

Down Syndrome Affiliates in Action
Trade Association
Bylaws

Article I: Name:

This organization shall be known as Down Syndrome Affiliates in Action Trade Association.

Article II: Mission Statement:

Down Syndrome Affiliates in Action helps its members develop their organizational capacity.

Article III: Purpose:

This organization is formed to: Create a democratic, inclusive institution designed to effectuate a grass roots, or bottom up approach to serving individuals with Down syndrome, their families and our communities; Share in the further development and presentation of a conference dedicated to affiliate issues; Grow and support affiliate groups; Maintain cooperative and respectful relationships with national organizations in a way that enhances the effectiveness of everyone involved in promoting the Down syndrome community and agenda.

Article IV: Vision Statement

- Be servant leaders that respect the unique abilities, culture, and dedication of each affiliate group, affinity partner and constituent;
- Rely upon and empower self-advocates to make significant contributions to every aspect of our collective efforts;
- Equip affiliates with the information and tools needed to reach their goals;
- Cultivate an environment that encourages new ideas and creative problem solving;
- Act professionally in word and deed;
- Debate passionately on matters of importance, listen carefully to competing views, and drop our differences when we walk away from the decision table;
- See our actions through others' eyes;
- Approach change and uncertainty with confidence;
- Be transparent in our objectives and operations;
- Take advantage of our partners' complimentary competencies to meet the needs of our community;
- Develop/access technologies that foster democratic and inclusive processes and offer a voice to all members of our community;
- Provide for adequate and sustainable funding; and
- Strive for excellence.

Article V: Membership:

In order to become a member of the Down Syndrome Affiliates in Action Trade Association, an organization must establish, to the Board's satisfaction, that it is a duly formed not-for-profit corporation with a Board of Directors responsible for setting policies, and that it is substantially devoted (at least 50% of its time and funds) to serving individuals with Down syndrome and their families. The Board will have the discretion to relax the devotion element for multiple disability providers as long as they do not conflict with other members.

Annual Meeting: There shall be an annual general membership meeting of the Down Syndrome Affiliates in Action Trade Association called by the Board of Directors ~~for the election of the Board,~~ **for the purpose of** receiving the annual reports, and the transaction of other business. Whenever possible, this will be held at the AIA annual conference.

Voting: Each member organization shall have one vote on matters put before the members, provided that such member has paid its dues current within seven business days of a scheduled vote.

Professional Member Participation: Sponsors, affinity partners, and start-up organizations will be encouraged to participate in the AIA conference and receive Association services on such terms as the Board establishes. Voting rights are not extended to professional members.

Application for Membership: Application for membership and resignation from membership must be transmitted in writing to the Executive Director. Application for membership shall contain evidence of eligibility for membership as required above, and all applications shall be submitted to the Board of Directors for their approval.

Annual Dues: The amount of the annual dues for each member of the Association shall be determined the Board of Directors.

Payments: Dues will be billed and payments made on an annual basis. Member benefits will begin immediately upon receipt of paid dues. Renewal dues will be payable annually at the first of the month in which the original dues were paid.

Past Due Accounts: Any member 60 days past due will be notified by the Executive Director, and an additional 30-day grace period given. Failure to pay dues before the expiration date of the grace period automatically terminates membership. Any Association property must be returned to the Association office, and membership decals removed from display. There shall be no obligation upon the Association to refund any dues upon termination of membership for any case.

Reinstatement: Any former member removed from the rolls for non-payment of dues, or past the set delinquency dates, may be considered for reinstatement as a member with the full payment of dues for that year. The final decision for reinstatement shall be determined by the Executive Committee.

Membership Resignation – Suspension – Expulsion:

1. Resignation: A member organization may resign by giving 30 days written notice of its intention to do so to the Executive Director. Any member resigning shall, before the effective date of its resignation, pay all obligations owing the Association, and return to the Association any distinctive advertising material indicating membership to the Association.
2. Suspension – expulsion: Any member guilty of unfair or unethical trade practices, or violating the Bylaws of this Association may be suspended or expelled until such time as 30 days written notice has been given such member of the charge, and an opportunity

to be heard by the Executive Committee. Dues are annual and non-refundable.

Article VI: Board Meetings

The usual parliamentary rules as laid down in “Robert’s Rules of Order” shall govern all deliberations, when not in conflict with these Bylaws.

