

Bylaws of

The North Carolina Down Syndrome Alliance

501(c)(3), Incorporated 1998 Amended [October 2019]

ARTICLE I: NAME and NOTICES

This organization shall be known as the North Carolina Down Syndrome Alliance, a non-profit corporation organization of North Carolina, hereinafter referred to as "the Organization." All notices or demands intended to be served upon the Organization or its Board of Directors shall be sent by registered or certified mail, postage prepaid, to the following address unless and until this bylaw be amended to the contrary: North Carolina Down Syndrome Alliance, PO BOX 99562, Raleigh, NC 27624

ARTICLE II: PURPOSE

The Organization is formed exclusively for charitable and educational purposes, more specifically to provide support to those individuals with Down syndrome in our community as well as their families, educators, and healthcare professionals.

Without limiting the generality of the above, the principle purposes of the Organization shall be:

- A. to promote rights, opportunities, and well-being of individuals with Down syndrome;
- B. to provide information, educational opportunities, and support for families with individuals with Down syndrome;
- C. to promote and encourage the education, care, treatment, socialization, vocational development, and inclusion of individuals with Down syndrome;
- D. to promote community awareness and action to inform the public about Down syndrome; no substantial part of such action may be used to influence legislation except in compliance with the Internal Revenue Code and related laws, regulations, and rulings;
- E. to promote the training of competent and sensitive personnel to aid in the education, care, treatment, transitions, and habilitations of individuals with Down syndrome;
- F. to promote research into areas that will enhance the quality of life and improve treatment for individuals with Down syndrome; and
- G. to receive by gift, bequest or otherwise, money or other property, or any estate therein, legal or equitable, and to hold the same and expend, contribute, disburse, and otherwise handle and dispose of the same, or the income therefrom for the promotion of the foregoing purposes.

ARTICLE III: MEMBERSHIP

The Organization does not consist of members but serves a specific population. The population served shall consist of an unlimited number of persons.

ARTICLE IV: BOARD OF DIRECTORS

A. Role, Number, and Qualification. The board is responsible for overall policy and direction of the Organization and delegates responsibility for day-to-day operations to the staff and committees. The Board of Directors shall consist of no fewer than five (5) and no more than thirteen (13) members. The Board of Directors should make reasonable efforts to consist of at least two (2) family members of an individuals with Down syndrome and at least one self-advocate, if available to serve. The Board receives no compensation other than reasonable, approved expenses.

B. Election. Candidates for the Board of Directors to serve shall be selected from among those proposed by the Nominating Committee, described below. Directors shall be elected by a majority vote of those Board members present. In no event shall greater than two-thirds (2/3) of the sitting Board be replaced by action of the Board in any four (4) month period.

C. Terms. Each Board Member shall serve for a term of two (2) years, or until a successor is elected. Members of the Board of Directors may serve no more than two (2) consecutive terms.

D. Vacancies. Vacancies may be filled for any unexpired term of office at any time by a majority vote of the members then sitting. Such partial term does not count toward the maximum terms in office.

E. Removal. It is expected that Board Members will attend at least fifty percent (50%) of the meetings per calendar year. A Board Member who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A Board Member may be removed for any reason upon a vote of two-thirds, after written notice at least ten (10) days prior to a regularly scheduled board meeting, and after the opportunity to be heard at that next occurring regularly scheduled board meeting.

F. Powers and Duties. The Board of Directors shall be responsible for the conduct of the business of the Organization and shall be empowered to employ such professional personnel, including but not limited to attorneys, accountants, medical genetic consultants, and special guest speakers as may be necessary to conduct the business of the organization. Members of the Board shall serve without pay but may be reimbursed for approved out of pocket expenses necessary to conduct the affairs of the Organization. Personal expenses for meals, lodging, and/or transportation shall not be reimbursed unless such expenses are incurred when acting in the capacity of a representative of the Organization at hearings or meetings and approved in advance. Payment for these and other expenses shall be subject to the approval of the majority of the Board. The Board of Directors shall have the power to designate and remove personnel necessary for the operation of the Organization.

