

Bylaws of the Connecticut Down Syndrome Congress, Inc.

Article I

Name and Principal Office of the Corporation

Section 1.1. The name of the corporation is Connecticut Down Syndrome Congress, Inc. (hereinafter the “Corporation”).

Section 1.2. The principle office of the corporation shall be at such locations as established by the Board of Directors.

Article II

Members

Section 2.1. Membership may be obtained on application to the Secretary or his or her designee.

Section 2.2. Membership may be on either an individual or a family basis. A family membership shall entitle both the head of the family and the spouse or life partner to hold office and vote. Spouse for the purposes of this section means spouse as defined in the current General Statutes.

Section 2.3. A member in good standing is one whose dues are not delinquent or have been waived.

Section 2.4. Members whose dues have not been waived and who are in arrears for five (5) months shall be dropped from the membership roll and shall not receive the benefits of membership.

Section 2.5. Members in good standing shall be eligible to hold office and to vote on all questions at general membership meetings. Paid staff shall be excluded from positions on the Board or as Officers.

Section 2.6. Management of the organization shall rest with the Board of Directors. Any action of the Board of Directors shall be subject to review by the membership by request of Members constituting 10% of the membership filed with the President or Secretary of the Corporation. Upon the filing of such a request for review, a regular or special meeting of the membership shall be noticed within two weeks and shall be held within four weeks of the filing of the request for review. At the meeting called, an action of the Board of Directors may be altered or rescinded by a two-thirds (2/3) vote of Members present provided no rights of third parties are affected.

Article III
Dues

Section 3.1. Members shall pay yearly dues, the amount to be determined by the Board of Directors. A family membership shall be considered a single membership for the purpose of determining the amount of dues to be paid.

Section 3.2. The Board of Directors may at their option establish a fee schedule for different categories of membership provided that all categories of membership shall equally enjoy all the benefits and rights set forth in these Bylaws.

Section 3.3. Annual dues are payable on October 1 of each year, or 12 months after the initial free membership. They will become finally due on February 28 of each year with a membership expiration occurring as of March 1.

Section 3.4. The Board of Directors may waive dues in special cases when the payment of dues would constitute a hardship as determined by the Board of Directors.

Article IV
Meetings

Section 4.1. Regular meetings of the membership shall be held at intervals that shall be determined by the Board of Directors but no fewer than one (1) meeting year shall be held. The Secretary shall notify members no less than two (2) weeks prior to the date of the meeting, except for emergency meetings.

Section 4.2. A quorum shall consist of the Members entitled to vote, present in person or by proxy at any meeting of Members.

Section 4.3. Every member entitled to vote or execute consents, waivers or releases may do so either in person or by one or more agents authorized by a written proxy executed by him. A photographic or similar reproduction of a proxy or a telegram, cablegram, wireless, email or similar transmission of a proxy sent by such a person is a sufficient writing.

Article V
Fiscal Year

Section 5.1. The fiscal year shall begin June 1 and end May 31 of each year, or upon application to the IRS, any other period the Board deems appropriate.

Article VI
Board Of Directors

Section 6.1. The board of directors shall be elected by the general membership. It shall consist of not less than ten and not greater, than thirty members. At least one director shall be elected from each of the eight counties, in Connecticut: Fairfield, Hartford, Litchfield, Middlesex, New Haven, New London, Tolland and Windham. If at least one director is not elected from each of the eight counties those positions will be filled by alternate directors until such time as they are filled by duly elected directors. The remaining may be selected at large. The Board of Directors shall be elected from the general membership consisting of a majority of the Directors being parents or family members of persons with Down syndrome.

Section 6.2. Any member of the organization in good standing shall have the right to attend and speak at any meetings of the Board of Directors but shall not vote unless they are also members of the Board.

Section 6.3. The annual meeting of the Board of Directors for the election of the Officers and for the transaction of such other business as may properly come before it shall be held in October of each year, at the place at which the annual meeting of the members shall be held, and shall be held immediately following such meeting. At least 2 weeks notice of the annual meeting shall be given to the membership.

Section 6.4. Regular meetings of the Board shall be at least four times per annum, once per calendar quarter, including the annual meeting, on such days and at such places as shall be designated by the President or, in his or her absence, by the President Elect, or by the Treasurer.

Section 6.5. Upon the request of at least three board members, the President, the Secretary or the Treasurer may call special meetings of the Board on not less than two weeks notice unless otherwise waived. Special meetings may be held via telephone or other teleconference means agreed by at least two-thirds of the members of the Board or Directors.

Section 6.6. The presence at any meeting of the Board of Directors of not less than one-third of the number of Directors elected pursuant to these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business; provided, however, that any such quorum shall include the President or the President Elect or the Treasurer. At the regular quarterly meetings the quorum shall attend in person.

Section 6.7. 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 consultants, special guest speakers and such other employees as the Board may deem appropriate. Members of the Board shall serve without pay, but may be reimbursed, upon prior approval of the Board, the President, the Secretary or the Treasurer, for out-of-pocket expense necessary to conduct the affairs of the organization.

