

BYLAWS
OF
DOWN SYNDROME ASSOCIATION OF DELAWARE, INC.

ARTICLE I
NAME

SECTION I NAME

The name of this organization shall be Down Syndrome Association of Delaware, Inc.

ARTICLE II
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501 (C) (3) PURPOSES

Down Syndrome Association of Delaware is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The purpose of this organization is to promote the general welfare of individuals with Down syndrome by serving as a source of support, acceptance, encouragement, understanding and information for their families, professionals, and friends. In accordance to our mission, the DSA of Delaware host's quarterly parent meetings that address the changing needs of our members as well as host family events throughout the year to encourage networking and inclusion for our members. In addition, the DSA of Delaware will serve as a resource for information on the related topics of Down syndrome through newsletter communications and web presence.

ARTICLE III
MEMBERSHIP

SECTION 1. DETERMINATION OF MEMBERS

Membership is open to parents/guardians of individuals with Down syndrome, relatives, professionals, organizations and other interested persons.

SECTION 2. FEES AND DUES

The annual dues payable to the corporation by members shall be \$15 per family.

**ARTICLE IV
BOARD OF DIRECTORS AND EXECUTIVE OFFICERS**

SECTION 1. DESIGNATION OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

The Board of Directors, hereinafter referred to as the Board, shall consist of no less than four Directors, with a maximum number of Directors as may be established from time to time by a two-thirds vote of the Board. Four Directors will serve as elected Executive Officers: President, Vice-President, Treasurer, and Secretary. The remaining Directors will serve as elected At-Large Members with a minimum of one Director from Southern Delaware. The Board will strive to include at least two Self Advocates. (See Appendix for current Board structure and committees.)

SECTION 2. QUALIFICATIONS

The offices of President, Vice-President and Parent Outreach Chair shall be limited to parents of individuals with Down syndrome; all other offices and positions shall be open to any interested persons.

SECTION 3. REMOVAL AND RESIGNATION

Any Director may be removed, either with or without cause, by the Board of Directors, at any time. Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Directors shall be filled by the Board of Directors. In the event of a vacancy in any position other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 5. DUTIES OF PRESIDENT

- a. Serve as the official representative of DSA of DE and as its spokesperson on matters of policy and positions.
- b. Direct and be responsible for the overall operation of the organization and the strategic plan.
- c. Call, preside and set agenda at meetings.
- d. Designate committees and supervise their activities

- e. Plan Annual Dinner
- f. Oversee Grant Writing
- g. Serve as chair or member of one or more committees/sub-committees

SECTION 6. DUTIES OF VICE-PRESIDENT

- a. Preside in the absence of the President.
- b. Research and Communicate to the membership – National, Local and Legislative issues and information pertinent to the membership and the organization.
- c. Assist the President as requested.
- d. Assume the office of the President, should vacancy occur, for un-expired term only.
- e. Serve as chair or member of one or more committees/sub-committees

SECTION 7. DUTIES OF SECRETARY

- a. Record and maintain minutes of all meetings.
- b. Assist the President as requested.
- c. Handle all mailings.
- d. Draft all group correspondence
- e. Handle Corporation phone
- f. Receive and distribute all incoming mail.
- g. Maintains membership database
- h. Serve as chair or member of one or more committees/sub-committees

SECTION 8. DUTIES OF TREASURER

- a. Receive and disburse funds with appropriate authorization.
- b. Maintain financial records.
- c. Prepare a year-end financial report
- d. Assist the President as requested.
- e. Serve as chair or member of one or more committees/sub-committees

SECTION 9. DUTIES OF SELF-ADVOCATES

- a. Assist the President as needed
- b. Serve as chair or member of one or more committees

SECTION 10. DUTIES OF AT-LARGE MEMBERS

- a. Assist the President as needed
- b. Serve as chair of one or more committees/sub-committees

ARTICLE V ELECTIONS

SECTION 1. ELECTION DAY

Elections will be held once a year at a general meeting of the members in March.

SECTION 2. NOMINATION COMMITTEE

At least ninety (90) days prior to the election meeting, the president shall appoint a nomination committee of three members who are not officers to be in charge of elections. Members interested in seeking election shall be solicited by this committee through a general mailing to the membership, at least thirty (30) days prior to the annual meeting. This committee will draw up a slate of nominees, who will have agreed to serve. An introduction of nominees will be given and elections will be by written ballot at the March meeting.

SECTION 3. TERMS

Directors will serve a two-year term. Officers will serve a two-year term and may seek one re-election to that office. In even years, the positions of Vice-President, and Treasurer, will be elected; in odd years, the President and Secretary will be elected. In any given year, one self-advocate and half of the At-Large Directors shall be elected.

SECTION 4. NUMBER OF VOTES

Each individual member shall have one vote.

ARTICLE VI EXECUTIVE COMMITTEE

The management of all affairs, property, and business of the organization shall be vested in the Executive Committee, which shall consist of the officers listed in Article IV.

SECTION 1.

The Executive Committee shall not reverse or rescind any prior formal action of the full membership provided that action was voted on by the members under provisions of this article.

SECTION 2.

The Executive Committee shall fix its own rules of procedure. A majority of its members shall constitute a quorum.

Section 3.

The President does not vote on matters brought to the Board for a Motion unless there is not a quorum or there is a need for a majority ruling.

ARTICLE VII MEETINGS

SECTION 1. GENERAL MEETINGS

General meetings will be held at least three times a year, at a time and place designated by the executive committee, one of which shall be the annual meeting to include the election of officers.

SECTION 2. ATTENDANCE

These meetings shall be open to membership and other interested persons.

ARTICLE VIII IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal revenue Code, or (b) by a 170 (c) (2) of the Internal revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

ARTICLE IX AMENDMENTS

These bylaws may be amended by a majority vote of the members present and voting at a general meeting, provided notice of such submission of such amendment is given in writing through the mail at least thirty (30) days in advance of the meeting at which action is to be taken.

ARTICLE X MISCELLANEOUS

SECTION 1. NOTIFICATION

“Notification” where required by these by-laws, is defined as a mailing to the membership at the most recent address available to the Down Syndrome Association of Delaware, Inc. It is the members’ responsibility to notify the Correspondence Secretary of any change of address.

SECTION 2. GIFTS

Down Syndrome Association of Delaware, Inc. may apply for, and accept grants, gifts, and bequests necessary or desirable to carry on any program in keeping with the purpose of the Down Syndrome Association of Delaware, Inc. as stated in these by-laws.