included and participate as full members of the community. Infants, children and youth with I/DD experience the security of family, while living and learning with their peers. Adults with I/DD lead lives of their own choosing, fully integrated in the community, have the opportunity to engage in productive work for fair wages, participate in civic and community affairs, have good health and enjoy meaningful relationships.

People with I/DD have access to the full range of home and community based supports and services necessary to control their own lives; their families have access to needed family supports. Families enjoy the freedom and peace of mind that comes from knowing that their loved ones have the supports they need to live a full and satisfying life.

Valued and accepted, people with I/DD enjoy the respect, dignity, equality, safety and security accorded to other members of society. As self-advocates, they have a powerful and united voice on the issues that affect their lives and well-being, and enjoy the broad support of family members, friends, colleagues and community members. People with I/DD and their families fully embrace The Arc as their preferred partner for advocacy, services and supports

### **Strategic Framework for the Future of The Arc, 2010 - 2019**

On February 27, 2010, The Arc's Board of Directors adopted a Strategic Framework for the future of The Arc that will guide the organization over the next decade. The full *Strategic Framework*, as well as annual progress reports, are available on The Arc's website under the heading Who We Are>Financial Information and Reports.

# Roles and Responsibilities of the Board of Directors

The Bylaws of The Arc of the United States specify the powers and duties of the board of directors to govern the organization. These include, but are not limited to, developing the Core Values and Guiding Principles and Positions Statements for approval by Chapters, determining the Public Policy Agenda, appointing and supervising the chief executive officer to preside over management of The Arc. The conduct of the board of directors is further guided by the provisions of Maryland Corporations and Associations Code Annotated.

The Board of Directors of The Arc, acting as a whole and through appropriate committees, is responsible to:

1. Actively partner with executive leadership in long-range and strategic planning for the organization, including:
  - a. establishing a Vision for The Arc and the impact of The Arc's work on behalf of people with intellectual and developmental disabilities,
  - b. determining The Arc's Mission, and specific goals and strategies necessary to achieve the vision;
2. Exercise programmatic oversight by regularly assessing the organization's progress toward achieving the Mission and Vision;
3. Exercise fiduciary oversight to assure that the resources of the organization are used in furtherance of its tax-exempt purpose, including:
  - a. establishing an annual operating budget for the organization,
  - b. arranging for the financial statements of the organization to be audited, annually, by an independent certified public accountant,
  - c. regularly monitoring the financial performance of the organization in comparison to the operating budget,
  - d. establishing necessary financial, human resources and development policies, and
  - e. assuring the organization's legal and regulatory compliance and transparency to the public;
4. Provide policy direction and guidance for the organization, as well as state and local chapters, through the approval of core values, position statements, legislative agendas and similar documents that are fundamental to the operation of the organization;
5. Raise financial and other resources necessary to operate the organization;
6. Provide for the executive management of The Arc by hiring, setting the compensation, supervising and regularly evaluating the Chief Executive Officer; and
7. Manage its own affairs, including the education, training, evaluation and development of board members and the assessment of its own performance.

Consistent with the above, The Arc of the United States is committed to upholding the highest standards of governance of nonprofit organizations as set forth in the *Standards for Excellence: An Ethics and Accountability Code for the Nonprofit Sector*. <http://www.thearc.org/page.aspx?pid=2788>

# Individual Responsibilities of Board Members

Individuals serving on the Board of Directors of The Arc of the United States (“The Arc”) are responsible to:

1. Uphold the Mission, Vision, Core Values and Guiding Principles and position statements of The Arc.
2. Attend and participate in quarterly meetings of the Board of Directors of The Arc. The failure to attend three consecutive board meetings shall be grounds for removal. Expenses relating to attendance at the board meetings (e.g. hotel, travel, per-diem) are reimbursable.
3. Stay informed about the business and affairs of The Arc, including the nature and extent of its programs and services, and exercise independent judgment in furtherance of the best interests of The Arc, rather than in furtherance of any actual or potentially conflicting personal, professional or business interests (including interests of any state or local chapters the individual may be affiliated with).
4. Actively participate on a board committee, task force or work group, or in individually tailored activities of importance to The Arc.
5. Abide by The Arc’s Conflict of Interest policy, including completing and signing an annual Conflict of Interest Disclosure statement.
6. Annually, provide a personal charitable contribution to The Arc in an amount that is personally significant.
7. Participate in The Arc’s fundraising efforts by:
  - a. for board members that are employed by businesses or corporations that engage in charitable giving, assist in obtaining a corporate or corporate foundation contribution or other support from the board members employer;
  - b. for all board members, identifying any personal or professional contacts the board member may have with individuals, foundations or corporations that may be prospects to support The Arc and, in consultation and coordination with The Arc’s Development Department, assist in cultivating relationships with those individuals.
8. Participate in recruiting and retaining state and local chapters, associated organizations, business and government members and individual members.
9. Serve as an advocate and ambassador for The Arc and for the interests of people with intellectual and developmental disabilities and their families.

10. Provide counsel and advice, upon request of management, in areas of the board member's expertise.
11. Direct requests from media, government officials, or others seeking formal comment from The Arc to the designated spokesperson(s).
12. Annually attend and participate in The Arc's National Convention
13. For new board members, attend a Board Orientation.

### Questions

For questions about board service, feel free to contact Nancy Webster, Chair, Board Development Committee by email at [nancwebster@gmail.com](mailto:nancwebster@gmail.com) or Peter V. Berns, Chief Executive Officer at [berns@thearc.org](mailto:berns@thearc.org).

TO NOMINATE SOMEONE TO BE CONSIDERED FOR SERVICE ON THE ARC'S BOARD, PLEASE CLICK THIS LINK <http://bit.ly/BOD-Nomination-2015> TO FILL OUT THE ONLINE APPLICATION FORM.

