

The Arc Chemung-Schuyler

Chapter By-Laws

Article I Names and Offices

This Chapter shall be known as The Chemung-Schuyler Counties Chapter, NYSARC, Inc. hereinafter called the Chapter. NYSARC, Inc. will hereinafter be called the State Association or the Association.

Article II Purpose

The Purpose of the Chapter shall be to act locally for the Association in accordance with the Certificate of Incorporation and By-Laws of the Association and in conformity with its Chapter Manual and such rules, regulation and policies as the state association may from time to time prescribe.

Article III Territory

The territory assigned to the Chapter by the Association is Chemung and Schuyler Counties, subject to any change therein as may be made from time to time by the Board of Governors of the State Association.

Article IV Membership

Section 1. The membership of the Chapter shall consist of all persons who meet the requirements of the By-Laws of the Association and territorial jurisdiction assigned to the Chapter. Only members in good standing of a Chapter may vote in Chapter elections or hold chapter office. However, a member of a Chapter who is, at the time of the meeting or action in question, employed by either the Chapter or the State Association, may not hold office in such Chapter; may not vote or otherwise participate in any Chapter election; and may not vote on any other matter of Chapter business which may be put before the membership.

Section 2. The provisions of the By-Laws of the State Association relating to classes of members shall apply to the members of the Chapter. Any member who is or becomes a paid employee of the Chapter shall not have the right to vote or participate in the Chapter election process, hold Chapter office, nor have the right to vote or otherwise participate in any Chapter election; and may not vote on any other matter which may be put before the membership, during such employment nor shall a member in any class who is or becomes an employee of the association or of the Chapter be an officer, governor or director of the association or any of its Chapters.

Section 3. The annual dues of members shall be those fixed by and paid to the Chapter. A member in good standing shall be one whose dues have been paid for the current membership year. The good standing of a member shall be determined as of a date (30) days prior to the act for which the good standing is required. The membership year of the Chapter shall be from July 1st through and including June 30th of the following year. Annual dues paid by a member shall be deemed to establish membership during the membership year in which paid.

Section 4. The Board of Directors may waive the payment of dues for Active Membership in cases of financial hardship.

Section 5. Charges against a member may be preferred, as prescribed in Article I, Section 12, of the By-Laws of the Association.

Section 6. The list of members shall be confidential and shall be kept on file at the Chapter with access to the Treasurer and Secretary. This does not preclude the publishing of donor names in the Chapter's annual report, unless otherwise indicated by the donor. The Secretary shall cause a copy of the list of members to be sent to the Central Office of the Association.

Article V Meetings

Section 1. The Chapter shall hold at least one meeting annually which shall be designated the annual meeting of the Chapter, and such other general meetings as the Board of Directors may from time to time designate.

Section 2. Special meetings of the members of the Chapter may be called by the Board of Directors or on the written request of at least one-third of the members in good standing of the Chapter or 50 members, whichever is less, delivered to the Secretary. Such request, and the notice of the meeting, shall set forth the purpose for which it is called, and no other business may be transacted at the special meetings.

Section 3. Written or printed notice of each regular or special meeting shall be mailed to each member at least fifteen (15) days or seven (7) days respectively, before the meeting, except that by individual consent of a member, such notice may be given to such member electronically, including via e-mail, using the time frame contained herein.

Section 4. For Chapters having fewer than 1,000 members – no fewer than (20) members in good standing of the Chapter, present in person, shall constitute a quorum for any regular or special meeting. For Chapters having membership in excess of 1,000 members, a minimum of fifty (50) members in good standing present in person, shall constitute a quorum for any regular or special meeting. Members voting in a Chapter election by means of absentee ballot shall be counted toward a quorum requirement for the meeting at which such election is scheduled, solely for purposes of the election and for no other purpose or business to be discussed or transacted at such meeting. Other than by timely submission of an absentee ballot, as provided for in Article IX, Section 5., no member not present in person may participate in any annual, general or special meeting of the membership.

