

Bylaws of The Triangle Down Syndrome Network

501(c)(3), incorporated 1998

Amended August 2009

ARTICLE I: NAME

This organization shall be known as the Triangle Down Syndrome Network, a non-profit corporation of North Carolina, hereinafter referred to as the "Organization".

ARTICLE II: PURPOSE

The Organization's general purposes are to devote the energies of its members and any property contributed to it or income derived from it for educational, charitable, scientific, or literary purposes. These resources may be administered directly by the Organization or by contributing to other organizations authorized to conduct educational, charitable, scientific, or literary activities and for payment of incidental expenses and costs of operation of the Organization. The Organization is not operated for profit and no profit shall inure to the benefit of any individual connected with the Organization except in consideration of services rendered.

1. Without limiting the generality of the above, the principal purposes of the Organization shall be:
 - a. to ensure and 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 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

Membership: Membership shall consist of any and all persons who are subscribers to the Triangle Down Syndrome Network newsletter by mail or electronic notification.

ARTICLE V: BOARD OF DIRECTORS

1. *NUMBER AND QUALIFICATION.* The Organization shall be governed by a Board of Directors, made up in part of four (4) ~~officers~~ Executive Committee Members and general Board members who intend to be an active and productive part of the Organization. The Board of Directors shall consist of no fewer than six (6) and no more than nine (9) members of the Organization. The Board of Directors should consist of at least 50% family members of individuals with Down syndrome and at least one self-advocate, if available to serve.
2. *ELECTION.* The Board of Directors will have the responsibility of ratifying the proposed slate of new Board members presented by the Nominating Committee annually each fall.
3. *NOMINATING COMMITTEE.* The Nominating Committee, appointed by the Board of Directors, will have the responsibility of recruiting new Board members as terms expire. The Nominating Committee shall consist of two (2) board members and three (3) non-Board members.
4. *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 and genetic consultants, 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 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. Payment for these and other expenses shall be subject to the approval of the majority of the Board.
5. The Board of Directors shall have the power to designate and remove personnel necessary for the operation of the Organization.
6. *TERM OF OFFICE.* The term of office for officers and members of the Board of Directors is two (2) years. Officers and members of the Board of Directors may serve no more than four (4) consecutive terms. An individual may not serve on the Board for more than eight (8) consecutive years.
7. *VACANCIES.* Vacancies on the Board of Directors may be filled for the unexpired term of office by vote of the majority of the remaining Directors.- If a Board Member resigns before his term expires, the Board may appoint a replacement to serve until the next election. The partial term shall not count towards the maximum terms in office.
8. *REMOVAL OF DIRECTORS.* Any member of the Organization may request the removal of one or more of the Directors by making a written request to an officer for

discussion at the next regular meeting of the Board. This written request shall be made at least ten (10) days prior to the regularly scheduled Board meeting and shall include the reason(s) for the request. An officer shall then cause the request to be discussed at the Board meeting.

9. Any Director whose removal has been proposed shall be given the opportunity to be heard at the meeting. Vote of at least seventy-five percent (75%) of the Board of Directors is required to remove a Director.
10. *MEETINGS*. There shall be a regular annual meeting of the Board of Directors. 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 Director, 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. It is expected that Board members will attend at least fifty percent (50%) of the meetings per calendar year.
11. *SPECIAL MEETINGS*. Special meetings of the Board of Directors may be called by the President on ten (10) days notice to each Director, given personally or by mail, e-mail, or telephone which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner upon the written request of at least fifty percent (50%) of the Directors.
12. *WAIVER OF NOTICE*. 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 a meeting.
13. *QUORUM*. A fifty-one percent (51%) majority of the Board of Directors shall constitute a quorum for the transaction of business.
14. *VOTING*. A simple majority of the Board members present passes a motion. In case of a tie, the decision is decided upon by the President.
15. *ACTION OF DIRECTORS WITHOUT A MEETING*. Any action required to be taken, or action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to a vote with respect to the subject matter thereof.
16. *EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS*. The Board of Directors by resolution adopted by a majority of the Directors in office may designate and appoint an Executive Committee of the Board. The number of members of the Executive Committee shall be determined by the Board, but the number of such members shall not be fewer than four (4). Unless limited by resolution of the Board, the Executive Committee shall have and exercise the authority of the Board of Directors, except that such Committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws, electing, appointing or removing any member of such Committee or any officer or Director of the Organization; amending the Articles of Incorporation; restating the Articles of

Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Organization; authorizing or revoking proceedings therefore; adopting a plan for the distribution of assets of the Organization; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such Committee. All of the provisions in these bylaws with respect to notice of meetings of Directors, quorum at such meetings, and waivers of such meetings shall be applicable to the meetings of the Executive Committee.