Section 6.8. Upon a vote of a majority of the remaining members of the Board of Directors, a member of the Board of Directors who has missed three consecutive Board meetings may be removed from the Board of Directors.

Section 6.9. A Director may be removed with or without cause by a two-thirds majority vote of the entire Board at a meeting of the Board duly called for such purpose.

Section 6.10. If the office of any Director shall be vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining Directors, even if less than a quorum, may, select a successor(s) for the unexpired term of each such Director.

Section 6.11. The President shall serve as Chair of the Board of Directors and the Past President (immediate) shall serve as the Vice Chair of the Board of Directors.

Section 6.12. Every Director entitled to vote or to execute consents, waivers or releases may do so either in person or by one or more agents authorized by a written proxy executed by him or her. A photographic or similar reproduction of a proxy or a telegram, cablegram, wireless, email or similar transmission of a proxy sent by such a person is a sufficient writing.

Section 6.13. Each member of the Board of Directors shall serve on a committee or serve as an officer or serve as a professional advisor.

Article VII **Terms of Office**

Section 7.1. Directors shall serve for a term of two years commencing at the date of the meeting at which they are elected and ending two years later or until qualification of their successors.

Section 7.2. Directors shall be elected to staggered terms. Each year one half of the Board of Directors Positions shall be subject of reelection.

Section 7.3. All Officers shall serve for a term of two years beginning at the date of the meeting at which they are elected and ending two years later or until the qualification of their successors.

Section 7.4. No Officer may be elected to the same position for more than two consecutive terms.

Section 7.5. All vacancies in the elective positions shall be filled for the unexpired term by persons elected by the Board of Directors.

Article VIII **Duties of Officers**

Section 8.1. The corporation shall have as executive officers a President, a Past President (immediate), -a President-Elect, Treasurer, and Secretary, each of whom shall be elected by the Board.

Section 8.2. The Board may, in its discretion, create from time to time such other offices it deems necessary and advisable for the carrying on of the business of the Corporation.

Section 8.3. The officers shall have the respective powers and duties which customarily appertain to or are incidental to their respective offices, including but not limited to those set forth hereinafter, and, in addition, such powers and duties as the Board may from time to time designate and confer. Officers shall serve without pay but may be reimbursed for out-of-pocket expenses.

Section 8.4. The President, President Elect, Secretary and Treasurer shall be selected from among the members of the Board of the Corporation.

Section 8.5. The President shall have the responsibility for the day-to-day management of the activities of the corporation subject to the control of the Board. Unless otherwise delegated by the Board to a chairman, the president shall preside at meeting of the Board and perform such other duties as the board may prescribe.

Section 8.6. Unless otherwise delegated to another officer by the board, the Secretary shall cause all notice(s) of the meeting of the board to be given and shall keep true and complete records of the proceedings of all such meetings. The Secretary shall be custodian of the seal and records of the Corporation and shall file any written consents to corporate action together with such records. The Secretary shall also perform such duties as the Bylaws may provide or as the Board may prescribe.

Section 8.7. The Treasurer shall keep correct and complete records of account accurately showing at all times the financial condition of the Corporation. Subject to the direction of the board, the treasurer shall be the legal custodian of all monies, notes, securities and other valuables that may from time to time come into the possession of the corporation. The Treasurer shall promptly deposit in the name of the corporation all funds pf the corporation coming into his hands in the depository or depositories as may be designated by the Board. The Treasurer may be bonded in an amount to be determined by the board of directors. The Treasurer shall present an annual report to the membership immediately preceding the close of his term, listing all receipts and disbursements by budget categories. The Treasurer shall provide a statement of cash on hand and checking and savings accounts to the board at each meeting of the board.

Section 8.8. The compensation of agents and employees of the Corporation shall be such as may from time to time be fixed by the Board or by the President, if the Board shall have conferred such authority upon the office of the President; but no agent or employee of the Corporation shall at any time receive or to be entitled to receive any compensation or any pecuniary profit from the operations of the corporation, except as to reasonable compensation for services actually rendered to or on behalf of the corporation.

Section 8.9. Any Officer may be removed with or without cause, from such office by a two-thirds (2/3) vote of the majority of the disinterested members of the Board at a meeting of the Board called for such purpose.

Section 8.10. Any Officer or Director may resign at any time by giving written notice to the Board or to the President or Secretary of the corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

Section 8.11. In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any officer of the corporation, the vacancy so created may be filled by the Board.

Article IX **Elections**

Section 9.1. Members of Board of directors shall be elected at the annual elections by the general membership by written vote and shall take office immediately following the annual meeting. Officers shall be elected at the annual meeting of the Board and shall take office immediately following their election.

Section 9.2. Nominations for Members of the Board of Directors shall be accepted from the Nominating Committee and from the membership. All nominees shall be Members in good standing who have given consent to their respective nominations.