Article VI Board of Directors

Section 1. The business and affairs of the Chapter shall be managed by a Board of Directors of not fewer than 9, nor more than 15 members, as such number may be prescribed by action of the membership taken at the annual meeting of the Chapter upon prior recommendation of the Chapter Board. At least one-third of the Board will live, work or have a relative that receives services in Chemung County, and at least one-third of the Board will live, work or have a relative that receives services in Schuyler County. The Board's failure to meet this standard at any times does not invalidate any action they may take. Newly created director seats shall be filled by the nominating committee as provided in Article X, Section 5 of these by-laws, except that a special membership meeting may be called as provided for in Article V, Section 2 of these By-Laws for the election of such a director.

Section 2. The Officers of the Chapter shall be members of the Board of Directors.

Section 3. Regular meetings of the Board of Directors shall be held at least once each month, for a total of at least ten board meetings annually. The dates of such regular meetings shall be fixed by the Board at their first meeting after the annual election.

Section 4. Special meetings of the Board of Directors may be called by the President at his/her own instance, or on the written and signed request of one-third of the members of the Board delivered to the Secretary. Such request shall state the business to be transacted at the meeting. Notice of a special meeting shall be mailed to each member of the Board at least five days before the date of the meeting. The notice shall state the business to be transacted at the meeting, and no other business may be considered thereat.

Section 5. A majority of the Board of Directors shall constitute a quorum for all regular or special meetings, provided, however, that any one or more members of a Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means only shall constitute presence in person at a meeting and permit voting by such board member on any matter properly before the board at such meeting.

Section 6. All powers herein granted to the Board of Directors are subject to the By-Laws of the State Association and to the Regulations contained in the Chapter Manual of the State Association. Any action of the Board may be reviewed by the Chapter at the next regular or special meeting upon written request to the Secretary of the Chapter. Such action may be rescinded by a vote of two-thirds of the members present provided that no irrevocable right of third parties shall be affected thereby. The minutes of the Board of Directors shall be available at the regular meetings of the Chapter membership.

Section 7. The Board of Directors, within the limits of Budget appropriations, may authorize employment of professional and other staff. It shall delegate to the Executive Director authority to hire and fire all employees.

Section 8. If possible, a majority of the Board of Directors shall be persons with intellectual or other developmental disabilities, parents or blood relatives or the spouses of such persons, as defined in the Association's By-Laws. At no time may the Board of Directors be less than one third individuals with intellectual or other developmental disabilities, parents or blood relatives of persons who have intellectual or other developmental disabilities, or their spouses.

Section 9. In addition to its other responsibilities set forth in law, Association By-Laws, the Chapter Manual and these By-Laws, the Board of Directors shall maintain oversight responsibility for monitoring the integrity of the Chapter's financial reporting process and systems of key internal controls regarding finance, accounting, legal and regulatory compliance on a monthly basis. In discharging its oversight role, the Board is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Chapter and the power to retain outside counsel or other experts for this purpose. The Board, acting through its audit committee or by the full Board, shall be responsible for retention and evaluation of independent auditors; examination and review of such auditors' management letter recommendations; review with management and such auditors the quality and adequacy of Chapter internal controls, periodic review with the Chapter's legal counsel and auditors as to the subject matter of inquiries received from government oversight agencies; periodic review of the Chapter's code of ethics and corporate compliance activities; and it shall ensure that it or its applicable committees or subcommittees shall have members or staff support from persons with accounting or other financial expertise. The Board of Directors shall review and discuss the interim reports of the Chapter's chief financial officer submitted at regular board meetings. Each member of the Board of Directors is also required to complete a conflict of interest statement prior to his or her initial election and then annually thereafter.

Article VII

Executive Committee of the Board of Directors

Section 1. There shall be an Executive Committee of the Board of Directors which shall consist of all of the elected officers of the Chapter, one of the Chapter's representatives to the Board of Governors in the event none of the representatives is an officer, and such other persons as the Board may from time to time designate.

Section 2. Meetings of the Executive Committee shall be held at the call of the President, and upon at least five days' notice.

