



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Extension Granted to 5/15/2015.

Return of Organization Exempt From Income Tax

2013

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning Jul 1, 2013, **and ending** Jun 30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE ARC OF LOUDOUN Doing Business As PAXTON CAMPUS		D Employer Identification Number 54-0835314
	Number and street (or P.O. box if mail is not delivered to street address) 601 CATOCTIN CIRCLE NE		E Telephone number (703) 777-1939
	Room/suite		
	City or town, state or province, country, and ZIP or foreign postal code LEESBURG VA 20176		G Gross receipts \$ 3,391,259.
F Name and address of principal officer JENNIFER LASSITER 601 CATOCTIN CIRCLE NE LEESBURG VA 20176		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions)	
I Tax-exempt status	<input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(c) Group exemption number	
J Website: WWW.PAXTONCAMPUS.ORG			
K Form of organization	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other	L Year of formation 1967	M State of legal domicile VA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ADVOCATE FOR AND PROVIDE SERVICES TO PERSONS WITH DISABILITIES IN LOUDOUN COUNTY		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	8
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	85
	6 Total number of volunteers (estimate if necessary)	6	185
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	457,045.	325,482.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,804,911.	2,886,669.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	291.	-2,203.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,300,376.	3,311,124.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,515,873.	2,865,508.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25)	75,265.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	476,046.	561,723.	
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	2,991,919.	3,427,231.	
19 Revenue less expenses. Subtract line 18 from line 12	308,457.	-116,107.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	954,140.	915,841.
	22 Net assets or fund balances. Subtract line 21 from line 20	156,781.	234,589.
		797,359.	681,252.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer	Date
<i>Jennifer Lassiter</i>	02/23/15
JENNIFER LASSITER	EXECUTIVE DIRECTOR
Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jennifer Halstead	<i>Jennifer Halstead</i>	4/20/15		P00549551
	Firm's name	HALSTEAD & HALSTEAD PC		Firm's EIN	20-1459348
	Firm's address	PO BOX 223302 CHANTILLY VA 20153		Phone no	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCANNED JUN 5 2015

957
18

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

TO ADVOCATE FOR AND PROVIDE SERVICES TO PERSONS WITH DISABILITIES IN LOUDOUN COUNTY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 3,142,000. including grants of \$ 0.) (Revenue \$ 2,882,044.)

AURORA SCHOOL AND OPEN DOOR LEARNING CENTER: THE AURORA SCHOOL SERVES 35 STUDENTS, AGES 5 TO 22 YEARS, FROM 9 SURROUNDING SCHOOL DISTRICTS AND ACROSS VIRGINIA, MARYLAND, AND WEST VIRGINIA WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES USING APPLIED BEHAVIOR ANALYSIS (ABA) METHODOLOGY. USING THE LATEST TECHNIQUES, CURRICULA AND TECHNOLOGY, STUDENTS AND THEIR FAMILIES BECOME ACTIVE PARTNERS IN THEIR INDIVIDUALIZED EDUCATION PROGRAM. AMONG THE SKILLS TAUGHT ARE: VERBAL BEHAVIOR; MATH; READING; SOCIAL SKILLS; SELF-MANAGEMENT; FUNCTIONAL LIFE SKILLS; VOCATIONAL SKILLS AND PROBLEM-SOLVING SKILLS. OPEN DOOR LEARNING CENTER IS AN ACCREDITED PRESCHOOL AND KINDERGARTEN See Form 990, Page 2, Part III, Line 4a (continued)

4b (Code:) (Expenses \$ 105,124. including grants of \$ 0.) (Revenue \$ 4,625.)

ADVOCACY, FAMILY SUPPORT, CASE WORKER SUPPORT: ALLY (A LIFE LIKE YOURS) ADVOCACY CENTER ASSISTS INDIVIDUALS WITH DISABILITIES, AS WELL AS PARENTS AND CARETAKERS OF CHILDREN WITH SPECIAL NEEDS BY PROVIDING FREE INFORMATION ON DISABILITY RIGHTS, GUIDANCE, SUPPORT, COMMUNITY EVENTS, AND WORKSHOPS. STEP UP (SUPPORTED TRAINING AND EMPLOYMENT PROGRAM) OFFERS TRANSITION SERVICES TO HELP ADULTS WITH DISABILITIES LIVE AND WORK INDEPENDENTLY. OUR PAXTON CAMPUS HAS JOB TRAINING SITES ON CAMPUS, SUCH AS PAXTON ATTRACTION AND MAGGIE'S CLOSET, WHERE ADULTS WITH DISABILITIES WORK, CONTINUE TO LEARN JOB TRAINING SKILLS AS WELL AS INDEPENDENT LIVING SKILLS. See Form 990, Page 2, Part III, Line 4b (continued)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 3,247,124.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	X	
b Did the organization report an amount for investments — other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII		X
c Did the organization report an amount for investments — program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If 'Yes,' complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If 'Yes,' complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organizations or government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

BAA

Form 990 (2013)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes sections for Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8899, Form 8282, Form 8282-C, Form 4966, Form 501(c)(7), Form 501(c)(12), Form 4947(a)(1), and Form 501(c)(29).

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI. [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 9 regarding governing body members, family relationships, and documentation.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 10a through 16b regarding local chapters, policies, conflict of interest, whistleblower, and document retention.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection
19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