Article X. **Committees**

Section 10.1. There shall be an executive Committee of the Board of Directors, the membership of which shall not exceed ten in number and shall consist of the President, the Past President (immediate), the President Elect, the Treasurer, the Secretary and other members nominated by the president and approved by the Board of Directors. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors (Other than the power to, amend, or repeal these Bylaws or any other matters limited by specific resolution of the Board of Directors) in all cases in which specific directions shall not have been given by the Board of Directors; provided, however, that no substantive decision of the Executive Committee shall be effective if disapproved by the Board of Directors unless made pursuant to a specific standing resolution of the Board of Directors. The Executive Committee may fix its own rules of procedure, but shall meet at the request of the President or any three Members of the Executive Committee. At every meeting of the Executive committee, the presence of not less than one-third of the members of the Executive committee shall be necessary and sufficient to constitute a quorum for the transaction of business. All matters coming before the Executive Committee shall be decided by the affirmative vote of a majority of Executive Committee members present thereat. The Executive Committee shall have

the power to fill any vacancy in its own number, but and director so chosen shall serve ad a Member of the Executive Committee only until the next meeting of the Board of Directors.

Section 10.2. There shall be a Nominating Committee, the members of which shall consist of a Chairman appointed by the President and such additional members appointed by the President with the approval of said Chairman, all of whom shall hold office for such periods as the Board of Directors shall determine. The Nominating Committee shall nominate candidates for offices and directorships by submitting a list of nominees to the membership and the Board of Directors at their annual meetings. The list of nominees shall include those persons whose names were submitted to the membership and the Board of Directors at a time not less than seven days prior to the annual meeting and any other persons whose names were submitted to the Nominating Committee by a written petition signed by no less than ten members or Directors, which petitions shall have been submitted at a time not less than two days prior to the annual meeting.

Section 10.3. The Board of Directors from time to time may determine other committees, boards and councils, which shall have such powers and the members of which shall hold office for such periods as the Board of Directors from time to time may determine. Each committees, board and council the shall consist of a Chairman appointed by the president with the approval of the Board of Directors and such additional Members appointed by the President with the approval of said Chairman. The rules of procedure of such committees, boards, and councils shall be determined from time to time by the Board of Directors, or if authorized by the Board of Directors, by the respective committees, boards and councils. Any such committee, board or council may be abolished or any member thereof removed, with or without cause, at any time by the Board of Directors and all such committees shall be subject to these Bylaws including those provisions dealing with notice of meeting and voting thereof.

Article XI **Affiliation**

Section 11.1. The Board may establish policies and procedures for and enter into agreements of, affiliation between this organization and other groups and organizations whose purposes are similar to those of the organization.

Article XII **Parliamentary Authority**

Section 12.1. Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and Bylaws.

Article XIII
Media Material

Section 13.1. The Board may authorize production and dissemination of printed and other media materials as is necessary and financially feasible to communicate information about Down syndrome or the corporation to members, the press, broadcast media, medical community, educators and others and to otherwise carry out the purposed of the organization.

Section 13.2. Only the President, the Secretary or the Treasurer shall make written communications with the media stating official positions. The official position shall be subject to the approval of the Board of Directors.

Section 13.3. The President, or other officer if approved by the Board, shall be the spokesperson for the organization to the broadcast media on issues that require an official position of the organization.

Article XIV
Indemnification and Reimbursement

Section 14.1. The Board of Directors, regardless of the adverse interest of any or all of the Directors, may to the extent the Board deems reasonable, authorize the indemnification and reimbursement of any person made a party to an action, suit or proceeding by reason of the fact that he or she, or a person whose legal representative, heir or assignee he or she is, is or was a Director, Officer or employee of the corporation, for expenses, including attorney's fees, and for the amount of any judgment, money decree, fine, penalty or settlement for which he or she may have become actually liable in connection with the defense or reasonable settlement of any actions, suit or proceeding, or any appeal therein, except in relation to matter as to which such Director, Officer or employee is finally adjudged in such action, suit or proceeding to be liable for any action taken, or any failure to take any action that (a) involved a knowing and culpable violation of law by the Director, Officer or employee, (b) enabled the Director, Officer, employee or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive and improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director, Officer or employee to the Corporation under circumstances in which the Director, Officer or employee was aware the his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to be an abdication of the Director's, Officer's or employee's duty to the Corporation. This Section shall not affect any right to which such Director, Officer or employee is entitled under any statute, agreement, or vote of members otherwise.

Section 14.2. Notwithstanding any provision hereof to the contrary, the corporation shall not indemnify any Director, Officer, employee or agent against any penalty excise taxes assesses against such person under Section 4958 of the Internal Revenue Code.

Article XV
Insurance

Section 15.1. The Board of Directors is authorized to procure such policies of insurance as it may from time to time deem necessary or appropriate, including, without limitation, officers and directors liability insurance, casualty insurance and property insurance.

Article XVI
Amendments

Section 16.1. These Bylaws may be amended or repealed and a new Bylaw or Bylaws may be made by a vote of not less than a majority of the number of Directors then in office taken at a Board of Directors meeting the notice or waiver of notice of which shall have specified or summarized the changes proposed to be made.

Amended by the Board of Directors November 8, 2008