Section 3. The Executive Committee shall exercise all powers of the Board of Directors during the interval between the meetings of the Board, except as otherwise provided by these By-Laws. All the proceedings of the Executive Committee shall be reported to the Board at its next succeeding meeting, and be subject to revision, rescission or alteration by the Board, provided no irrevocable rights of third-parties shall be affected by such revision, rescission or alteration. Minutes of the Executive Committee shall be mailed by the Secretary to all Board members within thirty days of each meeting.

Section 4. A majority of the Executive Committee shall constitute a quorum for all meetings.

Article VIII Officers and Directors

Section 1. The officers of the Chapter (s) shall consist of the following: President (or “chair” in Chapters where the Executive Director is designated as “President), Vice-President (or Vice Chair), Treasurer, Secretary and such other officers as the Board of Directors deems necessary. (Wherever the term “president” or “vice president” shall appear in these by-laws, it shall be understood to mean “chair” or “vice-chair, as appropriate).

Section 2. The President shall preside at all meetings of the Chapter and of the Board of Directors. With the exception of the Nominating Committee which shall be elected as set forth in Article X, the President shall appoint the chairman of all committees, including ad hoc committees, and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall render an annual report in writing to the membership of the Chapter.

Section 3. The Vice-President shall perform any or all of the duties of the President in the event of his/her absence or disability, or at his request. In the event more than one Vice-President is elected, one Vice President shall be designated as Senior Vice President.

Section 4. In the event of the absence of the President and all Vice-Presidents from any meeting of the Chapter or of the Board of Directors, the members of the Board of Directors there present shall elect a chairman pro-tempore.

Section 5. The Treasurer shall be responsible for oversight of the receipt and disbursement of the funds of the Chapter under and by direction of the Board of Directors. At each regular meeting of the Chapter Board the Treasurer shall receive and review with the Board interim reports from the chief financial officer of the Chapter in a form specified by the Chapter Board. The Treasurer shall submit a financial report in writing to the Board of Directors, and the membership at the first meeting of each after the close of the fiscal year. Such report shall show all receipts, disbursements, assets and liabilities.

Section 6. The Secretary shall keep the minutes of the meetings of the Chapter and of the Board of Directors and shall oversee the service of all notices required by laws of by these By-Laws.

Section 7. All persons receiving or disbursing funds shall be bonded or insured, in an amount fixed by the Board.

Section 8. The officers shall be elected for a term of one year. Directors shall be elected for a term of three years. Any individual who has served two terms may, for good cause, have a third term, provided such extension is approved by the Board prior to nominations for that term. Following three consecutive terms, a Director must remain off the Board for at least one year before being eligible again.

Section 9. Directors shall be nominated and elected in the same manner as Officers. Names of Board members willing to serve on the Board of the new entity will be randomly drawn to determine class year for election (1/3 for initial 1 year term, 1/3 for initial 2 year term, and 1/3

for initial 3 year term) at the next annual membership meeting. Thereafter, Directors would be elected for 3-year terms.

Section 10. In the event of a vacancy in the office of President, the Vice-President or, in the event there shall be more than one Vice-President, the Senior Vice-President shall succeed to office. In the event of a vacancy in any other office, including that of Directors, the Board of Directors, by a majority vote, shall elect a successor to serve the remainder of the predecessor's term except that the Board of Directors shall only fill vacant director positions effective until the next annual meeting of the Chapter.

Section 11. The Board of Directors may declare vacant and fill, as permitted by these By-Laws, the board seat of any director who is absent without valid excuse from three meetings of the board. Also, an officer or director may be removed by the Board of Directors at a special meeting called therefore, after a hearing upon written notice of charges of malfeasance, nonfeasance or other conduct detrimental to the Chapter preferred by at least five members. A copy of the charges shall be personally delivered to the person whom is subject of the charges brought, or to a person of suitable age and discretion at such person's residence or place of business or employment, not less than fourteen (14) days before the date of such special meeting. The person whom is the subject of the charges that have been brought may appear at the special meeting in person or by counsel with the opportunity to be heard and provide information to the Board at the meeting, on the issues that are subject to the charges. After such meeting, the Board may sustain the charges and remove the officer or director by a two-thirds vote, failing which the charges shall be dismissed.