JENNIFER LASSITER 601 CATOCTIN CIRCLE NE LEESBURG VA 20176 (703) 777-1939

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order. Individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LISA HERNDON BROYHILL PRESIDENT	5.00	X		X				0.	0.	0.
(2) MARY PELLICANO TREASURER	5.00	X		X				0.	0.	0.
(3) CAROL MILLS VICE PRESIDENT	5.00	X		X				0.	0.	0.
(4) BRETT SCHOPPERT DIRECTOR	5.00	X						0.	0.	0.
(5) LISA JETT DIRECTOR	3.00	X						0.	0.	0.
(6) JENNIFER LASSITER EXECUTIVE DIR	50.00				X	X		119,086.	0.	5,039.
(7) RICK BERRY SECRETARY	5.00	X		X				0.	0.	0.
(8) FERNANDO MARTINEZ DIRECTOR	3.00	X						0.	0.	0.
(9) LINDA HOLTSLANDER DIRECTOR	3.00	X						0.	0.	0.
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) -----										
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
1 b Sub-total							119,086.	0.	5,039.	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							119,086.	0.	5,039.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes' complete Schedule J for such individual</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a 4,086.				
	b Membership dues	1 b 1,555.				
	c Fundraising events	1 c 2,800.				
	d Related organizations	1 d				
	e Government grants (contributions) . .	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above . .	1 f 317,041.				
	g Noncash contributions included in lines 1a-1f \$	41,837.				
	h Total. Add lines 1a-1f	▶ 325,482.				
PROGRAM SERVICE REVENUE	Business Code					
	2 a TUITION	611710	2,882,044.	2,882,044.	0.	0.
	b PROGRAM SERVICE FEES	611710	4,625.	4,625.	0.	0.
	c -----					
	d -----					
	e -----					
	f All other program service revenue . . .					
	g Total. Add lines 2a-2f	▶ 2,886,669.				
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	▶ 80.	0.	0.	80.	
	4 Income from investment of tax-exempt bond proceeds . . ▶					
	5 Royalties	▶				
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss) . .				
	d Net rental income or (loss)	▶				
	7 a Gross amount from sales of assets other than inventory .	(i) Securities				
		(ii) Other	0.			
		b Less cost or other basis and sales expenses . .		2,283.		
		c Gain or (loss)		-2,283.		
	d Net gain or (loss)	▶ -2,283.	0.	0.	-2,283.	
	8 a Gross income from fundraising events (not including \$ 2,800. of contributions reported on line 1c). See Part IV, line 18.	a	179,028.			
		b Less: direct expenses	b 77,852.			
c Net income or (loss) from fundraising events		▶ 101,176.		0.	101,176.	
9 a Gross income from gaming activities. See Part IV, line 19.	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities	▶				
10 a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b				
	c Net income or (loss) from sales of inventory	▶				
Miscellaneous Revenue		Business Code				
11 a -----						
	b -----					
	c -----					
	d All other revenue					
	e Total. Add lines 11a-11d	▶				
12 Total revenue. See instructions	▶ 3,311,124.	2,886,669.	0.	98,973.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	125,768.	106,903.	12,577.	6,288.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7 Other salaries and wages	2,282,096.	2,217,784.	15,077.	49,235.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	16,859.	15,014.	1,676.	169.
9 Other employee benefits	242,848.	240,331.	0.	2,517.
10 Payroll taxes	197,937.	191,609.	1,869.	4,459.
11 Fees for services (non-employees)				
a Management				
b Legal	5,329.	0.	5,329.	0.
c Accounting	65,150.	0.	65,150.	0.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amt exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	52,678.	52,678.	0.	0.
12 Advertising and promotion	990.	990.	0.	0.
13 Office expenses	40,087.	33,276.	2,159.	4,652.
14 Information technology	49,957.	49,852.	35.	70.
15 Royalties				
16 Occupancy	109,483.	108,679.	267.	537.
17 Travel	5,808.	5,619.	63.	126.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	45.	43.	0.	2.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	61,154.	54,738.	42.	6,374.
23 Insurance	23,516.	23,296.	73.	147.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a FAMILY SUPPORT	37,700.	37,700.	0.	0.
b ASSOCIATION MEMBERSHIPS	11,900.	11,788.	37.	75.
c PROGRAM SUPPLIES & ENRICHMENT	52,600.	52,396.	68.	136.
d STAFF TRAINING	36,971.	36,804.	167.	0.
e All other expenses	8,355.	7,624.	253.	478.
25 Total functional expenses. Add lines 1 through 24e.	3,427,231.	3,247,124.	104,842.	75,265.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing	200.	1	200.
	2 Savings and temporary cash investments	282,541.	2	200,184.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	191,934.	4	221,634.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	16,592.	9	13,703.
	10a Land, buildings, and equipment, cost or other basis Complete Part VI of Schedule D	10a 656,521.		
	b Less: accumulated depreciation	10b 186,401.	452,873.	10c 470,120.
	11 Investments — publicly traded securities		11	
	12 Investments — other securities See Part IV, line 11		12	
	13 Investments — program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	10,000.	15	10,000.
16 Total assets. Add lines 1 through 15 (must equal line 34)	954,140.	16	915,841.	
LIABILITIES	17 Accounts payable and accrued expenses	134,842.	17	212,327.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	21,939.	25	22,262.
	26 Total liabilities. Add lines 17 through 25	156,781.	26	234,589.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	770,233.	27	644,122.
	28 Temporarily restricted net assets	27,126.	28	37,130.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	797,359.	33	681,252.	
34 Total liabilities and net assets/fund balances	954,140.	34	915,841.	

BAA

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,311,124.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,427,231.
3	Revenue less expenses Subtract line 2 from line 1	3	-116,107.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	797,359.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	681,252.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O		
2 a	Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2 b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2 c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3 a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3 b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

BAA

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
 ▶ Attach to Form 990 or Form 990-EZ.
 ▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

THE ARC OF LOUDOUN

Employer identification number

54-0835314

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III – Functionally integrated
 - d Type III – Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants')	229,364.	142,303.	176,030.	457,045.	325,482.	1,330,224.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	229,364.	142,303.	176,030.	457,045.	325,482.	1,330,224.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						350,085.
6 Public support. Subtract line 5 from line 4						980,139.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	229,364.	142,303.	176,030.	457,045.	325,482.	1,330,224.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		95.	103.	291.	80.	569.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	971.	148.	0.			1,119.
11 Total support. Add lines 7 through 10						1,331,912.
12 Gross receipts from related activities, etc (see instructions)					12	12,058,600.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	73.59 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	74.22 %
16a 33-1/3% support test — 2013. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33-1/3% support test — 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test — 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test — 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total Support. (Add lns 9, 10c, 11 and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33-1/3% support tests – 2013. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33-1/3% support tests – 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Department of the Treasury Internal Revenue Service

Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Name of the organization

Employer identification number

THE ARC OF LOUDOUN

54-0835314

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes/No, 6 Did the organization inform all grantees... Yes/No.