ARTICLE VI: OFFICERS

1. *DESIGNATION.* The principal officers of the Organization shall be a President, Vice President, a Secretary, and a Treasurer.
2. *ELECTION OF OFFICERS.* The officers of the Organization shall be elected by the Board of Directors at the annual meeting of the Board of Directors.
3. *PRESIDENT.* The President shall be the principal officer of the Organization and subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the Organization, and shall have the powers generally attributable to the Chief Executive Officer of a corporation. The President shall preside at all meetings of the Organization.
4. *VICE-PRESIDENT..* The Vice-President shall take the place of the President and perform such duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis.
5. *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; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law, and that the books, reports and other documents and records of the Organization are properly kept and filed; shall keep minutes of the proceedings of the members, Board of Directors and Executive Committee; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board of Directors or by the President.
6. *TREASURER.* The Treasurer shall be responsible for all funds and securities of the Organization, in the name of the Organization in such depositories as shall be designated by the Board of Directors. Correct and complete books and records of accounts shall be kept. Reports such as records of financial transactions and condition of the Organization shall be submitted as the Board of Directors may from time to time require; and, in general, shall perform all duties incident to the office of Treasurer, and such other duties as may from time to time be assigned by the Board of Directors or by the President.

ARTICLE VII: INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Organization shall indemnify every Director or officer, his heirs, executors, administrators and representatives against all loss, costs and expenses, including counsel fees reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Organization, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Board of Directors may determine that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or officer in relation to the matter involved. 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 expense 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 VIII: ORGANIZATION SEAL

1. The Board of Directors shall provide a suitable seal containing the name of the Organization, which seal shall be in the custody and control of the Secretary.
2. The Organization 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: MISCELLANEOUS

1. *CONTRACTS*. The Board of Directors may authorize any officer or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of the Organization, except as otherwise specifically required by the Articles of Incorporation or these bylaws.
2. *AUDITING*. At the closing of each fiscal year, the books and records of the Organization shall be audited by an Accountant or Bookkeeper who need not be independent and whose report will be prepared and presented to the Board of Directors. Based on such reports, the Organization will have available for inspection by its members, 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.
3. *INSPECTION OF BOOKS*. Financial reports, such as are required to be furnished, and the membership records of the Organization shall be available at the principal office of the Organization shall be available at the principal office of the Organization for inspection at reasonable times by any members.
4. *EXECUTION OF ORGANIZATION DOCUMENTS*. With the prior authorization of the Board of Directors, all notes, checks and contracts or other obligations shall be

executed on behalf of the Organization by designated officers of the Organization. Checks in excess of five hundred dollars (\$500.00) shall be signed by two (2) officers of the Organization.

5. *FISCAL YEAR*. The fiscal year of the Organization shall end December 31.
6. *BUDGET*. During the last quarter of the fiscal year, the Board of Directors shall review and approve a summary budget of the operation for each fiscal year. Said budget shall be available for inspection at reasonable times by any member of the Organization.
7. *NOTICES*. 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.:

Triangle Down Syndrome Network
PO Box 37305
Raleigh, NC 27627

ARTICLE X: AMENDMENT OF BYLAWS

AMENDMENT BY THE BOARD OF DIRECTORS. The Directors of the Organization by the affirmative vote of two-thirds (2/3) of all of the Directors of the Organization may amend or alter the bylaws of the Organization at any regular meeting or at any special Board meeting provided that no such amendment or alteration by the Board of Directors shall increase the powers of the Board. The statement of any proposed amendment shall accompany notice of any regular or special Board meeting at which such proposed amendment shall be voted upon. These bylaws may not be amended insofar as such amendment would be inconsistent with the Articles of Incorporation, State Law, or Federal Law.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purpose of the Organization in such a manner, or to such organization(s) organized and operated exclusively for educational, charitable, scientific, literary, or religious purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purpose or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.