# BY-LAWS OF THE

# SOUTHERN ARIZONA NETWORK FOR DOWN SYNDROME

## ARTICLE I.

## NAME, OFFICES, RECORDS

Section 1.01 Name. As stated in the articles of incorporation, this non-profit corporation is known as the Southern Arizona Network for Down Syndrome. Hereinafter called in these bylaws the "corporation."

Section 1.02 Principal Office. The principal office of the corporation shall be located at such a place as the Board of Directors may from time to time authorize.

Section 1.03 Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and each committee having any of the authority of the board of directors. The corporation shall keep at its principal office a record of the name, address and phone number of each board member.

## ARTICLE II.

## PURPOSES AND MISSION

Section 2.01 Purpose. The purpose of this corporation shall be those non-profit purposes stated in the articles of incorporation, as may be amended. The board of directors may adopt Mission and goal statements that are consistent with the purpose stated in the articles of incorporation and may amend these statements as deemed necessary. These bylaws are adopted in furtherance of the governance of the corporation as set forth in its articles and in accordance with the duties, responsibilities and authorities prescribed by laws of the state of Arizona.

Section 2.02 Mission. To promote the unique contributions of children and adults with Down syndrome by fostering direct services and providing resources to them and their families, and to educate the general public by fostering inclusive and integrated involvement with the Down syndrome community and society at large.

Section 2.03. Community Support. The corporation recognizes the importance of other community-based organizations fulfilling in whole or in part the mission of the corporation in the same region as the corporation operates. The board of directors will consult and support these organizations and work with them to satisfy the mission when deemed necessary.

Section 2.04 Governing Instruments. The corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.05 Nondiscrimination Policy. The corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

## ARTICLE III.

## MEMBERS

The members of the corporation shall be the persons who are from time to time the members of the Board of Directors ("Directors") of the corporation.

## ARTICLE IV.

## BOARD OF DIRECTORS

Section 4.01. General. The Board of Directors shall govern, manage and control the affairs, policies, activities, property and business of the corporation including the authorities, duties and responsibilities as may be provided by these bylaws, and as provided for the Board of Directors of a non-profit corporation by Arizona law. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than five (5).

Section 4.02. Elections and Term of Office. The procedures followed in nominating and electing directors shall be established by the Board. Such procedures shall be reasonable in light of the nature, size, and operations of the corporation and shall include:

(i) a reasonable means of nominating persons for elections as Directors;
(ii) a reasonable opportunity for a nominee to communicate to Directors the nominee's qualifications and the reasons for the nominee's candidacy;
(iii) a reasonable opportunity for all nominees to solicit votes; and
(iv) a reasonable opportunity for all Directors to choose among the nominees.

Each Director shall hold office until the next annual meeting of the Board, or until their death, resignation or removal. Directors may rejoin the Board for additional terms if the Board approves. The Board may from time to time modify nomination, election, and re-election procedures.

Section 4.03. Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the corporation and shall exercise all the powers that may be exercised by the corporation.

Section 4.04. Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by an Officer or by a majority of Directors. An annual meeting of the Board shall occur in January, at which reports of the financial condition and operations of the corporation shall be presented and such other business transacted as may come before the meeting.

Section 4.05. Rules of Order. The general rules of order shall govern at all meetings. The Board shall adopt and may from time to time alter the general rules of order.

Section 4.05. Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting shall be served electronically to all Directors no later than seventy-two (72) hours before the date designated for such a meeting, specifying the place, date, and hour of the meeting.

Section 4.06. Quorum. A majority of the Directors in office constitute a quorum for the transaction of business, and the vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the board except as otherwise provided by law or these bylaws. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.07. Voting. At all meetings of the Board, each Directors shall have one vote except that the President shall have no vote. In the event that there is a tie in any vote, the President shall have a vote to be the tie-breaker.

Section 4.08. Action Without a Meeting. Action may be taken by the Board without a meeting, by unanimous written or electronic consent. Any action which is required to be or may be taken at a meeting of the Directors, or of the Officers, may be taken without a meeting if the President and a majority officers provide consent to the proposed action. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Board shall be officially notified of any such actions at the next regularly scheduled board meeting. The secretary shall be advised and shall document said consents and the action to be taken with the minutes of the next board meeting.