Part II Conservation Easements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... Table with 2 columns: Held at the End of the Tax Year. Rows include: 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06... 3 Number of conservation easements modified, transferred, released, extinguished, or terminated... 4 Number of states where property subject to conservation easement is located... 5 Does the organization have a written policy regarding the periodic monitoring... Yes/No, 6 Staff and volunteer hours devoted to monitoring... 7 Amount of expenses incurred in monitoring... \$, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes/No, 9 In Part XIII, describe how the organization reports conservation easements...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items (i) Revenues included in Form 990, Part VIII, line 1 \$ (ii) Assets included in Form 990, Part X \$ 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items a Revenues included in Form 990, Part VIII, line 1 \$ b Assets included in Form 990, Part X \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1 c
d Additions during the year	1 d
e Distributions during the year	1 e
f Ending balance	1 f

2 a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements		416,061.	40,094.	375,967.
d Equipment		240,460.	146,307.	94,153.
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) 470,120.

Part VII Investments – Other Securities.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total (Column (b) must equal Form 990, Part X, column (B) line 12) . . . ▶		

Part VIII Investments – Program Related.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Column (b) must equal Form 990, Part X, column (B) line 13) . . . ▶		

Part IX Other Assets.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total (Column (b) must equal Form 990, Part X, column (B), line 15) ▶	

Part X Other Liabilities.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PREPAID TUITION	22,262.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total (Column (b) must equal Form 990, Part X, column (B) line 25) . . . ▶	22,262.

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	3,416,710.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.			
	a Net unrealized gains on investments	2a		
	b Donated services and use of facilities	2b	106,528.	
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.)	2d	-3,225.	
	e Add lines 2a through 2d	2e	103,303.	
3	Subtract line 2e from line 1		3	3,313,407.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b	-2,283.	
	c Add lines 4a and 4b	4c	-2,283.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	3,311,124.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements.		1	3,532,817.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25.			
	a Donated services and use of facilities	2a	103,303.	
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.)	2d	2,283.	
	e Add lines 2a through 2d	2e	105,586.	
3	Subtract line 2e from line 1		3	3,427,231.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b	4c		
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	3,427,231.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Pt XI Line 2d DONATED SERVICES INCLUDED IN DIRECT FUNDRAISING
 EXPENSE IN AUDIT, DONATED SERVICES NOT INCLUDED IN 990

Pt XI Line 4b LOSS ON DISPOSAL OF FIXED ASSETS INCLUDED IN EXPENSES
 IN AUDIT, REVENUE ON 990

Pt XII Line 2d LOSS ON DISPOSAL OF FIXED ASSETS INCLUDED IN EXPENSES
 IN AUDIT, REVENUE ON 990

Part XIII Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		SHOCKTOBER (event type)	NONE (event type)	NONE (total number)	(add column (a) through column (c))
REVENUE	1	Gross receipts	179,028.		179,028.
	2	Less: Charitable contributions			
	3	Gross income (line 1 minus line 2).	179,028.		179,028.
DIRECT EXPENSES	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	71,759.		71,759.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			71,759.
	11	Net income summary. Subtract line 10 from line 3, column (d)			107,269.

Part III Gaming. Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(add column (a) through column (c))
REVENUE	1	Gross revenue			
DIRECT EXPENSES	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)			

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If 'No,' explain. _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If 'Yes,' explain. _____

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2013

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Open To Public
Inspection

Name of the organization

THE ARC OF LOUDOUN

Employer identification number

54-0835314

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art				
2 Art – Historical treasures				
3 Art – Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		30,000.	THRIFT SHOP VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded				
10 Securities – Closely held stock				
11 Securities – Partnership, LLC, or trust interests				
12 Securities – Miscellaneous				
13 Qualified conservation contribution – Historic structures				
14 Qualified conservation contribution – Other				
15 Real estate – Residential				
16 Real estate – Commercial				
17 Real estate – Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (OFFICE SUPPLIES)	X	187	11,837.	FMV
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If 'Yes,' describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If 'Yes,' describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2013

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is
at www.irs.gov/form990.

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

THE ARC OF LOUDOUN

Employer identification number

54-0835314

Pt VI, Line 6 MANY INDIVIDUALS/ORGANIZATIONS ARE ACTIVE IN SUPPORT OF THE ACTIVITIES.

Pt VI, Line 6 TO PARTICIPATE AND PROMOTE THE ACTIVITIES, MEMBERSHIPS ARE PROVIDED.

Pt VI, Line 7a STAKEHOLDER MEMBERS OF THE ORGANIZATION ELECT THE GOVERNING BOARD.

Pt VI, Line 11b THE ORGANIZATION'S CONTROLLER, EXECUTIVE DIRECTOR, AND BOARD

Pt VI, Line 11b REVIEW AND APPROVE FORM 990 BEFORE FILING.

Pt VI, Line 12c THE BOARD HAS ADOPTED A CONFLICT OF INTEREST POLICY AND IS RESPONSIBLE

Pt VI, Line 12c FOR MONITORING AT LEAST ON AN ANNUAL BASIS AND AS CONFLICTS

Pt VI, Line 12c MAY ARISE. THERE WERE NO CONFLICTS OF INTEREST DURING THIS YEAR.

Pt VI, Line 15b THE BOARD PRESIDENT, IN CONJUNCTION WITH THE EXECUTIVE COMMITTEE,

Pt VI, Line 15b REVIEWS EXECUTIVE DIRECTOR PERFORMANCE AND DETERMINES

Pt VI, Line 15b COMPENSATION.

Pt VI, Line 19 THE ORGANIZATION'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS, AND

Pt VI, Line 19 IRS FORM 990 ARE AVAILABLE TO THE PUBLIC ON THE ORGANIZATION'S

Pt VI, Line 19 WEBSITE AND AVAILABLE UPON REQUEST.

