

**BYLAWS OF
DOWN SYNDROME ASSOCIATION OF SOUTH GEORGIA**

ARTICLE I - NAME

The name of this organization shall be Down Syndrome Association of South Georgia, Inc., sometimes referred to herein as "DSASG."

ARTICLE II - PURPOSE

The purpose of Down Syndrome Association of South Georgia shall be set forth in the Articles of Incorporation.

Mission Statement

The mission of Down Syndrome Association of South Georgia is to benefit the lives of individuals with Down syndrome and their families through support, education, public awareness and advocacy.

Vision Statement

Our vision is to foster an inclusive lifestyle for individuals with Down syndrome.

ARTICLE III - BOARD OF DIRECTORS

Sometimes referred to as "BOD"

Section 1. GOVERNANCE OF DSASG

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the governance of DSASG will be exercised, its property controlled, and its affairs conducted by the Board of Directors. Members of the BOD will not receive compensation for their service to the organization. Each BOD member is entitled to one vote on each matter before the Board. Votes may be cast in person or via technology and recorded in the minutes as such.

Section 2. COMPOSITION AND METHOD OF SELECTION

1. The BOD will be composed of Officers and Directors. There will be no fewer than 5 and no more than 15 total members of the BOD.
2. Officer positions of the BOD include a President, Vice President, Secretary, and Treasurer. The totality of Officers is referred to as the Executive Committee of the BOD.
3. Director positions of the BOD include three (3) Program Directors, up to two (2) Self Advocates, and up to three (3) Members At Large. Program Director positions include Family Support Director, Fundraising Director, and Social Director. Other Director positions can be added or removed as needed with a two-thirds vote of the BOD.
4. BOD Officers shall be elected by the DSASG General Membership. BOD Director positions shall be appointed by the Officers with a two-thirds vote of those BOD Officers in attendance, physically or electronically. Procedures for the election of Officers and for the appointment of Directors shall be outlined in the *Policies and Procedures* document.
5. A potential President of the BOD must serve in a Director, At Large, or Self-Advocate position for at least 1 year in order to qualify to serve as the President of the BOD.

6. Potential BOD Members for the positions of Treasurer, Secretary, Program Director, Member At Large, and Self Advocate may qualify for election or appointment in accordance with Article III, Section 2.4 without having previously served as a BOD Member or as a member of DSASG. .
7. In order to become a candidate for a position on the BOD, the candidate must submit a Board Member Application for review by the BOD. As positions on the BOD become available, individuals who qualify as potential BOD members according to Article III, Section 2 and who have submitted the Board Member Application, will be considered for BOD positions.

Section 3: TERMS OF OFFICE

The original BOD members installed in 2020 will serve through December 31, 2022. Any BOD member serving after these original members will serve a term of two calendar years. The beginning of the term is defined by the Officer or Director's first official board meeting which is the next regularly scheduled meeting following the board resolution to approve their membership on the BOD. BOD members shall serve no more than 2 consecutive terms with the same title.

Section 4: VACANCIES

Vacancies among the BOD may be filled at the discretion of the BOD. A vacancy which the BOD decides to fill, shall be effective immediately or upon acceptance by the BOD.

Section 5: RESIGNATION AND REMOVAL

A BOD member may resign at any time by giving written notice to the President. Such resignation shall be effective immediately or upon its acceptance by the BOD. A BOD member may be removed at any time by a two-thirds votes of the BOD.

Section 6: ATTENDANCE

All BOD members are expected to attend the regularly scheduled board meetings. If a BOD member is unable to attend a meeting, that member shall notify the President at least 24 hours prior to the meeting. Any elected Director who fails to attend 80% of the meetings during any fiscal year shall be deemed to have resigned from the BOD and a successor may be appointed by the Executive Committee to fill any unexpired term.

Section 7: MEETINGS

Regular meetings of the BOD will be held six times each fiscal year on the third Sunday of even numbered months, or as determined by the Executive Committee. Special meetings of the BOD may be called by the President or by a two-thirds vote of the BOD. Meetings of the Executive Committee will be held prior to board meetings as needed and as determined by the President.