G. Meetings. There shall be a regular annual meeting of the Board of Directors occurring in the first quarter of each year. The Board may establish regular meetings to be held at such other places and such other times as shall be determined from time to time by a majority of the Board of Directors. Notice of regular meetings of the Board of Directors shall be given to each Board member, personally or by mail, e-mail, or telephone, at least five (5) days prior to the day named for the meeting. The Board of

Directors shall meet a minimum of six (6) times per calendar year. Special meetings may be called by the President, or written request of fifty percent (50%) of the Board of Directors, on ten (10) days' notice to each Director, served personally or by mail, e-mail, or telephone, which clearly sets forth the time, place, and purpose of the meeting.

H. Waiver of Notice and/or Meeting. Before, during, or after any meeting of the Board of Directors, any Director may waive notice of such meeting by giving a signed waiver to the President. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. Any action required to be taken or which may be taken at a meeting of the Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members of the Directors entitled to a vote with respect to the subject matter thereof.

I. Quorum. A fifty-one percent (51%) majority of the Board of Directors shall constitute a quorum for the transaction of business.

J. Voting. A simple majority of the Board members present passes a motion, unless otherwise noted herein. In case of a tie, the decision is made by the President.

K. Conflicts of Interest. The Organization is a nonprofit, tax-exempt organization, maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Consequently, the Organization and its board, officers, and management employees, have the responsibility of administering the affairs of the Organization honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Organization. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Organization or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions. Thus the Board will maintain and abide by a Conflict of Interest Policy and will complete and submit conflict statements at each annual meeting.

ARTICLE V: OFFICERS

A. Designation. The principal officers of the Organization shall be the President, Vice-President, Secretary, and Treasurer. Their duties are as follows:

1. President. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, Secretary and Treasurer. The President will vote in an instance of a tie; be an ex-officio member of all committees; establish temporary committees as needed and appoint temporary committee chairpersons.

2. Vice President. In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of the President; preside over meetings in the President's absence; and be the Chairperson of the Governance Committee.

3. Secretary. The Secretary shall be the custodian of the records and of the seal of the Organization and shall affix the seal to all documents requiring the same. The Secretary shall be responsible for keeping records of Board actions, including preparing Board meeting agendas, sending

notices of meetings to all Board members, taking official minutes of Board meeting discussions and actions, preparing minutes for the next Board meeting, and assuring that corporate records are maintained.

4. Treasurer. The Treasurer shall make a report at each Board meeting. The Treasurer is responsible to review and approve financial transactions and reports, make financial information available to Board members and the public, and be the Chairperson of the Finance Committee.

ARTICLE VI: COMMITTEES

A. Committees. The Board of Directors, as interests and business of the Organization require, may form committees to assist in the operation and development of the Organization. The Board of Directors may appoint one or more non-board members on any such committee, but the failure to appoint such non-member to any committee does not invalidate such committee. The following committees shall be formed and function regularly to oversee the operations of the Organization:

1. Nominating Committee. The Nominating Committee, appointed by the Board of Directors, shall consist of three persons, at least one of which is a Board member. The Nominating Committee shall track the terms of each member of the Board of Directors and give the Board of Directors notice of any member whose term is set to expire in the following quarter.

2. Executive Committee. The officers of the Board of Directors plus two Board Members duly elected by the Board shall comprise the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the control of the Board of Directors. The Executive Committee has the authority to make decisions necessary for the effective day-to-day operations of the organization. The Executive Committee shall be responsible for proposing and updating personnel policies and procedures for the Organization to be adopted by the full Board of Directors for implementation.

3. Finance Committee. The Finance Committee consists of at least three Board members, chaired by the Treasurer. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and the Board. The Board must approve the budget, and all expenditures must be within the budget or approved by the Board Directors. The Board must approve any major change in the budget. A major change is defined as any circumstance which causes a discrepancy of five (5%) percent or more of the annual budget. The fiscal year shall be the calendar year. Annual and monthly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

a. Treasurer as Chairman of the Finance Committee. The Treasurer, as chairman of the finance committee shall be responsible for the review of budgetary process of the Organization and work directly with any staff and any contracted financial support personnel.

4. Governance Committee. The Governance Committee consists of three Board members, chaired by the Vice President. The Governance Committee is responsible for Board member development and training; and reviewing the Bylaws and Board/Officer/Committee responsibilities at

least once every two (2) years, including legal and fiduciary responsibilities, with the oversight of the remaining executive committee members.