Section 12. No person may be elected to the same office for more than three consecutive terms. No compensation may be paid to any officer or director for his services in his office. No employee of the Chapter or the Association may be an officer or director thereof, nor serve on its Nominating Committee.

Section 13. In order to be eligible to be a member of the Board of Directors, through either the nomination or petition process, a person must serve for at least one year as a member of a committee of the Chapter. The Board of Directors shall have the authority to waive this requirement in individual situations for good cause shown.

Section 14. In order to be eligible to be an Officer of the Board of Directors, through either the nomination or petition process, a person must serve for no less than two years as a member of the Board of Directors. The Board of Directors shall have the authority to waive this requirement in individual situations for good cause shown.

Article IX Elections

Section 1. At least sixty days prior to the Annual Meeting of the Chapter, the Chairman of the Nominating Committee shall deliver to the Secretary of the Chapter its slate of nominees for Officers, Directors and Nominating Committee, together with written acceptance by each of the nominees. Further, prior to the initial election of any director, written acceptance of the nomination must also be accompanied by a statement identifying potential conflicts of interest

and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 2. The Secretary shall notify Chapter members by mailing, at least forty-five days prior to the date of the Annual Meeting, the names of the nominees as submitted by the Nominating Committee.

Section 3. Other candidates for any of the offices may be nominated by a petition designating the office for which election is sought signed by at least thirty (30) members in good standing, provided such petition together with the written acceptance of the nominee is received by the Secretary either personally or by delivery to the Chapter office at least thirty days prior to the Annual Meeting. If the candidate proposed by petition is a first-time director, written acceptance of such nomination must be accompanied by a statement identifying potential conflicts of interest and identifying any entity of which the proposed director is an officer, director, trustee, member, owner, or employee and with which the Chapter is a participant and in which the proposed director might have a conflicting interest.

Section 4. The election of Officers, Directors and members of the Nominating Committee shall take place at the Annual meeting each year. Voting shall be in person or by absentee ballot as set forth in Section 5 below. Voting for any office where there is a contest shall be by written ballot. No nominations may be made from the floor.

Section 5. In the event there is a contest for any office, the Secretary shall mail to each member, not less than twenty (20) days prior to the Annual Meeting, an absentee ballot whereby a member may designate the Secretary to act in the member's place and stead to cast the member's vote for the nominees as specifically designated in such absentee ballot by such member. Absentee ballots shall be turned over by the Secretary to the Inspectors of Election duly appointed for the annual meeting for counting, as provided hereafter. The Secretary shall thereafter retain absentee ballots for a period of three years. No member shall be entitled to review such absentee ballots except a duly constituted Inspector of Election. Prior to the election, every absentee ballot shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as provided herein, no member shall be entitled to authorize another person or persons to act on his or her behalf in any manner in any annual, general or special meeting of the membership.

Section 6. Whenever there shall be a contest for any office, the ballot shall contain with equal prominence the names of the candidates of the Nominating Committee and those submitted by petition, including the number to be elected for said office.

Section 7. Whenever there shall be a contest for any office, no less than three inspectors, none of whom shall be a nominee for any office, shall be appointed each year by the President at or prior to the Annual Meeting. It shall be the duty of such Inspectors to conduct the voting and counting of the ballots, all of which shall be secret, and to report the results thereof at the Annual Meeting.

Section 8. Elected Officers, members of the Board of Directors and members of the Nominating Committee shall be installed at the Annual Meeting or at such later time as the Board deems

appropriate, but on or before the effective date of their assumption of office.

Section 9. Board of Governor Representatives shall be nominated by the Board of Directors from among the members of the Board prior to May 15 in the year in which they are to be elected.

Section 10. The Board of Governors shall be the final arbiter of any dispute with respect to any Chapter election submitted to it by an unsuccessful candidate or by the Chapter Board.

Article X Nominating Committee

Section 1. The Nominating Committee shall consist of active members of the Chapter, elected as provided in Article IX above.

