

**DOWN SYNDROME ASSOCIATION OF DELAWARE, INC.**

**BY-LAWS**

**ARTICLE I  
NAME AND OFFICE**

**SECTION 1. NAME**

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

**SECTION 2. OFFICES**

- a. The address of the current registered office of the Corporation is PO Box 747, Middletown, Delaware 19709.
- b. The Association may have offices at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require or make desirable.

**ARTICLE II  
NONPROFIT PURPOSES**

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

The 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.

No substantial part of the activities of the organization 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 organization 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 organization shall not carry on any activities not permitted to be carried on (a) by a organization 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. 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 hosts parent meetings that address the changing needs of our members as well as 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 and may offer other services and programs in response to individuals with Down Syndrome and their families.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1. DEFINITION OF MEMBERSHIP**

Membership is defined as individuals or households who have paid annual dues.

**SECTION 2: ELIGIBILITY**

Membership is open to parents/guardians of individuals with Down syndrome, relatives, professionals, organizations and other interested persons. The unit of membership shall be a household or single individual living alone.

**SECTION 3. FEES AND DUES**

The annual dues payable to the organization by members shall be determined from time to time as needed by the Board of Directors.

**SECTION 4: ANNUAL MEETING OF THE MEMBERSHIP**

- a. An annual meeting of the Membership shall be held at least once a year, at a time, place and format as designated by the Board of Directors.
- b. The election of members of the Board of Directors shall occur at the Annual Meeting of the Membership.
- c. The election of the Officers of the Board of Directors shall occur at the Annual Meeting of the Members.
- d. This meeting shall be open to membership and other interested persons.
- e. For purposes of the Annual Meeting of the Membership, a quorum is defined as a majority of those in attendance.
- f. Each eligible Member shall have one (1) vote.

**SECTION 5: GENERAL MEETINGS OF THE MEMBERSHIP**

Other meetings of the Membership may occur as needed and as called by the Board of Directors.

**ARTICLE IV  
BOARD OF DIRECTORS**

**SECTION 1. DESIGNATION OF BOARD OF DIRECTORS**

- a. The Board of Directors, hereinafter referred to as the Board, shall consist of no less than nine (9) Directors, with a maximum number of Directors as may be established from time to time by a two-thirds vote of the Board.
- b. A majority of board members shall be a parent or family member of an individual with Down syndrome or an individual with Down syndrome.
- c. The Board shall include a minimum of one Director from Kent or Sussex counties.
- d. The Board will strive to include at least two individuals with Down syndrome who are qualified and over the age of 21.

## SECTION 2. ELIGIBILITY AND QUALIFICATIONS

Members shall be qualified to serve in their positions by committing to:

- a. Attend board meetings and participate in one or more board-level committees.
- b. Perform specified duties as from time to time determined by the Board of Directors;
- c. Refrain from actions which demonstrate conflict of interest, disloyalty, unbecoming conduct, or any action bringing discredit to the Association.

## SECTION 3: ELECTION

- a. Board members shall be elected at the Annual Meeting of the Membership by a majority of Members.
- b. The Board Development Committee shall develop a slate of candidates to fill available positions on the Board and recommend to the Membership. Candidates will be drawn from the list of Members in good standing and who have agreed to serve.
- c. The slate of candidates will be distributed to Members at least thirty (30) days before the Annual Meeting of the Membership.
- d. Individuals elected to the Board begin their term at the first meeting of the Board of Directors following the Annual Meeting of the Membership.

## SECTION 4. MEETINGS

- a. There shall be a minimum of six (6) meetings of the Board each year, at a time and place to be determined by the Board.
- b. Meetings of the Board may occur in-person or virtually.
- c. A quorum of the Board shall be a majority of the number of board members.

## SECTION 5. TERM

- a. The board member term shall be a period of 3 years and individuals may serve up to 2 terms, for a total of 6 years.
- b. Board member terms begin on July 1 after their election at the Annual Meeting. Newly-elected board members are invited to attend any board meetings held prior to July 1 when their term begins.
- c. Board members who have served 8 years may be re-elected after 1 year.

## SECTION 6. RESIGNATION

Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the organization. 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 7. REMOVAL

- a. Any Director may be removed by two-thirds vote of the full Board then in office, either with or without cause, by the Board of Directors, at any time.

- b. Removal of a Board member may be based on the following non-exclusive criteria:
  - Absence from more than 25% of Board meetings a year;
  - Failure to fulfill specified duties as outlined in the Board Member Job Description;
  - Conflict of interest, disloyalty, unbecoming conduct, or any action bringing discredit to the Association.
- c. Once a director has been voted to be removed from the Board any future nominations by and/or for that person will be void.

#### SECTION 8. VACANCIES

- a. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Directors shall be filled by the Board of Directors.
- b. 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, upon the recommendation of the Board Development Committee, until such time as the Board shall fill the vacancy.