Quarterly: DSAIA Trade Association Board meetings shall be held at least once per quarter. Notice of such meeting shall be posted in the newsletter, mailed, faxed, or E-mailed to the last recorded address of each Board member at least 15 days before the time appointed for the meeting. Emergency board meetings may be called by the Board President. All actions taken in an emergency board meeting will be reviewed at the next regularly scheduled board meeting.

Special: Special committee meetings of the Association may be called by either President, Executive Committee, or written request of 10% of the members of the Association. Notice of any special meeting shall be posted in the newsletter, mailed, faxed, or e-mailed to the last recorded address at once such a meeting has been scheduled, with a statement of time and place, and information as to the subject matter to be considered.

Quorum: A simple majority of Board members in good standing will constitute a quorum at any Board meeting. Majority vote will rule on any decision.

Voting: In the case where a meeting does not include a quorum, voting by E-mail may occur within 24 hours of the meeting by a sufficient number of members to constitute a quorum.

Article VII: Board of Directors

The Board will consist of a maximum of 15 Directors.

The Board of Directors of the DSAIA (subject always to the direction and control of the members as expressed in the Association’s bylaws or by the vote of the members in conformity) should have full control of the management and policies of the Association and should be vested with full power and authority to delegate to state officers and committees of the Association such powers as the Board may, from times to time, deem proper and which are not inconsistent with the Association Bylaws.

Upon being elected as Director, he/she should immediately become acquainted with the Association Bylaws and other documents stating its purposes, objectives and methods of operation. The Board of Directors shall consist of members selected from the general membership of the DSAIA.

Eligibility requirements: To be a Director of the DSAIA a candidate must be nominated by a member in good standing with all dues paid

Term: Board members will be elected for a three year term and may serve two consecutive three year terms, resulting in a term limit of 6 consecutive years of service. Board members, who are elected to fill an unfinished term of another board member or who are serving as an officer of the organization may serve for longer than 6 years.

Nominations: Members in good standing shall have the opportunity to nominate two candidates for any open Board seat. Members are encouraged to consider and submit nominations that fit the mission and vision of the Association. Written nominations from members then entitled to vote shall be submitted to the Governance Committee. Members may qualify to vote by paying their dues at any time up to seven business days before the day of the scheduled election.

The Governance Committee shall nominate a slate of candidates to the Board of Directors. The President will contact the nominated candidates for their willingness to serve if elected. The Board of Directors will approve the final candidates eligible for election by the general membership. Candidate information will be mailed or E-mailed to the general membership at least 10 days prior to the vote.

Elections: Qualified candidates will be listed on the ballots from which up to five (5) will be elected to the Board of Directors. Candidates will be elected by majority vote. New Board members will be elected prior to the annual conference via electronic voting to allow newly elected Board members to participate fully in all Board activities held during the conference.

Compensation: Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval, and payment of such expenses by designation officers of the Association. Directors are precluded from receiving compensation for services they provide to the Association.

Resignation or Removal: Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President and Board. Any Director may be removed by a majority vote of the Directors at any regular or special meeting at which a quorum is present.

Vacancies: Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the Executive Committee for the remainder of the term.

Executive Committee: The Executive Committee shall consist of President, President Elect (during the second year of the President's term), Vice President, Immediate Past President, Treasurer and Secretary.

Officers: The officers shall be elected by the Board of Directors by the conclusion of the first board meeting following the annual membership meeting. Officers must have served at least one full year as a DSAIA Director.

Officers Responsibilities:

President: The President shall serve a two year term and preside at all meetings of the general membership, the Executive Committee, the Board of Directors, and any special meetings. He/She shall perform all of the duties usually pertaining to the office of the President. Subject

only to the authority of the Executive Board Committee, the Board of Directors, he/she shall have control of the affairs of the Association and shall be charged with the duties of carrying out the policies laid down by the membership, the Board of Directors and the Executive Committee. He/she shall enforce compliance by the officers and employees of the DSAIA within the Bylaws and other rules and committees and special committees as needed. He/She or their appointed designee shall represent the DSAIA at all state and national functions when requested and whenever possible. He/she shall be an ex-officio member of all committees.