IF YOU ARE UNABLE TO USE THE ONLINE FORM, YOU MAY COMPLETE AND SUBMIT THE FORM THAT FOLLOWS.



## NOMINATION APPLICATION FOR THE ARC OF THE UNITED STATES BOARD OF DIRECTORS

**1** BOARD NOMINEE – PLEASE PROVIDE THE NAME AND CONTACT INFORMATION FOR THE PERSON YOU WOULD LIKE TO SUGGEST SHOULD BE CONSIDERED FOR SERVICE ON THE ARC'S BOARD OF DIRECTORS.

Name: \_\_\_\_\_  
*Last* *First* *M.I.*

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Home Phone: \_\_\_\_\_ Alternate Phone: \_\_\_\_\_ Email \_\_\_\_\_

Age: \_\_\_\_\_ Gender: \_\_\_\_\_ Race/Ethnicity: \_\_\_\_\_

The Arc is committed to building a Board of Directors that is representative of the diversity of the community we serve along dimensions of diversity which include, but are not limited to, the following: race, ethnicity, gender identity, sexual orientation, disability, education, religion/spirituality, country of origin, tribal community, languages spoken, socio-economic status, military service, urban/suburban and rural communities.

In the space below, please provide any information you are willing and care to share that will help us understand whether and how your appointment will contribute to the diversity of the Board. Your response is entirely voluntary.

**2** PLEASE IDENTIFY THE NOMINEE'S RELATIONSHIP TO THE I/DD COMMUNITY:

- |   |   |
|---|---|
| <input type="checkbox"/> Self-advocate          | <input type="checkbox"/> Other family member            |
| <input type="checkbox"/> Parent* AGE(s): _____  | <input type="checkbox"/> Professional in the I/DD field |
| <input type="checkbox"/> Sibling* AGE(s): _____ | <input type="checkbox"/> Interested citizen             |

*\*If you are a parent or sibling please note the age(s) of the person(s) with a disability*

**3 EXPERIENCE, KNOWLEDGE AND EXPERTISE:** Please identify the areas in which the nominee has experience, knowledge or expertise as a **professional** by providing a brief description of your experience or expertise. Leave blank if the nominee does not have experience in the specified area.

**For example:**

*Branding/ Marketing*

Worked for ABC marketing agency for 15 years as branding consultant. Managed large rebranding projects for local and multinational companies.

*Public Policy Advocacy*

--

*Individual Advocacy*

--

*Leadership Development*

--

*Fundraising*

--

*Financial Management*

--

*Branding and Marketing*

--

*Investment Management*

--

*Human Resources*

--

*Employment for people with I/DD*

--

*Housing for people with I/DD*

--

*Health Care*

--

*Other Aspects of Community Living*

--

*Research*

--

*Information Technology, Online & Digital Strategy*

--

*Corporate or Nonprofit Law*

--

*Disability Law*

--

*Media/Community Relations*

--

*Education for people with I/DD*

--

**4 DOES THE NOMINEE HAVE ANY STATE OR LOCAL CHAPTER EXPERIENCE WITH THE ARC? IF SO, PLEASE SPECIFY.**

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**5 NETWORKS - PLEASE INDICATE IF THE NOMINEE HAS ACCESS TO ANY OF THE FOLLOWING:**

- Personal Wealth (capacity to provide major gifts) or Access to Others with Wealth
- Personal Celebrity or Access to Others with Celebrity Status
- Senior Level Executives at Fortune 500 Companies
- Other Significant Business or Personal Connections

Please explain any access and connections you have:

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## SELF-NOMINATION SECTION

*NOTE: Complete this section if you are nominating yourself. If you are nominating someone else, please go to Next Page.*

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### 1 WHY ARE YOU INTERESTED IN SERVING ON THE BOARD OF THE ARC?

### 2 HOW DO YOU HOPE TO CONTRIBUTE TO THE SUCCESS OF THE ARC AS A BOARD MEMBER?

### 3 I HAVE READ THE CORES VALUES OF THE ARC AND AGREE TO SUPPORT THEM.

### 4 PLEASE PROVIDE THREE (3) REFERENCES THAT ARE FAMILIAR WITH YOUR QUALIFICATIONS.

Name	Email Address	Phone Number

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### THIRD PARTY NOMINATIONS

*NOTE: Complete this section if you are nominating someone other than yourself.*

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- 1 IF YOU ARE NOMINATING SOMEONE OTHER THAN YOURSELF FOR A BOARD MEMBER POSITION, PLEASE PROVIDE YOUR IDENTIFYING INFORMATION BELOW.**

Name	Email Address	Phone Number	Relationship to Nominee

- 2 WHY DO YOU BELIEVE THAT THE PERSON YOU ARE NOMINATING SHOULD SERVE ON THE BOARD OF THE ARC?**

- 3 IN WHAT WAYS DO YOU BELIEVE THEY WILL BE ABLE TO CONTRIBUTE TO THE SUCCESS OF THE ARC?**

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## SUBMISSION REQUIREMENTS

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There are numerous ways to submit your application. You may complete the 2016 Nomination Application electronically by clicking [here](#). Or, send the completed application and a copy of the nominee's most recent resume or curriculum vita, by regular mail, email or fax to:

The Arc  
Attn: CT Turner  
c/o Board Development Committee  
1825 K Street, NW, Suite 1200  
Washington, DC 20006  
(Fax) 202-534-3731  
[turner@thearc.org](mailto:turner@thearc.org)  
[www.thearc.org](http://www.thearc.org)

**THE BOARD DEVELOPMENT COMMITTEE WILL  
REVIEW APPLICATIONS ON A ROLLING BASIS  
BEGINNING ON JANUARY 1, 2016**