#### SECTION 9. COMPENSATION

- a. Directors shall not be compensated for serving in the capacity of Director.
- b. Directors may be reimbursed for out-of-pocket expenses if pre-approved by the President or Executive Director.

#### SECTION 10. 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 Office of any change of address. Notice of any meeting of the Board of Directors shall be sent to each Director by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than (10-60 days as per Delaware code) before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

#### SECTION 11. BOARD DIVERSITY

The Down Syndrome Association of Delaware, Inc. is committed to creating a diverse Board of Directors that reflects the differences of age, race, creed, ethnicity, religion, gender, gender identity, sexual orientation, nationality, physical disability or cognitive disability in our community.

### **ARTICLE V OFFICERS**

#### SECTION 1. OFFICERS OF THE ASSOCIATION

There shall be four (4) Officers of the Association. These shall serve as Officers of the Corporation.

- a. Officers shall include the President, Vice-President, Treasurer and Secretary.
- b. Any board member serving a current term is eligible to serve as an Officer of the Association.

- c. A minimum of two (2) officers shall be a parent or family member of individuals with Down syndrome.
- d. Officers shall be elected at the Annual Meeting of the Membership.

## SECTION 2. TERM

- a. Officer terms begin on July 1 after their election at the Annual Meeting. Newly-elected officers are invited to attend any board meetings held prior to July 1 when their term begins.
- b. The term for any officer shall be two (2) years. The positions of President, Vice-President and Secretary are limited to two (2) terms.
- c. If an Officer is elected in their final year of their board term, their board term shall be extended by one (1) year.

## SECTION 3. ELIGIBILITY AND QUALIFICATIONS

- a. The President and Vice President shall be nominated from persons who have served at least one full term as a board member.
- b. Officers shall demonstrate a strong knowledge of Down Syndrome and appreciation for and understanding of the needs of individuals with Down syndrome and their families.

## SECTION 4: ELECTION

- a. Officers shall be elected at the Annual Meeting of the Membership by a majority of the Membership.
- b. The Board Development Committee shall develop a slate of candidates for specific Officer positions and recommend nominees to the Membership.
- c. The slate of candidates will be distributed to the Membership at least thirty (30) days before the Annual Meeting of the Membership.
- d. Individuals elected to an Officer position begin their term at the first meeting following the Annual Meeting of the Membership.

## SECTION 5. DUTIES

President. The President shall serve as the Chairperson of the Board and shall preside at all meetings of the Board. The President shall serve as an *ex-officio* member of all board committees. The President shall represent the corporation in all external dealings and at all public functions but may appoint a substitute representative if deemed necessary. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board. The President shall have general supervision of the management and affairs of the corporation, with the usual powers and duties incident to the office of President of a corporation, including the execution of contracts and other instruments on behalf of corporation and under its corporate seal. The President shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board.

Vice-President. The Vice-President shall fulfill the duties and responsibilities of the President should the President be absent or unable to perform such duties and responsibilities. The Vice-President shall perform such other duties as may be assigned from time to time by the

President of the Board. The Vice-President shall serve as chair of the Board Development Committee.

Secretary. The Secretary shall ensure the preparation of minutes of all meetings of the Board and shall delegate this task to another Director if unable to attend a meeting. The Secretary shall have general charge of the corporate books and records and the corporate seal and will affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall also: authenticate records of the corporation when so requested; give all notices required by law and these By-Laws; and submit, in a timely manner, such corporate reports as may be required by the laws of the State of Delaware. The Secretary shall perform all the duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the Board. The secretary shall maintain a current listing, with phone numbers and addresses, of the Directors.

Treasurer. The Treasurer shall oversee all funds and securities belonging to the corporation and receive, deposit, or disburse the same under the direction of the Board. The Treasurer shall ensure full and accurate accounts of the finances of the Association in the books specially designated for that purpose. The Treasurer shall ensure such returns, reports and/or schedules as may be required by the Internal Revenue Service and any State or Local taxing authority to be prepared and filed in a timely manner. The Treasurer shall ensure reports of the current financial status of the corporation at all Board meetings and shall provide an annual financial report to its annual meeting. The Treasurer shall perform all duties incident to the office of the treasurer and such duties as may be assigned from time to time by the president of the Board. The Treasurer shall serve as Chairperson of the Finance Committee.

#### SECTION 6. OTHER AGENTS

Other agents of the Corporation may be appointed by the Board as it deems necessary and shall serve at the pleasure of the Board. They shall have only such authority and shall perform only such duties as shall be delegated to them by the Board.

### ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS

#### SECTION 1. STANDING COMMITTEES

- a. The Standing Committees of the Board shall be Executive, Finance, Board Development, Strategic Planning and Fund Development.
- b. The President of the Board shall serve as an *ex officio* member of all Board committees.

#### SECTION 2. DUTIES OF STANDING COMMITTEES

Executive Committee. The Executive Committee is comprised of the Officers of the Board and 1 additional member appointed by the Board President. The Executive Committee is charged with acting on behalf of the Board of Directors between board meetings as needed and as time-sensitive issues arise. The Executive Committee is not authorized to approve an annual budget or terminate the executive director. It may act to suspend the executive director for cause pending further board action.