Section 8: QUORUM

Two-thirds of the BOD members must be present to transact the business at a BOD meeting. Quorum may be established in person or electronically.

Section 9: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The BOD shall have full authority to govern the affairs of DSASG except for powers and actions reserved to the members. Governance responsibilities of the BOD include protecting and implementing the mission and vision of DSASG in all affairs both private and public.

Section 10: NEPOTISM

In order to avoid any conflict of interest, real or perceived, family members and members of the same household may not serve on the BOD simultaneously. A family member is defined as an immediate or extended relative, by blood or lawful marriage. Exceptions may be made if approved by a two-thirds vote by the BOD.

Section 11. BOARD DIVERSITY

As an organization that values inclusion and serves a community of individuals and families of all ages, races, genders and abilities, so shall the BOD strive to include the same as board members.

ARTICLE IV – OFFICERS

Section 1: OFFICER DESIGNATION

A complete DSASG Executive Committee must contain a President, Vice President, Treasurer and Secretary to serve as Officers. The President shall be designated to act as Chairperson. Between meetings of the BOD, the Executive Committee shall possess and may exercise any and all powers of the BOD in the management and affairs of DSASG. The Executive Committee shall keep a complete record of its activities and regularly report them to the BOD at every meeting thereof.

Section 2: ELECTION AND TERM

Officers will be elected every two (2) years. Procedures for elections are set forth in the Policies and Procedures document. Officers may not serve more than two (2) consecutive terms in the same position.

Section 3: REMOVAL AND RESIGNATION

Any Officer may be removed from office by a two-thirds vote of the BOD. Resignation in writing takes effect on the date of the receipt of such notice by the President or by the Vice President in the event that the resignation is by the President.

Section 4: VACANCIES

A vacancy in any office, except that of President, may be filled by appointing a member to serve with a two-thirds vote of the BOD. In the event that the open position is that of President, a potential replacement must qualify in accordance with Article III Section 2.5.

ARTICLE V – DUTIES OF OFFICERS

Section 1: PRESIDENT

The President will ensure the BOD fulfills its governance responsibilities, conducts board business effectively and efficiently, and is accountable for overall Board performance. The President shall execute contracts or other instruments which the BOD has authorized to be executed, except where the execution thereof shall be expressly delegated by the President to another BOD Member or agent of the organization. The President leads meetings of the BOD and its stakeholders, and performs other duties as needed. Specific duties of the President are listed in the *Board Roles and Responsibilities*.

Section 2: VICE PRESIDENT

The Vice President shall work in cooperation with the President and shall perform such duties as the BOD may assign. In the event of death, incapacity, inability, absence, or refusal to act of the President, the Vice President shall be vested with all the powers and perform all the duties of the office of the President until the BOD otherwise provides. He/She may have other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the BOD. Specific duties of the Vice President are listed in the *Board Roles and Responsibilities*.

Section 3: SECRETARY

The Secretary shall record the minutes of the meetings of the BOD and serve as custodian of the records of the BOD and DSASG. The Secretary maintains all historical records of the organization. The Secretary may have other duties as assigned by the BOD. Specific duties of the Secretary are listed in the *Board Roles and Responsibilities*.

Section 4: TREASURER

The Treasurer shall oversee the financial condition of DSASG and report that condition to the BOD on a no less than quarterly basis. The Treasurer maintains all financial records of the organization including receipts for purchases and donations, financial reports, and year end filings. The Treasurer may have other duties as assigned by the BOD. Specific duties of the Treasurer are listed in the *Board Roles and Responsibilities*.

ARTICLE VI – COMMITTEES

Section 1: EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the President, Vice President, Secretary, & Treasurer.

Section 2: COMMITTEE DESIGNATION

The BOD may designate one or more committees to provide information and recommendations to the BOD, or to assist Program Directors in planning and implementing activities of the organization. These committees may consist of persons who are not members of the BOD but must be recorded members of DSASG. Meetings and actions by committees shall be governed by, noticed, and held in accordance with provisions of these bylaws. The BOD may adopt rules and regulations pertaining to the conduct of the meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these bylaws.