Section 4.09. Committees. All Directors must serve on one (1) but no more than two (2) committee positions. The Board may at any time establish such committees as may become necessary to effect the discharge of its responsibilities. All committee members, including non-Directors and chairpersons, except as otherwise specified in these bylaws, shall be appointed for a term of one (1) year by the chairperson/president of the Board with the approval of the Board. Each committee shall keep adequate records of its actions and deliberations and shall transmit reports periodically to the Board.

a) Committee composition. Each committee must include at least one (1) current Director. Committees may also include, with approval of the Board, non-Directors whose expertise and interests would benefit the function of the committee and the corporation. Committee budgets will be set and determined by the Board at each annual meeting.

b) Subcommittees. The Board may from time to time establish and/or sponsor subcommittees. These subcommittees need not include a Director. Subcommittees may send a representative to attend each Board meeting and that representative will not have voting rights. Subcommittees may include, but are not limited to: parent support groups, sibling groups, or age-specific groups. Subcommittee members may establish their own leadership board. A representative from the subcommittee will sign the Subcommittee Memorandum of Understanding and file that document with the Secretary of the Board. The Board shall establish procedures and protocols for determining funding of subcommittees and clearly communicate those procedures and protocols to all subcommittees.

c) Executive Committee. The current Officers serve as members of the Executive Committee. The Executive Committee shall have all the powers and authority of the Board in the intervals between Board meetings with the exception of the power to amend the Articles of Incorporation and Bylaws. In the event the Executive Committee takes action prior to a Board meeting, it must present that decision at the next Board meeting. The Board may vote to ratify or overturn the Executive Committee's action by a majority vote of Directors present.

d) Finance Committee. The Treasurer shall be the chairperson of the Finance Committee, which must also include one (1) other Board member and the Executive Director. The Finance Committee is responsible for developing and reviewing fiscal procedures, conducting quarterly audits of all financial bookkeeping, and preparing the annual budget. The Board is responsible for approving the budget and all expenditures unless that power has been expressly delegated elsewhere by the Board. Annual 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.

Section 4.10. Removal. A Director may be removed by a majority vote of the Board of Directors, with or without cause but with the best interests of the corporation. A meeting to remove a Director must have a quorum and the vote shall be by secret ballot. A motion to remove a Director must be made on two (2) weeks written notice to Directors of a special meeting called for this purpose or prior to the next regularly scheduled meeting.

Section 4.11. Resignation. Any Director may resign at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12. Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.13. Participation by Telephone. Any one or more Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.14. Compensation. No Director shall receive compensation from the corporation for any service he may render to it as a board member. However, a Director may be reimbursed for their actual expenses reasonably incurred by attending any meetings/conferences/seminars in service to the corporation in the administration of its affairs and in furtherance of the guild mission. The Executive Director shall be paid a salary that is determined by the Board at the annual meeting.

# ARTICLE V.

# OFFICERS

Section 5.01. Election and Qualifications; Term of Office. The Officers of the board shall be a President, a Secretary, a Treasurer, and a Vice-President. Election of officers shall be by majority vote of the Board at its December meeting by secret ballot. Officers must have served as a general board member for the corporation for at least one (1) calendar year prior to their appointment as an Officer. Each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in these by-laws. The same person may hold more than one office, except that the same person may not be both President and another Officer. The Board may appoint such other Officers as may be deemed desirable, including one or more Assistant Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 5.02. Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board. A Director elected to fill an officer vacancy shall meet any qualifications set forth by these bylaws and shall serve the unexpired term of their predecessor and until their successor has been duly elected and has commenced their term of office.

Section 5.03. Powers and Duties of the President. The President shall preside at all meetings of the Board when they are present. They shall have such other powers and duties as are vested in the President of a corporation by law and/or custom, and as may be determined from time to time by the Board of Directors, except as otherwise provided by these bylaws, the articles of incorporation or the laws of the state of Arizona. They shall report annually to the Directors of the corporation as to the condition of the corporation and shall make appropriate recommendations with respect thereto.