Finance Committee. The purpose of the Finance Committee is to ensure a strong, diverse and sustainable financial model to support the Association’s mission and programs. Activities include, but are not limited to, the following: work in partnership with staff to develop the annual budget (including its capital budget), monitor the organization’s financial activity and condition, and manage DSA’s investment strategy.

Board Development Committee. The purpose of the Board Development Committee is to ensure that the board is effectively fulfilling its governance responsibilities. This includes recruiting new board members and ensuring that each board member is equipped with the proper tools and motivation to effectively carry out their responsibilities.

Strategic Planning. The purpose of the Strategic Planning Committee is to ensure the organization’s strategic plan is relevant and responsive to the needs of the organization. The committee monitors progress toward the board-approved strategic plan and works with staff to develop an annual operating plan that is reflective of and consistent with the organization’s strategic direction.

Fund Development Committee. The purpose of the Fund Development Committee is to work in partnership with staff to achieve DSA’s philanthropic goals. Specific activities include, but are not limited to, the following: develop and monitor the overall fund development strategy, participate in various events and activities, encourage participation and engagement in fundraising activities by other board members and volunteers, including making an annual contribution to the organization.

### SECTION 3. ADDITIONAL COMMITTEES

- a. The Board may create additional Committees, Ad Hoc Committees, or Working Groups with such powers as it deems appropriate.
- b. Each such committee shall be given a specific charge and term. No special committees shall have a term extending beyond one (1) year unless reappointed.
- c. The members of special committees established by the Board shall be named by the Board.

## ARTICLE VII EXECUTIVE DIRECTOR

### SECTION 1. ROLE OF EXECUTIVE DIRECTOR

- a. The Board may appoint an Executive Director who shall be the chief executive officer of the Association and who shall have overall responsibility for the management of the affairs of the Association.
- b. The Executive Director shall report to the Board and shall work under the direction of the President as a representative of the Board.
- c. The Executive Director may not serve as a voting member of the Board but shall attend all board members as an *ex officio* member.

### SECTION 2. APPOINTMENT

A two-thirds vote of the Board is required to appoint or remove an Executive Director from office and the appointment or removal shall be consistent with the Policies and Procedures of the Association.

**ARTICLE VIII  
PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the organization 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 organization.

**ARTICLE IX  
CONFLICT OF INTEREST**

Any board member, officer, employee or committee member having an interest in a contract or other transaction or determination presented to the Board or a committee of the Association for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made thereupon determined, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.

If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction, determination. Such person may not be counted in determining the existence of a quorum at any meeting where a contract, transaction or determination or discussion is being voted upon.

The minutes of the meeting shall reflect the disclosure made, the vote thereon and where applicable the abstention from voting and participation, and whether a quorum was present. Board members and staff will be required to sign a conflict of interest statement on an annual basis.

**ARTICLE X  
MISCELLANEOUS**

**SECTION 1. 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 bylaws.

**SECTION 2. DEPOSITS**

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, mutual funds, or other depositories as the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee, may from time to time designate, or as may be designated by any officer, agent or employee of the Organization to whom such power may be delegated by the Board of Directors or by either of such committees, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Organization may be endorsed, assigned and delivered by any officer of the Organization authorized by, or in such other manner as may from time to time determined by resolution of, the Board of Directors or either of such committees.

### SECTION 3. INDEMNIFICATION

The Organization shall, and hereby does, indemnify each of its present and former Directors and officers and agents and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, officer or agent of the Organization, provided the Director, officer or agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and provided further that if such indemnity is with respect to a criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct was unlawful.

### SECTION 5. INSURANCE

Organization may purchase and maintain insurance on behalf of the Board of Directors, officers, former board members and former officers and all persons who have served at its request or by its election as a director or officer of another association, organization or organization or in a fiduciary capacity with respect to any employee benefit plan against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been board members or officers of the organization or directors or officers of such other association, organization, organization or organization, or in a fiduciary capacity with respect to any employee benefit plan of the organization, whether or not organization would have the power to indemnify them against such liability or settlement under the provisions of this section.

### SECTION 6. FINANCIAL REVIEW

An independent external financial review must be conducted by a certified public accountant. The time period between reviews will not exceed five years.

## **ARTICLE XI FISCAL YEAR**

The Association's fiscal year shall be from July 1 through June 30.

## **ARTICLE XII DISSOLUTION**

The corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively for charitable or educational purposes shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Association is then located, exclusively for such purpose.

**ARTICLE XIII**  
**Amendments**

These By-Laws may be amended, altered, or replaced by affirmative vote of two (2/3) of the entire Board at a regular or special meeting provided that written notice of proposed amendments, deletions or alteration is presented to all members of the Board at least one (1) month prior to the meeting at which these proposed changed will be voted.

These Bylaws were approved on the 18th day of September, year 2023.