Pt VI, Line 15a THE BOARD PRESIDENT, IN CONJUNCTION WITH THE EXECUTIVE COMMITTEE,

Pt VI, Line 15a REVIEWS OTHER KEY PERSONNEL PERFORMANCE AND DETERMINES

Pt VI, Line 15a COMPENSATION.

Pt VI, Line 4 ORGANIZATION UPDATED ITS BYLAWS - COPY ATTACHED.

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 2, Part III, Line 4a (continued)

FOR CHILDREN AGES 2-7 YEARS. THE SCHOOL IS INCLUSIVE AND SERVES CHILDREN WITH DEVELOPMENTAL DELAYS, SPECIAL NEEDS, AS WELL AS TYPICALLY DEVELOPING CHILDREN. USING S.T.E.M. (SCIENCE, TECHNOLOGY, ENGINEERING, AND MATHEMATICS) EDUCATION AS THE BACKBONE OF THE SCHOOL, EACH CHILD'S LEARNING EXPERIENCES ARE INDIVIDUALIZED TO MEET HIS OR HER ACADEMIC AND SOCIAL NEEDS.

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 2, Part III, Line 4b (continued)

MAGGIE'S CLOSET IS A STORE THAT PROVIDES QUALITY CLOTHING TO FAMILIES AND INDIVIDUALS IN NEED AT NO COST. SINCE ITS INCEPTION IN 2012, MAGGIE'S CLOSET HAS ASSISTED NEARLY 1000 FAMILIES IN LOUDOUN AND HAS GIVEN AWAY APPROXIMATELY 30,000 ARTICLES OF CLOTHING. MAGGIE'S CLOSET ACCEPTS DONATIONS OF GENTLY USED AND NEW CLOTHING AND OFFERS IT TO THOSE IN NEED FROM THE COMMUNITY. MAGGIE'S CLOSET ALSO PROVIDES JOB TRAINING PROGRAMS TO OUR STUDENT AND ADULTS WITH DISABILITIES, EQUIPS THEM WITH LIFE SKILLS, AND HELPS THEM BECOME CONTRIBUTING MEMBERS OF OUR SOCIETY. THE ARC OF LOUDOUN ALSO SERVES AS FINANCIAL REPRESENTATIVE FOR 14 ADULTS WITH INTELLECTUAL OR DEVELOPMENTAL DISABILITIES IN LOUDOUN COUNTY.

**AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012**

CONSTITUTION

ARTICLE 1 - NAME

Section 1.

As an Affiliate of The Arc of the U.S., the name of this organization shall be The Arc of Loudoun (hereinafter referred to as "Arc"), which is located at the Paxton Campus (hereinafter referred to as "Paxton"); however it operates under several other names ("DBAs" or Doing Business As), including but not limited to the Paxton Campus, The Aurora School, Open Door Learning Center, and ALLY ("A Life Like Yours") Advocacy Center, and other such names assigned to programming. This list is not inclusive. Any time a new program opens on Paxton or a new DBA is assigned it shall meet all legal requirements before assuming that identity as part of operations. The driving force behind the organization is its mission. Should the organization disaffiliate with the National organization (as per bylaw 8.1) this Constitution remains valid as long as the mission does not change as defined by Article 2. In this circumstance, the organization name may change.

Section 2.

Insofar as the mission stays substantially the same, the intent of Section 1 is not to encourage or preclude the organization from adopting new business models (e.g., adaptive university structure) as future facts and circumstances may warrant.

ARTICLE 2 – PURPOSE AND DEFINITIONS

Section 1.

Arc is a non-profit, non-political, non-sectarian organization organized exclusively for charitable purposes. No part of its net earnings shall inure to the benefit of any member or individual and no officer or director of Arc shall receive any compensation for his or her services as an officer or director. This does not prohibit an officer or director for receiving compensation for services provided to Arc in his or her professional capacity subject to the Conflict of Interest policy.

Section 2.

Arc promotes and protects the human rights of people with disabilities and actively supports their full inclusion and participation in the community from infancy and throughout life. Arc shall carry out its charitable purposes by engaging in activities and functions that have the following purposes:

- a) Promoting the general welfare of children and all people with disabilities

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

- b) Fostering the development of programs, services and facilities on behalf of children and people with disabilities
- c) Encouraging research related to disabilities
- d) Furthering the motivation, training and education of personnel who work with people with disabilities
- e) Training, advising, and aiding families and caregivers of people with disabilities in the solution of their problems
- f) Spreading awareness and developing a better understanding by the public of the challenges of disabilities and the needs of the disability community
- g) Cooperating with private, religious, and local, state and federal public agencies, professional groups, and any other interested party in furtherance of these ends
- h) Furthering the enactment and implementation of legislation on behalf of people with disabilities
- i) Serving locally as a clearinghouse for gathering and disseminating information regarding people with disabilities.
- j) Soliciting and receiving funds to accomplish the above
- k) Providing direct services and any other activities to improve the lives of children or that will assist and aid people with disabilities

ARTICLE 3 - MEMBERSHIP

Section 1.

Membership in Arc shall be open to all people, including people with disabilities and their families, to friends of the Paxton Campus, the greater community, and to anyone supportive of the purpose of Arc or the Paxton Campus.

Section 2.

Membership in Arc shall not be denied to anyone on account of their race, creed, color, ethnic background, sexual orientation, religion or beliefs, political affiliation, or disability.

Section 3.

Members of Arc are divided by category in the bylaws. Stakeholders shall be entitled to vote upon all matters presented at meetings of the membership for a vote, as specified and outlined

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

by these Articles, the Arc's bylaws or as set by the Board of Directors. Members in other categories are conferred benefits as defined in the bylaws.

Employees of Arc may be General members as defined by the bylaws, which is a non-voting member category. No employee of Arc may serve as a voting member of the Board of Directors.

ARTICLE 4 – OFFICERS AND DIRECTORS

Section 1.

Arc shall be governed by a Board of Directors whose members shall be established and elected as set forth in the bylaws.

Section 2.