ARTICLE VII – MEMBERSHIP

Section 1: DETERMINATION OF MEMBERS

Membership is open to individuals with Down syndrome, their parents/guardians, siblings and relatives. Community members, professionals, organizations and other interested persons may also be included in the membership of DSASG. A membership form must be completed to be included in the recorded membership and in official communication with DSASG.

Section 2: MEMBERSHIP CATEGORIES

Membership shall be open to:

1. Individuals (individual membership shall entitle one person to vote and hold office);
2. Families (family membership shall entitle both (2) spouses and their dependents over the age of 18 and who reside in their household to vote and hold office);
3. Agencies, organizations and professionals (An agency, organization or professional membership shall not entitle said entity to vote or to hold office).

Section 3: PROPERTY RIGHTS

Individual members shall not have any property rights in the assets of DSASG.

Section 4: DUES

DSASG does not charge membership dues. The BOD may vote to become a dues based membership if the need arises and the same requires an affirmative vote of two-thirds of the full BOD.

Section 5: MEMBERSHIP LIST

DSASG shall keep a membership list containing the names, contact information and other relevant information. This information will be used to create programs, events and other outreach opportunities to best suit the needs of all members and potential members. This information will not be sold or shared with any persons or entity outside of DSASG. The information will be maintained by the Secretary and stored electronically in accordance with the Policies and Procedures document.

ARTICLE VIII – FINANCIAL

Section 1: CUSTODIAN OF SECURITIES

The BOD may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by DSASG, and to exercise in respect thereof such powers as may be conferred by resolution of the BOD. The BOD may remove any such custodian at any time with a two-thirds vote of the BOD.

Section 2: AUDIT

An annual audit of the books of account and financial records of DSASG may be required by the BOD to be performed by an independent accounting firm.

Section 3: LOANS

DSASG shall not make any loan to any Officer, Director, or Member.

Section 4: FISCAL YEAR

The fiscal year of DSASG is January 1 - December 31, as is stated on the Letter of Determination from the IRS in regards to 501(c)(3) status.

Section 5: CHECKS, DRAFTS AND SIMILAR INSTRUMENTS

Any bank account held by DSASG shall require the President, Vice President, Treasurer, and Family Support Director to serve as co-signers of the account.

The President and Family Support Director shall each possess a debit card for said account. When using the debit card, any charges with a value of less than three hundred dollars (\$300) shall be allowed with at least verbal notice given to the BOD President or VP. Any charges with a value equal to or in excess of three hundred dollars (\$300) shall require prior notice to and approval of the Executive Committee. The Treasurer will possess the bank account checkbook. Checks equal to or in excess of \$300 require two signatures of bank signers and must receive prior approval from the Executive Committee. Specific procedures are set forth in *Policies and Procedures* document.

Except as otherwise specifically determined by resolution of the BOD, or as otherwise required by law - checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of DSASG with a value of less than Three Hundred Dollars (\$300) shall be allowed by a single signer whose required information is on record with the bank, with at least verbal notice given to the BOD President or VP. Checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness equal to or in excess of Three Hundred Dollars (\$300) shall require the signatures of two (2) individuals whose required information is on record with the bank, and with approval from the Executive Committee. Procedures for approval will be set forth in the *Policies and Procedures* document.

Section 6: RECEIPTS

Itemized receipts or invoices for all purchases, regardless of the amount, shall be physically or electronically submitted to the Treasurer as soon as possible, but no later than one week after purchase. Any payment of money or evidence of indebtedness of DSASG or on behalf of DSASG, made by any member of DSASG, including but not limited to cash purchases, checks, drafts, promissory notes, orders for the payment of money, or purchase reimbursements, in which no itemized receipt of purchase is produced will be the responsibility of that individual.

ARTICLE IX- CONFLICT OF INTEREST

Section 1: DISCLOSURE

Any conflict or potential conflict of interest on the part of a BOD member will be disclosed to the entire BOD and will be recorded in the minutes of that member's first official BOD meeting. A conflict of interest form with a disclosure statement will be kept on record by the DSASG Secretary either electronically or physically.