Section 5.04. Powers and Duties of the Vice-President. The Vice-President shall act in the absence of the President and shall perform the duties of corporation management in the President's absence and other duties from time to time approved by the Board or the President, and these bylaws. The Vice-President shall assist the President in the management of the corporation as necessary.

Section 5.05. Powers and Duties of the Secretary. The Secretary shall attend all meetings of the corporation and shall record minutes of such meetings to preserve them in a minute book and/or electronic filing for that purpose. They shall perform other such duties as prescribed by the Board of Directors and assist the officers in the business of the corporation as deemed necessary. The Secretary may on occasion delegate their duties, powers and authorities to one or more Directors (as approved by the Board). The Secretary may preside at meetings in the President's and Vice-President's absences.

Section 5.06. Powers and Duties of the Treasurer. The Treasurer shall have the power of custody of the corporate funds and securities, shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the corporation, and shall require the deposit of all monies and valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. They shall render to the Board of Directors, whenever they may require it, an account of the financial transactions and conditions of the corporation, this shall occur (at regular intervals) at meetings of the Board. The Treasurer may perform such other duties as may be assigned from time to time by the Board.

Section 5.07. Delegation. In case of the absence of any Officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.08. Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors at any meeting of the Board. That Officer will still be a Director on the Board.

Section 5.09. Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

## ARTICLE VI.

## BANK ACCOUNTS, CHECKS, CONTRACTS AND INVESTMENTS

Section 6.01. Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the corporation. The Board shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. Electronic bank cards shall be assigned to no more than two (2) Officers to include Treasurer and President, and the Executive Director.

Section 6.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.03 Investments. The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

# ARTICLE VII.

# INDEMINIFICATION

Section 7.01. Directors and Officers. The corporation shall indemnify each of its Directors, Officers, employees and agents of the corporation at any time in office, whether prior or subsequent to the adoption of these bylaws, 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, and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that they are or were a board member or officer of the corporation, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe this conduct was unlawful. The termination by any action or suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere 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) they reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 7.02. Indemnification of Others. The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a board member or officer of the corporation against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. Provided, however, indemnification shall not be made for any claim issue or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined or despite the adjudication of liability but in view of all circumstances of the case, such persons is fairly and treasonably entitled to indemnification for expenses which the court considers proper.

Section 7.03. Requirements for Indemnification. Any indemnification under Article VII, sections 7.01 or 7.02 shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the board member or officer is proper in the circumstances because the board member or officer has met the applicable standard of conduct set forth is Article VII, section 7.01 or 7.02. Such determination shall be made in either of the following ways:

(a) By the Board by majority vote of a quorum of the Board consisting of directors were not parties to such action, suit or proceeding.
(b) If the quorum described in (a) above is not obtainable, then by a majority vote of a committee of not less than two (2) disinterested directors.
(c) By independent legal counsel in a written opinion.

## ARTICLE VIII.

## FISCAL YEAR

The fiscal year of the corporation shall be January 1st to December 31st. The Board shall have the power to change the fiscal year from time to time as deemed necessary.

## ARTICLE IX.

## STRATEGIC PLAN

The Board shall develop and adopt a written strategic plan every two (2) years, for the objective of moving the association forward in support of its mission. The Board shall have the responsibility and authority to oversee, evaluate, modify and facilitate its implementation. The strategic plan shall be detailed in a separate document and available to all membership.

## ARTICLE X.

## AMENDMENTS

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

## ARTICLE XI.

## DISSOLUTION.

The corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with the state law of Arizona.

## ARTICLE XII.

## CONSTRUCTION

In the case of any conflict between the Certificate of Incorporation of the corporation and these By-Laws, the Certificate of Incorporation of the corporation shall control.

These Bylaws were adopted at a meeting of the Board of Directors of the Southern Arizona Network for Down Syndrome on ______________________, 2022.

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|---|---|
| Print Name<br>President | Signature |
| Print Name<br>Secretary | Signature |
| Print Name<br>Treasurer | Signature |