Arc's Officers of the Board of Director shall be elected as set forth in the bylaws. The elected Officers of the Board of Directors are comprised of the President, Vice President, Secretary, and Treasurer.

Section 3.

Additional offices of the Board of Directors may be created and eliminated by the Board of Directors, and officers may be appointed by the Board of Directors as set forth in the bylaws.

Section 4.

Employees of Arc may be General members as defined by the bylaws, which is a non-voting member. No employee of Arc may serve as a voting member of the Board of Directors.

Section 5.

Nothing in this Constitution or By-Laws is intended to or shall be construed to preclude the lead executive employee from becoming one or all of the following, if determined to by the Board to be advantageous to the organization and approved by a Board majority:

- An officer of the organization (not to be confused with Board officer positions which may not be held by an employee)
- The Chief Executive Officer of the organization whereupon the Board President would become the Board Chairman
- A non-voting, non-elected member of the Board of Directors

**AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012**

ARTICLE 5 – DISSOLUTION

Section 1.

Arc may be dissolved by the procedures specified in the Virginia Non-Stock Corporation Act for such dissolution. The Board must pass a resolution recommending dissolution with a vote of two-thirds of the members of its Board of Directors. The Board resolution will then be put to the Stakeholder membership for a vote at a special meeting with notification requirements in compliance with the bylaws. The motion to dissolve may be passed by a majority of voting members present.

Section 2.

In the event of the dissolution of Arc, all of its property and/or assets, after payment of its debts, shall be distributed to any such non-profit organization or organizations whose activities, in the opinion of the Board of Directors, would best serve the purposes of Arc.

Section 3.

Notwithstanding the foregoing, however, in no event shall any of the assets and/or property of Arc be distributed upon its dissolution to any officer, director, employee, or member of Arc.

ARTICLE 6 – AMENDMENTS

Section 1.

These articles may be amended by a two-thirds vote of the Stakeholder members present and entitled to vote at a meeting of the membership wherein written notice is provided (as defined in the by-laws). Notice provided on Arc's website or in its newsletter or on Arc's Email-list group as provided for in the By-laws shall be sufficient notice, notwithstanding the inadvertent failure to send the notice to any one member.

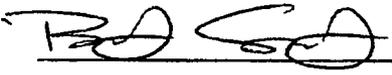
ARTICLE 7 – REGISTERED AGENT AND OFFICE

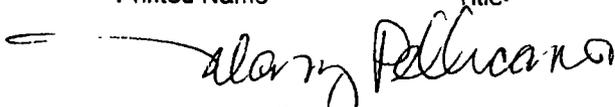
Section 1.

The registered agent for Arc should be a practicing attorney when possible although the organization may serve as its own registered agent in accordance with Virginia law (Article 7. §1). As of the drafting of this Amendment, the agent of record is presently Mark Herring, who is a member of the Virginia State Bar. The registered office of Arc is at 601 Catocin Circle NE, Leesburg, VA 20176. This agent and office may be changed by the Board of Directors with appropriate notice to the Virginia corporate authorities.

**AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012**

This Constitution was approved by the Stakeholders and adopted by the Board of Directors on
Dec 4, 2012

BRETT Schoppert President
Printed Name Title

Signature

Mary Pellicano Secretary
Printed Name Title

Signature

The Board and Stakeholder approved Constitution and Bylaws were filed with the Commonwealth of Virginia on _____

**AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012**

BYLAWS

BYLAW 1 – ANNUAL MEMBERSHIP

1.1 Annual membership in the organization ("Arc") may be obtained by application to the Executive Director (or his/her designee for membership). The membership is considered accepted with the required payment of the dues except for Stakeholder members, acceptance or rejection of which is outlined in 1.2(d)(1).

1.2 Membership shall be composed of the following classifications of members:

- a. Honorary members are non-voting members invited to participate in and support Arc. Honorary members are entitled to all member benefits unless expressly noted otherwise. Nominations for Honorary members are given to the Executive Director and approved by a majority vote of the Board of Directors. Honorary membership does not require dues or volunteer hours and those so designated are not entitled to vote or hold office. Honorary membership is subject to the following guidelines:
 - i. The member must be of benefit to the organization
 - ii. Affiliation with the individual is beneficial to Arc
 - iii. Individual supports the mission
 - iv. Elected officials must vote in support the majority of the time for the mission and legislation beneficial to the mission; they cannot use their membership with us as an implied endorsement or as part of a political campaign or lobbying
- b. Corporate members are non-voting business partners who have demonstrated financial or in-kind support in excess of \$500. Corporate members are not entitled to member benefits as it is a collective recognition of a business, not specific to an individual. Corporate membership requires financial or in-kind support or volunteer hours, is not entitled to vote or hold office, and does not confer financial benefit or special privileges to the corporate entity in business matters (such as exclusivity, preferential contracts, etc). Correspondence with and recognition of Corporate members is at the discretion of the Executive Director or his or her designee;
- c. General members are non-voting members who support Arc, either financially or as a volunteer or employee. General members are entitled to all member benefits unless expressly noted otherwise. The Executive Director (or designee) can waive the dues requirement on a case-by-case basis for financial hardship. General membership lists are shared with The Arc of the United States. In the event of

**AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012**

dissolution or disaffiliation, annual dues are returned to the General membership. General membership requires dues and is not entitled to vote or hold office;

d. Stakeholder members are voting members who have demonstrated committed support of Arc as demonstrated by greater financial support (at least \$100 more than General membership dues) or through volunteering (at least 15 hours of annual service as determined by the Executive Director or his/her designee).

- 1) **Eligibility:** Application to the Executive Director (or his/ her designee) is required with final approval given by a majority vote of the Board of Directors. Employees are excluded from Stakeholder membership. Stakeholder Members automatically include the Board of Directors and committee members. Advisory Council members may be included with the satisfaction of the volunteer hours. Arc will strive to maintain a minimum of 30 Stakeholder members; there is no maximum.
- 2) **Benefits:** Stakeholder membership is an individual membership, conferring benefit only to the individual. Stakeholders are entitled to all benefits conferred to members unless expressly noted otherwise. Stakeholders are entitled to vote and hold office.

a. **Voting:**

- i. **Quorum:** A quorum of Stakeholders is not required for membership voting.
- ii. **Absentee or proxy** voting is prohibited for Stakeholders when exercising the right to vote. This clause does not pertain to Stakeholders who are directors and voting on matters before the Board.
- iii. **Notification:** The Executive Director (or his/her designee) is responsible for correspondence with the Stakeholders, specifically meeting notification requirements for Membership meetings, Annual meetings, or Special meetings when votes are required.