Any Officer or Director having a conflict or potential conflict of interest on a matter shall not vote or use personal influence, shall not be counted in determining the quorum of the meeting, and shall not be present in the room when the Board of Directors votes on the matter. The meeting minutes should accurately reflect a complete disclosure was made, the abstention from voting, the non-presence in the room when the vote was taken, and the quorum calculation. These requirements do not prevent the BOD member from briefly stating his or her position on a matter or from answering pertinent questions asked by a fellow BOD member regarding the potential conflict of interest.

Section 2: NEPOTISM

As set forth in Article III, Section 10 above, in order to avoid any conflict of interest, real or perceived, family members and members of the same household may not serve on the BOD concurrently. A family member is defined as an immediate or extended relative, by blood or lawful marriage. Exceptions may be made if approved by a two-thirds vote by the BOD.

ARTICLE X – INDEMNIFICATION

SECTION 1: INDEMNIFICATION

The Organization shall, and hereby does, indemnify each of its present and former Directors, Officers, agents, and any other person who may serve or has 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 DSASG, 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 2: INSURANCE

To the extent permitted by law, the BOD shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

SECTION 3: 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.

ARTICLE XI – DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to an organization that has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations and which is organized for purposes substantially similar to that of Down Syndrome Association of South Georgia. None of the assets will be distributed to any member, Officer or Director. Recipients of said assets shall be chosen by the BOD at its final meeting.

ARTICLE XII – AMENDMENTS

The BOD shall have the power to make, alter, amend and repeal these bylaws by a two-thirds vote of the BOD. The BOD also has the power to adopt new bylaws, which shall be executed by a two-thirds vote of the BOD. An electronic copy of the bylaws shall be stored in the manner set forth in the DSASG *Policies and Procedures* document. A hard copy of these bylaws will be kept by the DSASG Secretary. These bylaws shall be open to inspection by any Board Member at all reasonable times.

Created: July 2020	Reviewed: Aug 2, 2020	Approved: Aug 2, 2020
Edited: Aug 22, 2020:	Reviewed: Aug 23, 2020	Approved: Aug 23, 2020
Created:	Reviewed:	Approved:

**FIRST AMENDMENT TO THE BYLAWS OF
DOWN SYNDROME ASSOCIATION OF SOUTH GEORGIA, INC.**

WHEREAS, Down Syndrome Association of South Georgia, Inc.(the "Association"), was duly organized as a Georgia non-profit corporation on June 25, 2020, after having been in existence informally since February 13, 2011; and

WHEREAS, Article XII, Section 2 of the Bylaws for the Association provides for amendment to the Bylaws at any regular meeting of the Board of Directors at which business is transacted upon two-thirds vote of those present; and

WHEREAS, a meeting of the Board of Directors of the Association was held on August 23, 2020; and

WHEREAS, a vote was held to amend the Bylaws as detailed below; and

WHEREAS, said amendment was approved by a vote of all of the Board of Directors present at said meeting, which were Christina Moore, Jean Kuo, Amy Reaves and Jennifer Gay, constituting a quorum of the Board of Directors of the Association;

NOW THEREFORE, in consideration of the foregoing, the Bylaws are hereby amended in form and substance and replaced with the Amended and Restated Bylaws of Down Syndrome Association of South Georgia, Inc.attached hereto as Exhibit "A" and incorporated herein by reference.

This 23rd day of August, 2020



Christina Moore, President



Jean Kuo, Vice President



Amy Reaves, Secretary



Jennifer Gay, Treasurer

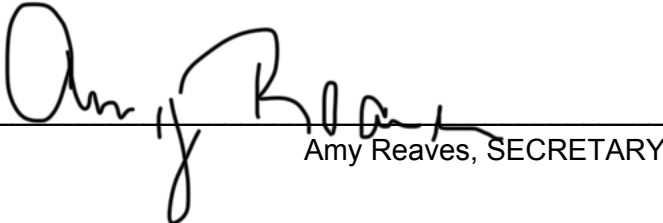
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of **DOWN SYNDROME ASSOCIATION OF SOUTH GEORGIA, INC.**, a Georgia non-profit corporation, and,

THAT the foregoing First Amendment to the Bylaws constitutes the true and correct amendment, as duly adopted at a meeting of the Board of Directors thereof, held on August 23, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 23rd day of August, 2020.



Amy Reaves, SECRETARY