

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

**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. Registered Office**

The address of the current registered office of the Corporation is PO Box 747, Middletown, Delaware 19709.

**b. Other Offices**

The Corporation 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**

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 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.

## **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. The unit of membership shall be a household (or a single individual, if desired.)

### **SECTION 2. FEES AND DUES**

The annual dues payable to the organization by members shall be \$15. Membership dues may be adjusted from time to time as needed by the Board of Directors.

## **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.) No officer may hold more than one office at a time.

### **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. The President and Vice President shall be nominated from persons who have served at least one full term as an At-Large Member just prior to their nomination or shall have served as another Executive Officer. It is strongly encouraged that a member serves as an At-Large member of the Board before applying for a role as Treasurer or Secretary.

All At-Large Members and Executive Officers shall be qualified to serve in their positions by committing to:

- Make a bona fide effort to attend all Board meetings a year but miss no more than 25% of meetings;
- Perform specified duties;

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- Refrain from actions which demonstrate conflict of interest, disloyalty, unbecoming conduct, or any action bringing discredit to the Corporation.

### **SECTION 3. REMOVAL AND RESIGNATION**

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. 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;
- Conflict of interest, disloyalty, unbecoming conduct, or any action bringing discredit to the Corporation.

Once a Director has been voted to be removed from the Board any future nominations by and/or for that person will be void.

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 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. COMPENSATION**

Directors shall not be compensated for serving in the capacity of Director.

### **SECTION 6. 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.

## **SECTION 7. 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 the agenda at Board and other special 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 8. 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 9. DUTIES OF SECRETARY**

- a. Record and maintain minutes of all Board and special meetings.
- b. Assist the President as requested.
- c. Draft all group correspondence
- d. Maintains membership database
- e. Serve as chair or member of one or more committees/sub-committees

## **SECTION 10. 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 11. DUTIES OF SELF-ADVOCATES AND AT-LARGE MEMBERS**

- a. Assist the President as needed

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b. Serve as chair or member of one or more committees

## **SECTION 12. 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 V ELECTIONS**

### **SECTION 1. ELECTION DAY**

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

### **SECTION 2. NOMINATION COMMITTEE**

At least ninety (90) days prior to the election meeting, the executive committee 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 review nominations compared to officer qualifications as stipulated in Article IV, Section 2 and will draw up a slate of qualified nominees who will have agreed to serve. The committee will present the nominees to the Board for review. All qualified nominees will be moved forward for election by the General Membership. An introduction of nominees will be given and elections will be at the annual 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 membership shall have one vote.

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## **ARTICLE VI EXECUTIVE COMMITTEE**

The Executive Officers, as listed in Article IV, shall have the authority to control and manage the affairs and property of the Corporation, staff and volunteers. The Executive Officers shall have authority to engage such employees, consultants, contractors, etc. as it may deem necessary and proper to carry out the purposes of the Corporation. In addition to the powers and authority by these Bylaws expressly conferred upon it, the Executive Officers may exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by law, by the Articles of Incorporation or by these Bylaws. The decisions made by the Executive Officers in the affairs and property of the Corporation shall be communicated to the Board of Directors. The Board of Directors who are not serving in an Executive Committee role may vote to override a decision made by the Executive Officers in the affairs and property of the Corporation.

### **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. At all meetings of the Board, the presence of the majority of the number of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by the Bylaws. In the absence of a quorum a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum be established.

### **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 once 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.

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## **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 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. 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.

### **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization 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.

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## **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 Secretary 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 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.

### **SECTION 3. 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 4. 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.

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## **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. AUDIT**

An independent external financial audit must be conducted by a certified public accountant. The time period between audits is not to exceed five years.

## **SECTION 7. FISCAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on the last day of June.

## **SECTION 8. DATE OF THESE BYLAWS**

These Bylaws were voted on and approved as of March 14, 2015.