President Elect: The President Elect is a one year term to begin the second year of the President's term and shall perform such duties as the President may delegate to him/her and as the Board of Directors, the Executive Committee may prescribe. In the event of the absence, death, disability or the resignation of the President, the President Elect shall preside at all meetings and perform all duties of the President. He/she shall take an active part in the Association during his/her term of office. The President should utilize the services of the President Elect and, and the President Elect should join with the President in carrying out effective programs. In order that there be continuity in the programs of the DSAIA, it should be the duty of the President Elect, not only to participate actively in the programs of the association during his/her term of office, but also plan the programs for the years in which he/she shall serve as President and to prepare him/herself, the sub-officers and committee chairperson for the next administration. While in office, he/she shall become familiar with the Bylaws, budgets, policies and other areas of the management governing the Association's activities, as well as becoming familiar with the financial and human resources which will be available to carry out the objectives and programs during his/her term of office as President.

Vice President: The Vice President shall serve a two year term and perform such duties as may, from time to time, be assigned to him/her by the President, the Executive Committee or the Board of Directors or as may be required of him/her under other provisions of the by-laws of the Association. In the event of the absence of the President or President Elect, he/she in the order of protocol, shall be prepared to exercise all powers and duties of the Presidency. He/She shall also monitor the activities of the President in the same manner as the President Elect. Additional Vice President positions may be created by the Board of Directors as needed to fill specific needs.

Treasurer: The Treasurer shall serve a two year term, and it shall be the duty of the Treasurer to supervise the finances of the Association and to keep in close contact with the Executive Director as to the receipts and disbursements of the Association funds. He/she shall be responsible for, in cooperation with the Executive Director, the preparation and distribution of the financial report to the officers and Directors of the Association quarterly. It shall be the responsibility of the Treasurer to see that the Executive Director files an annual report certified by audit by a reputable accounting firm.

Secretary: The Secretary shall serve a two year term and be custodian of the corporate records of the Association. He/She shall attend and keep proper minutes of all meetings of the general membership, Board of Directors and Executive Committee. The Secretary will submit regional and convention meeting minutes to Executive Director for review within 30 days of meetings.

An approved overview of the minutes will then be included in the next available issue of the newsletter. He/she shall perform such duties as may, from time to time, be assigned to him/her under the provisions of the Bylaws of the Association. It shall be his/her duty, in cooperation with the Executive Director, to see the distribution of proper notices of any and all meetings and to distribute the minutes of said meetings.

Immediate Past President: He/she shall serve one year on the Executive Committee as a voting member and as an advisor to the President.

Article VIII Committees:

The Board shall have standing and ad hoc committees that may include:

Conference

Member Services

Training and Education

Legislative

Governance

Development

Membership Recruitment and Retention

Article IX: Fiscal Year

The fiscal year shall commence in the first (1st) day of January and shall end on the thirty-first (31st) day of December.

Article X: Indemnification

Allowable Indemnification: DSAIA may, in its discretion and to the fullest extent allowed by applicable law, agree to indemnify any Director, officer or employee of DSAIA from any claim, suit, action, proceeding, prosecution, judgment, fine, loss, damage, and/or cost including reasonable attorney's fees, arising from liability resulting from actions taken pursuant to and within the scope of DSAIA Bylaws and reasonably believed to be in the best interest of DSAIA. With regard to criminal actions, DSAIA may indemnify any Director, officer or employee of DSAIA if the actions or omissions were performed with reasonable cause to believe that the conduct was: 1) in fact lawful; and 2) within the scope of DSAIA Bylaws; and 3) in the best interest of DSAIA.

Bar on Indemnification: DSAIA shall not be liable for, and shall not reimburse Directors, officers or employees for losses, claims, damages, liabilities or related expenses resulting from their actions involving willful misconduct or from actions that were not permitted by the terms of DSAIA Bylaws.

Determination: The determination to indemnify shall be made:

(a) By the Board of Directors by majority vote of a quorum consisting of Directors not at

the time parties to the proceeding;

(b) If a quorum cannot be obtained under paragraph (a) of this subsection, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding.

Extension Beyond Term of Office: The protections offered by this indemnification section survive the term of office for Directors and officers for actions and omissions taken during the Director or officer's term of office.

Insurance: DSAIA may purchase and maintain insurance to address liability asserted against or incurred as a result of the actions or omissions of Directors, officers, employees or agents, whether or not DSAIA would have power to indemnify those persons against liability pursuant to these Bylaws.

Severability: In the event that any of the provisions of this Article X (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Article XI: Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more organized and qualified charitable, Down syndrome organizations to be selected by the Board of Directors.

Article XII: Amendments

Upon proposal by the Board of Directors, these bylaws may be amended, repealed, or altered, in whole or in part, by a simple majority vote at any meeting of the Board of Directors.