BYLAW 2 – DUES

2.1 Dues shall be required of all Corporate, General, and Stakeholder members as outlined in 1.2. Dues shall be such amount as the Board of Directors shall determine annually in conjunction with the budget cycle.

2.2 Arc shall pay dues to the The Arc of the United States and The Arc of Virginia for membership in those organizations as long as The Arc of Loudoun shall remain affiliated.

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

BYLAW 3 – MEETINGS

3.1 The members of Arc shall conduct the following types of meetings:

- a. Annual meeting – shall be held each year at which time the officers and directors shall be elected.
- b. Special meetings – shall be held at such times and places as may be set by the President or the Board of Directors. Such meeting may be called by the President or the Board of Directors, and must be called by the President upon receipt by the Secretary of the written application of at least 16 Stakeholder members.

3.2 Written notice of the annual meeting indicating the date, time and place for such meeting shall be sent to all Stakeholder members entitled to vote, as near as practicable to 30 days in advance of said meeting, but in no event less than 10 nor more than 50 days in advance of such meeting. A notification of the meeting date, time and place posted on Arc's website and in Arc's E-mail list group shall be sufficient notice to all members notwithstanding the inadvertent failure to send such notice to any one member.

3.3 Written notice of all special meetings indicating the date, time and place for such meeting and the items to be discussed at such meeting, shall be sent to all Stakeholder members entitled to vote, as near as practicable to 14 days in advance of said meeting but in no event less than 10 nor more than 50 days in advance of such meeting. A notification of the meeting date, time, and place and a brief description of the items to be discussed posted on Arc's website and in Arc's E-mail list group shall be sufficient notice to all members notwithstanding the inadvertent failure to send such notice to any one member. Only business items described in the notice of the meeting may be conducted at special meetings. The President and the Executive Director set the Agenda (to be approved by the majority of the Board) and preside at the special meeting.

3.4 A quorum for all annual and special meetings shall be a simple majority of the Stakeholder members present at said meeting.

3.5 The Executive Director is responsible for the proper and efficient conduct of all meetings to include designation of a Parliamentarian or independent third party, which may also be done by request of a board majority.

BYLAW 4 – FINANCIAL AFFAIRS

4.1 The fiscal year shall begin on July 1 and end on June 30 of each year unless changed by the Board of Directors.

**AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012**

4.2 An audit shall be conducted each year by an independent auditor. The auditor shall audit the Treasurer's records immediately following the end of the fiscal year. The Treasurer shall present a report of the audit to the Board of Directors at its next regular meeting following the completion of the audit. The President shall send a copy of the audited financial report of Arc to the Virginia and National Associations as soon as practicable after the President receives it.

BYLAW 5 – BOARD OF DIRECTORS

5.1 Arc shall be governed by its Board of Directors (the "Board"). The Board shall consist of all the elected officers of Arc and the Immediate Past President of Arc, who shall automatically be a director ("ex-officio director") and such other directors as elected by the membership at its annual meeting, or are appointed by the Board of Directors in the interim between annual membership meetings.

5.2 There shall be 12 directors for Arc, including the ex-officio director, and the President for a total of 13 elected directors unless that number shall be expanded by the Board as set forth below. In the event a director or other member of the Board shall resign or be removed, the vacancy created thereby shall be filled by majority vote of the remaining members of the Board present and voting at a Board meeting. In the interim between annual meetings of members, the Board may appoint, by two-thirds vote up to 2 additional directors and the number of directors to be elected at the next annual meeting shall be expanded to include said additional directors positions, unless the Board determines otherwise prior to the annual meeting. The intent is to maintain at least a minimum of 9 elected directors.

5.3 The Board shall conduct the following types of meetings:

- a. Regular meetings – regular meetings shall be held at a pre-arranged date and time on such regular basis as the Board shall adopt.
- b. Special meetings – special meetings shall be held at such times and places as may be set by the President. Such meetings may be called by the President and shall be called by the President upon receipt of the written application of at least 3 Board members.

5.4 Written notice of all regular Board meetings indicating the date, time, and place for the meeting shall be sent to all Board members at least 7 days in advance of the meeting. Any business items may be conducted at regular Board meetings except the removal of officers or directors. A notification posted on Arc's website and in Arc's E-mail list group shall be sufficient notice to all members notwithstanding the inadvertent failure to send such notice to any one member.

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

5.5 Written notice of all special Board meetings indicating the date, time, place, agenda and brief description of the items to be discussed shall be sent to all Board members at least 7 days in advance of the meeting unless oral notice is provided instead. Oral notice of special Board meetings may be provided in lieu of written notice to any Board member provided the oral notice is given at least 24 hours prior to the special meeting. Only business items described in the notice may be conducted at special board meetings. Special Board meetings, however, may be held in conjunction with regular Board meetings.

5.6 The attendance of Board members constituting officers (ex-officio director) and directors shall constitute a quorum for all regular and special Board meetings. The affirmative vote of a majority of the board members present, by proxy, or participating via telephone conference call and voting shall be sufficient to approve any action by the Board unless otherwise set forth in these bylaws.

5.7 The Board shall be responsible for the conduct of the business of Arc, shall exercise all powers inherent in Arc except those expressly reserved to the Stakeholders and shall be empowered to employ such professional personnel and employees to administer the affairs of Arc as they see fit, and shall prescribe the duties and terms of employment of such professional personnel and employees.