Section 2. The Nominating Committee shall consist of no less than three members who shall be active members of the Chapter. Each member shall serve for a term of one year.

Section 3. Unless designated in the election, the Nominating Committee shall elect its own chairman from among its members at their first meeting following their election.

Section 4. Members of the Nominating Committee may not serve more than three consecutive terms. Vacancies on the Nominating Committee shall be filled by the Board and shall serve for the remainder of the predecessor's unexpired one year term.

Section 5. The Nominating Committee shall nominate, by separate vote for each office, a slate of candidates for all elective offices of the Chapter, Board of Directors including board seats filled by election by the Board during the year preceding the Chapter election and seats newly created by action of the membership at an annual meeting, and Nominating Committee shall obtain written acceptance from each candidate.

Section 6. The Chairman of the Nominating Committee shall deliver the Committee's slate of nominees as provided in Article IX, Section 1 above.

Article XI Committees

Section 1. At the first meeting of the Board of Directors after the annual election, the President shall appoint the chairman of each committee of the Chapter Board. The chairman of each committee, with the consent of the President, may appoint such members of the Chapter to his committee as he sees fit.

Section 2. The Committees of the Board shall consist, at minimum, of the following:

- i) Evaluation Committee – Executes the responsibilities of the Board relating to the evaluation and compensation of the Executive Director. The Committee reviews the evaluation process to ensure it is aligned with policies and regulations; gathers

information to evaluate performance based on set goals and the Agency's Strategic Plan, and makes recommendations to the full Board.

- ii) Finance Committee – In exercising its stewardship responsibilities will set up general guidelines for the management of the Agency's fiscal resources. Periodically the Committee will forward recommendations to the Board for action. Its responsibilities will include, but not be limited to: the approval of the annual budget for presentation to the Board; review of the monthly fiscal reports; provision for a thorough audit of the Agency's accounts by a certified public accountant at least once a year, and for the adequate bonding of staff members of the Agency.
- iii) Audit Committee – The Audit Committee shall be made up only of independent directors and will be responsible for the oversight of the accounting and financial reporting process of the Chapter and the audit of the Chapter's financial statements; annual retention and/or renewal of and evaluation of independent auditor(s); review of the results of the audit and management letter with the auditor; reviewing with the auditor the scope and planning of the audit prior to commencement; discussing items with the auditor following the audit, including but not limited to (i) any risks or weaknesses in internal controls, (ii) restrictions on the auditor's activities or access to requested information, (iii) any significant disagreements between auditor and management, and (iv) the adequacy of the reporting processes. The Committee shall also annually consider the performance of the auditor and report to the full board on the activities and outcomes of the Audit Committee. Finally, the Committee shall oversee the adoption and implementation of, and compliance with conflict and whistleblower policies.
- iv) Human Resources Committee – Ensures personnel policies and practices are in order, reviews staff training and development issues, and makes recommendations to the Board.
- v) Development and Public Relations Committee – Recommends to the Board policies and projects related to planned giving, membership, public awareness, special events and fund raising.
- vi) Nominating Committee – This is a special committee elected by the membership to nominate Board members and officers.
- vii) Program Services Committee – Ensures quality program standards are met and any systematic problems are identified and resolved. The Committee will make recommendations regarding relevant agency policies and procedures in accordance with The Arc New York's regulatory requirements.
- viii) Guardianship Committee – Reviews policies and procedures for guardianship, and serves as a resource to parents and/or significant others interested in pursuing legal guardianship.

- ix) Corporate Compliance Committee – Advises and assists the Agency with the implementation of the Corporate Compliance Plan. The Committee has oversight of internal corporate compliance audits completed.
- x) Incident Review Committee – Allows the Agency to promote an environment that is free from harm. In order to create this environment, all notable events, incidents/allegations occurring in the agency require committee review to ensure the safety and well-being of the people we support. This Committee has overall responsibility for incident/allegation management.

Section 3. In addition to the Committees, the President, with the approval of the Board of Directors, may establish such ad hoc committees as he/she deems appropriate and appoint the members thereof.