ARTICLE VII: STAFF

A. Executive Director. The Executive Director is responsible for administering the program of the Organization. The Executive Director is hired by and accountable to the Board of Directors and shall work closely with the board to fulfill its objectives. The Board of Directors shall perform a performance review of the Executive Director annually. The Executive Director, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the Board of Directors, which are necessary to carry out the objectives of the Organization. The Executive Director may hire other staff members as the board of directors authorizes. The Executive Director shall be an ex officio member of the board, and is subject to the conflict of interest policy, Article IV.L., above. The Executive Director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Executive Director are discussed.

B. Other Staff. All other staff, paid and volunteer, shall be supervised by and accountable to the Executive Director, with approval of the Board of Directors.

C. Hiring policies. Hiring shall be conducted in full compliance with the Organization's policies and the laws of the State of North Carolina, federal laws and regulations, as applicable.

ARTICLE VIII: FINANCES

A. Fiscal Year. Currently set January 1 to December 31, the Board may adjust the Organization's fiscal year as needed.

B. Budget. The Board of Directors shall approve and adopt an annual budget by the end of the fourth quarter of each year for the following year. Such budget shall be available for inspection at the principal office of the Organization at reasonable times by interested persons.

C. Auditing. At the close of each fiscal year, the books and records of the Organization shall be reviewed or audited by an Accountant or Bookkeeper recommended by the Finance Committee and approved by the Board of Directors, whose report will be prepared and presented to the Board of Directors. Based on such reports, the Organization will have available for inspection by interested persons, a statement of the income and disbursements and other financial statements of the Organization for each fiscal year prepared in accordance with generally accepted accounting principles.

D. Execution of Contracts and Organization Documents. The Board of Directors may authorize any officer or agent of the Organization to enter into any note, contract, or other obligation, or execute and deliver any instrument in the name of the Organization, except as otherwise specifically required by the Articles of Incorporation and these bylaws.

E. Seal. The Board of Directors shall provide a suitable seal containing the name of the Organization, which shall be in the custody and control of the Secretary. The seal shall be in circular form and shall

have the name of the Organization and the words "North Carolina" in the circle, and the word "Seal" in the center. A duplicate seal may be kept and used by such officer or other person as the Board of Directors shall name.

ARTICLE IX: PARLIAMENTARY PROCEDURES

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE X: AMENDMENTS OF THE ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and these bylaws may be amended, supplemented, or repealed by a two-thirds (2/3) vote of the Directors present at any meeting at which a quorum is present. Before Directors may vote on an amendment to the charter or bylaws, notice must be given to Directors of the proposed amendment at a prior meeting of the board, and in no case less than thirty (30) days before the amendment is to be considered. These bylaws shall become effective upon approval by the Board of Directors.

ARTICLE XI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Organization may indemnify any person, their heirs, executors, administrators, and representatives, who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act 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, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The foregoing rights shall not be exclusive of other rights to which such Director or Officer may be entitled. All liability, loss, damage, costs, and expenses incurred or suffered by the Organization by reason of, arising out of, or in connection with the foregoing indemnification provisions shall be treated and handled by the Organization as an expense of the operation of the Organization.

ARTICLE XII: STATEMENT OF NONDISCRIMINATION

NCDSA is committed to a policy that does not discriminate in the terms, conditions, or privileges of employment, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way on account of race, age, color, gender, sex, sexual orientation, gender expression, national origin, physical or mental disability, veteran status, religion, or otherwise as may be prohibited by federal and state law. Specifically, we abide by Section 504 of the Rehabilitation Act of 1973 and Title VI and VII of the Civil Rights Act of 1964.

Harassment or intimidation of a client, staff person, or guest, because of that person's race, age, color, gender, sex, sexual orientation, gender expression, national origin, physical or mental disability, veteran status, or religion, is specifically prohibited and may be grounds for termination. Harassment and intimidation include abusive, foul, or threatening language or behavior. NCDSA is committed to maintaining a workplace that is free of any harassment and will not tolerate discrimination against staff members, constituents, volunteers, or agency clients.

Issues of discriminatory treatment, harassment, or intimidation on any of these bases should immediately be reported to the Executive Director or immediate supervisor and, if substantiated, prompt action will be taken.

NCDSA is culturally and linguistically responsive and respectful. No individual shall be excluded from participation in NCDSA on the grounds of race, age, color, gender, sex, sexual orientation, sexual expression, national origin, physical or mental disability, veteran status, or religion.

Attest: _____

President

Date

Attest: _____

Secretary

Date