5.8 Directors shall be elected for terms of two (2) years with no more than two (2) consecutive terms at which time they must rotate off the Board for a minimum of two years ("mandatory rotation"). People serving an initial term of less than one (1) year may serve two (2) additional full two year terms. Ex-officio members of the Board (past-presidents) may serve a maximum of five (5) years on the Board thus enabling them to fulfill their ex-officio role should they be elected in their fourth year. An executive employee serving as an Officer of the Corporation would not be subject to term limits while employed in that position.

Mandatory rotation is determined by seniority (length of service on the Board of Directors). In the event that there are no new candidates to run for election to the Board of Directors, it would be optional for any Director (based on seniority) that would result in less than nine (9) elected Directors remaining on the Board. Should the least senior person (**of those due to rotate**) choose to accept the term limit and not run for re-election, the next senior person would have the option and continue through the most senior Director to avoid having less than nine (9) Directors remaining on the Board of Directors. If there are new candidates available to run, mandatory rotation remains mandatory as long as there will be at least nine (9) members on the Board of Directors including the new candidates.

5.9 Directors may be removed from office by the affirmative vote of two-thirds of the directors present and voting at a special Board meeting called for the purpose of removing said director.

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

5.10 The Board may request the resignation of any board member who has been absent for 3 consecutive board meetings, if the board considers this action in the best interest of Arc.

5.11 An executive committee of the Board shall be constituted as follows:

- a. The executive committee shall consist of the President, the immediate past President, the Vice President, the Secretary, and the Treasurer.
- b. The executive committee shall meet at such times and places as the President shall direct. The executive committee may also meet by telephone conference call and actions may be approved thereby as if approved at an executive committee meeting.
- c. The executive committee shall have all the powers of the Board except the power to suggest the amendment of Arc's Constitution or By-laws, appoint directors, settle or initiate lawsuits and such other restrictions as the Board shall from time to time impose.
- d. The actions taken by the executive committee shall be presented by the President for review by the Board at the next regular Board meeting following the executive committee meeting, and any actions taken by the executive committee may be overruled by the Board to the extent third parties to Arc are not prejudiced. Actions taken by the executive committee which have been presented for review by the Board and not overruled shall be deemed ratified by the Board.

5.12 The Board may establish such other committees of its members and committees of members of Arc as it, from time to time, sees fit with such committees being given such duties and authority as the Board shall determine. Membership of such committees shall be appointed by the President unless the Board determines otherwise. The President may establish ad hoc committees to address specific issues of short duration.

5.13 Members of Arc may attend all Board meetings but may not vote unless they are members of the Board. They may, however, address the Board if invited to do so.

5.14 Proxy voting shall be permitted but restricted to three instances per calendar year per board member. Absences beyond that will nullify that board member's right to vote during any meeting where they are absent. A proxy vote may be used when a board member is unable to physically attend or call into a board meeting. There shall be no restriction on the number of times a board member may act as a proxy for other board members providing it does not conflict with the aforementioned limitation and that a board member holds a total of no more than one proxy for any one meeting.

**AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012**

BYLAW 6 – BOARD OFFICERS

6.1 There shall be the following elected officers of Arc who shall have the following duties and responsibilities:

- a. President – the President shall preside at all meetings of Arc and the Board. He or she shall, with the approval of the Board, appoint all committee members, chairmen, delegates to the Virginia and National Associations and representatives of Arc to appropriate organizations. He or she shall supervise directly or indirectly the work of all persons appointed by him or her. He or she shall act as the chief executive officer of Arc and shall supervise the work of the Executive Director of Arc. He or she shall present an annual report to the membership at its annual meeting.
- b. Vice President – The Vice President shall perform such duties as the President may assign. If the President shall be removed or resign, the Vice President shall succeed to that office for the balance of the term.
- c. Secretary – The Secretary or his/her designated agent working in conjunction with the Executive Director, shall keep minutes of all Board and members' meetings, shall mail or e-mail all required notices to members and Board members, and shall ensure such reports are filed with the Virginia Corporation Commission as required by law." The secretary shall also be entitled to receive notices on behalf of Arc and its Board, and shall ensure such reports and such information required by the Virginia and National Associations are provided.
- d. Treasurer – The Treasurer, or his/her designated agent, shall ensure accurate financial books and records and shall prepare such financial reports as the President or the Board may require. He or she shall ensure the publishing of the projected budget annually, that an annual financial report is prepared, that the audit shows all receipts and disbursements by budget categories are available to the membership following the close of the fiscal year. He or she shall ensure periodic financial reports are given to the Board, and available to the membership. If this position is designated as a Specialty Seat and the individual occupying the seat is qualified to supervise as opposed to monitor staff or contracted Accountants, that would be the expectation.

6.2 Officers shall be elected at the annual membership meeting for a term of one year. Vacancies in offices caused by the resignation or removal of an officer in the interim between annual membership meetings may be filled by appointment of the Board, such appointed officer shall complete the term of his elected predecessor.

6.3 Additional offices may be created by the Board as it, from time to time sees fit. Such additional offices, if created, shall be filled by appointment by the Board and the

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

appointed officers shall serve until the next annual members meeting, whereupon said office shall be filled by election as set forth in Section 6.2 above. The Board may also eliminate any additional office it has created, unless the office is filled by an elected officer. An appointed officer, if any, filling the office when the Board votes to eliminate it, shall automatically be removed from office. The Board may eliminate any additional office it has created which is filled by an elected officer, at the expiration of that officer's elected term.

6.4 No person may be elected to the same office for more than 2 consecutive terms unless it is determined by the Board to be in the best interests of Arc for an individual to continue in office for a third consecutive term.

6.5 Officers may be removed from office for cause by the affirmative vote of two-thirds vote of the Board members present and voting at a special Board meeting called for the purpose of removing the said officer.

6.6 As it deems beneficial to overall governance, the Board given two thirds majority vote, may designate up to three (3) board positions as Specialty Seats. The purpose of such designations shall be to ensure that the Board has a depth of expertise where it is most needed (e.g. CPA or MBA might be specified for the role of Treasurer). Specialty designations shall not be used to disqualify a Board member currently serving in a role nor is it intended to cause a seat to go vacant because the specified expertise is absent among the candidates reasonably available.