Section 4. One or more members of any committee, including the Executive and Nominating Committees, may participate in a meeting of the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Article XII Administration

Section 1. The Chapter shall maintain a central office at such place and with such facilities as the Board of Directors may direct for the promotion of the objectives of the Chapter.

Section 2. The Chapter shall employ an Executive Director as the Administrative Agent of the Chapter, to work under the supervision of the Board of Directors. S/He shall be available to the officers, committees and members for professional consultations in the connection with the affairs of the Chapter. Appointment of the Executive Director shall be by majority vote of the Board of Directors. S/He may be removed from office by a two-thirds vote of those present at a regular meeting of the said Board, if it appears that the best interests of the Chapter are not being served by the incumbent.

Section 3. The Executive Director (acting, as in all matters, within levels of expenditures established in the budget adopted by the Chapter Board) shall employ such personnel as may be necessary for the operation of the Chapter and shall be responsible for their supervision.

Article XIII Indemnification of Directors, Officers and Committee Members

Section 1. Any and every person made a part to any action, proceeding by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a Director, Officer, or Committee Member, may be indemnified by the Chapter to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees,

actually necessarily incurred by him in connection with the defense of such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer or Committee Member has breached his duty to the Chapter.

Section 2. Any and every person made a party to any action, suit, or proceeding other than one by or in the right of the Chapter to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he, his testator or interstate, was a Director, Officer, or Committee Member, may be indemnified by the Chapter, to the full extent permitted by law, against expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he reasonably believes to be in the best interest of the Chapter, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that this conduct was unlawful.

Article XIV Miscellaneous

Section 1. The fiscal year of the Chapter shall be from January 1st of each year to December 31st of the following year.

Section 2. Any action which is within the authority conferred by these By-Laws, upon the Executive Committee or any other Committee of the Chapter may be taken without a meeting if all members of the Executive Committee or other Committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent thereto by its members shall be filed with the minutes of the proceedings of the respective Committee.

Section 3. All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Article XV Amendments

Section 1. Amendments to these By-Laws may be proposed in writing to the Board of Directors over the signatures of five or more members of the Chapter. The Board shall act upon the proposed amendment no later than the second meeting after its submission. Failure to act shall be deemed a rejection. If the Board approves the proposed amendment, it shall be submitted to the membership at a special meeting called for that purpose before the next regular meeting of the Board. If the Board rejects the proposed amendment it shall state to the proponents in writing its reasons for so doing. Should the Board reject the proposed amendment, then upon a petition signed by ten or more members, such amendment shall be submitted to the membership at a special meeting called for that purpose before the second regular meeting of the board following the filing of such petition with the Secretary. A copy of the proposed amendment with a statement of the Board's reason for its action shall be embodied in the notice of the meeting at which it will be voted upon. A two-thirds vote of those present and voting shall be necessary for the adoption of any amendment by both the Board and the membership.

Section 2. After such adoption, such amendment shall be submitted to the Board of Governors of

the Association for approval. If approved by said Governors, such amendment shall become effective immediately unless a later date is specified therein. If not approved by said Governors, it shall be of no effect.

Section 3. Notwithstanding the provisions of the sub-section immediately preceding, nothing shall preclude the Chapter's Board of Directors, following their approval of proposed Chapter by-law amendments, from submitting such amendments for Association Board of Governors advance approval, contingent upon subsequent adoption by the Chapter membership, to become effective upon such membership approval.

**Article XVI
Governance**

The By-Laws and Chapter Manual of the State Association shall govern all matters not specifically provided for herein.

In the event of any possible conflict between these By-Laws and those of the Association, the By-Laws of the Association shall control.

The Association Board of Governors shall be the final arbiter of any dispute arising between Chapters, or within a Chapter, with respect to the interpretation or application of Chapter By-Laws, submitted by the Board of any such Chapter.

Approved by The Arc of Chemung Board of Directors: April 11, 2019

Approved by The Arc of Schuylers Board of Directors: April 11, 2019

Approved by The Arc NY Executive Committee: May 3, 2019

Approved by The Arc of Chemung-Schuylers Membership: _____