BYLAW 7 – ELECTIONS

7.1 Nominating Committee: Ninety (90) days prior to the annual meeting, the Board shall appoint a nominating committee comprised of at least two people and not more than three. If two board members are not available or willing to serve, stakeholder(s) may serve on the committee as long as there is at least one Board member on the committee

7.2 Nomination of Officers: Within sixty (60) days of appointment, the nominating committee shall secure the consent of all persons on its list to serve if elected. The Nominating Committee Chair will present to the Board of Directors a slate of Officers from existing Board Members. Should more than one candidate be presented for the same office, the Board may opt to either approve one best qualified candidate for the slate or allow the contested Office to be voted on by the Stakeholders at the Annual Meeting.

7.3 Nomination of Directors: The Board Development Committee Chair should collaborate with the Nominating Committee Chair to present candidates for the Directors to the Board. The Board may vote to include candidates over and above the number of vacancies not to exceed two additional candidates to ensure a sufficient pool of qualified candidates. Upon approval by a majority vote of the Board of Directors, the slate is nominated.

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

7.4 Notification: At least thirty (30) days prior to the annual meeting, the Executive Director shall ensure the slate approved by the Board of Directors listing the candidates for election as Officers and Directors of Arc are mailed to the Stakeholders with other meeting information required as per 3.3. .

7.5 Election Procedures: The Executive Director is responsible for conduct and compliance of the Election procedures so as to ensure a fair and efficient election. To accomplish this, the Executive

Executive Director retains responsibility but will have designated execution of the process to the designated Proctor. At the Annual Meeting, the Proctor shall present the slate nominated by the Board of Directors. Elections shall be conducted by written ballot if one or more Offices is contested. If there are no contested seats or there are fewer candidates than vacancies, election may be conducted by verbal vote. When there are more candidates than vacant Director seats, the candidates with the most votes are elected to the Seats. For example, when there are three vacancies and 5 candidates, the top three vote recipients win the seats. In a contested Office, the candidate with the most votes wins the Office. The Annual Meeting will be governed as per 3.5.

BYLAW 8 – ADVISORY COUNCIL

The Board may develop an advisory council as a complementary component to the organization that would exist exclusively to enhance the expertise available to leadership and the professionals delivering direct service to the individuals and families served at Paxton. The Advisory Council will have its own guidelines approved by the Board of Directors that govern its formation, membership and role. The Advisory Council and its members serve at the pleasure of the Board of Directors.

BYLAW 9 – TRANSPARENCY

It is the goal of the Board that all governance and process documentation be open and easily accessible to the membership and, in some cases, the general public to demonstrate Arc's commitment to best practice. The Executive Director shall ensure minutes from Board meetings, preservation of Board and Executive Staff emails, strategic planning documents, and all official and legally required documents are maintained digitally and backed up at an offsite location. Audits, annual reports, constitution and bylaws, IRS 990s, Articles of Incorporation and other organizational documents required by grant applications or business partners or of interest to the general public may be posted on the website.

AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

BYLAW 10 - RELATIONSHIP WITH NATIONAL AND STATE ASSOCIATIONS

10.1 Arc shall maintain its membership as a local affiliate of The Arc of the United States and The Arc of Virginia, and shall support these Associations and their policies as long as it is deemed beneficial to our mission.

10.2 The representatives and voting delegates of Arc to the National and State Associations and to other organizations shall act under the direction and be responsible to the Board and shall make such reports as the Board shall require.

BYLAW 11 – LEAD EXECUTIVE EMPLOYEE

11.1 As this role is critical to the success of the organization, the terms of employment for this position will be governed by a current job description and a renewable employment contract that protects both the prerogatives of the Board as well as recognizing the inherent market value of someone selected to serve at such a high level. In as much as it is customary, the Board shall offer a competitive severance package which will be defined in said contract. This clause does not obligate the Board to pay the severance sum in cases where malfeasance or gross negligence has been established.

11.2 The lead executive employee's contract and severance package will be drafted by the Board's Personnel Committee or, in the absence of such a committee, the Board's Executive Committee. The contract and severance package will be approved by the Executive Committee. If the contract is deemed unfair to either party or the severance is deemed excessive or inadequate, a two thirds vote by the full Board can send either back to the Executive Committee for further review and adjustment.

BYLAW 12 – PARLIAMENTARY PROCEDURE

12.1 Roberts Rules of Order shall govern the conduct of business at all members and Board meetings to the extent they are not inconsistent with these Bylaws, Arc's Constitution, or special rules of procedure passed by the Board at a meeting preceding the one in which the rule is applied.

12.2 Should the Board deem it beneficial, Arc may create a nonvoting seat on the Board for a Parliamentarian to preside at meetings and lend guidance to governance process and principles.

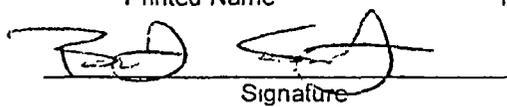
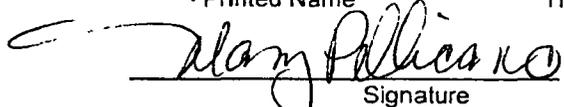
AMENDED CONSTITUTION AND BYLAWS
OF
THE ARC OF LOUDOUN AT THE PAXTON CAMPUS
NOVEMBER 2012

BYLAW 13 – AMENDMENTS

13.1 These Bylaws may be amended by a two-thirds vote of the Stakeholders present and voting at a special meeting called for the purpose of amending the Bylaws. In such case, the notice for the special members shall contain a draft of the text of the proposed changes to the Bylaws.

13.2 Notwithstanding the foregoing, however, the provision of the Bylaws providing the number of directors of Arc shall be deemed automatically amended to conform to the appointment of additional directors by the Board as set forth in Section 5.2 above.

These Bylaws were approved by the Stakeholders and adopted by the Board of Directors on Dec 4, 2012

<u>BRETT SCHOPPEL</u> Printed Name	<u>President</u> Title	<u>Mary Pellicano</u> Printed Name	<u>Secretary</u> Title
 Signature		 Signature	