

# **Down Syndrome Association of Northern Virginia**

## **By-Laws**

### **Article I**

#### **Name**

The name of this organization shall be the Down Syndrome Association of Northern Virginia (DSANV).

### **Article II**

#### **Mission Statement**

The mission of this organization shall be to ensure that all individuals with Down syndrome and their families receive the support necessary to participate in, contribute to and achieve fulfillment of life in their community.

### **Article III**

Northern Virginia is defined by DSANV as Arlington, Fairfax, Loudon, Prince William, Spotsylvania, Stafford and Fauquier Counties and the Cities of Fairfax, Alexandria, Falls Church, Fredricksburg, Manassas City and Manassas Park.

### **Article IV**

#### **Non-Profit Organization**

DSANV will operate as a non-profit organization under the laws of the Commonwealth of Virginia with all financial activities supervised by the Board of Directors and/or its designee.

### **Article V**

#### **Equal Access to Services**

DSANV shall make available its services to individuals with Down syndrome and their families without regard to race, creed, age, color, sexual orientation, ancestry, national origin or level of disability.

### **Article VI**

#### **Employees of DSANV**

The Board of Directors may establish policies and procedures for its employees consistent with the goals and objectives of DSANV. DSANV shall be an Equal Employment Opportunity employer.

## **Article VII Membership**

Section 1 Membership. Membership may be obtained by application to the Board of Directors of DSANV. The Board shall consider such membership of any applicant at the Board meeting immediately following receipt of that application.

Section 2 Membership. Any individual with Down syndrome, parent, relative, friend, or professional interested in improving the quality of life of persons with Down syndrome, may be a member of the Down Syndrome Association of Northern Virginia.

Section 3 Property Rights. Members shall not have any property rights in the assets of DSANV.

Section 4 Eligibility for Voting and Office. A member in good standing is one who has applied to the organization and been accepted by the Board. The Board reserves the right to deny membership. Except as specified above, a member in good standing is eligible to hold office and vote.

Section 5 Membership List. DSANV shall keep a membership list containing the names and address of each member. This list will remain for DSANV use only except upon approval of the Board, at which time it could be shared with organizations with a similar mission.

## **Article VIII Annual Meeting**

An annual General Membership meeting shall be held at a time and place to be determined by the Board. At the General Membership meeting, the Officers and Directors of the Board whose terms have expired shall be elected by a majority of ballots submitted either in person or by mail or the President may call for a voice vote instead of a ballot.

The time and place of the General Meeting shall be announced to the membership by electronic or other means no later than 30 days prior to the date of the General Meeting.

## **Article IX Board of Directors**

Section 1 Authority. The Board of Directors, hereinafter referred to as the Board, shall have the authority to control and manage the affairs and property of DSANV, to adopt rules and regulations governing the actions of the Board, officers, staff, and volunteers and to create, operate and dissolve committees. The Board shall have authority to engage such employees, consultants, contractors, etc., as it deems necessary and proper to carry out the purposes of DSANV as set forth in these By-Laws.

In addition to the powers and authority expressly conferred upon it by these By-Laws, the Board may exercise all powers of DSANV and do all such lawful acts and things as are not prohibited by law or by these By-Laws.

Section 2 Number of Directors. The Board of Directors shall consist of no less than five Directors, with a maximum of fifteen (15) Directors. The Board shall include at least one individual with Down syndrome as a Board Member.

Section 3 Elections. Directors shall be nominated in a manner approved by a majority of the Board. The members of DSANV shall vote on nominated individuals at the DSANV annual general membership meeting to serve for three year terms. The terms shall begin at the close of the annual meeting at which they are elected, and will end at the close of the annual meeting three years thereafter.

Section 4 Authority to Transact Business. So long as the President provides notice containing details on the time and place of a Board meeting to all Directors one week before a Board meeting, and provides an agenda 5 days before and a minimum of a majority of the Directors in office at that time are present, the number of Directors present at a Board meeting shall be sufficient to constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Bylaws. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum is established. Board meetings may be held by teleconference, in which case a Director shall be considered present by calling in to the teleconference. Delivery of the call-in telephone number shall be considered notice of the place of the meeting. Notices may be given by email.

Section 5 Vacancies. Vacancies in the Board which occur between annual meetings may be filled by two-thirds vote of the remaining Board members for a term to expire at the Annual Meeting.

Section 6 Removal. The Membership may vote by majority at any duly called meeting to remove a Board member. Removal of a Board member may be based on any one of the following criteria:

- (a) Absence from three consecutive Board meetings or six Board meetings a year;
- (b) Failure to fulfill specified duties;
- (c) Conflict of interest, disloyalty, unbecoming conduct, or any public action or statement bringing discredit to DSANV.

Section 7 Resignation. A Director may resign by giving written notice to the President.

Section 8 Compensation. Directors shall not be compensated for their work as Directors. This prohibition shall not prevent the compensation of Directors for services rendered other than for their service as Directors.

## **Article X Officers**

Section 1 Titles and Elections. DSANV shall have a President, a Vice President, a Treasurer and a Secretary. Officers shall be nominated and elected by a majority of the members of the Board of Directors. Each officer will serve a term of one year with the possibility of reelection for additional terms. These officers shall perform the duties prescribed by these By-Laws.

Section 2 President. The President shall serve as the official representative of DSANV and as its spokesperson on matters of policy and positions. The President shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of DSANV, preside at all meetings of the Board of Directors, and shall have such other powers and duties as are designated in accordance with these By-Laws and as may be assigned by the Board. Expenditures in excess of \$1,500 shall require the approval of a majority of the Board. This may be accomplished by email or conference call in an emergency situation. The President shall serve as Ex Officio member of all DSANV committees.

Section 3 Vice President. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President shall perform such other duties as assigned by the Board or the President.

Section 4 Secretary. The Secretary shall keep minutes of all meetings of the Board, shall be the custodian of DSANV records, shall give notices as are required by law or by the By-Laws, or any duties which may be assigned by the Board or the President.

Section 5 Treasurer. The Treasurer shall have charge and custody of all funds of DSANV, shall ensure that all funds are deposited as required by the Board, shall ensure that adequate and correct accounts of DSANV properties and business transactions are kept and maintained, shall render reports and accounting to the Board as required by the Board, or by law, and shall perform in general all duties assigned by the Board or the President. Any checks over \$2500 will require the signatures of the Treasurer and an additional board member. The Treasurer and President will review monthly bank and credit card statements.

Section 6 Agents. Other agents of DSANV may be appointed by the Board as it deems necessary and shall serve at the pleasure of the Board. They shall have only such authority and shall perform only such duties as shall be delegated to them by the Board.

Section 7 Vacancies. Vacancies in officer positions which occur between annual meetings may be filled by majority vote of the Board for the remainder of the term of the vacancy.

Section 8 Removal. Any DSANV officer may be removed by two-thirds vote of the full Board then in office. Removal shall be effective immediately after the Board completes voting on removal of the officer. Removal of an officer may be based on any one of the following criteria:

- (a) Absence from three consecutive Board meetings or six Board meetings a year;
- (b) Failure to fulfill specified duties;
- (c) Conflict of interest, disloyalty, unbecoming conduct, or any public action bringing discredit to DSANV.

Section 9 Resignation. An officer may resign by giving written notice to the President or the Board.

Section 10 Compensation. Officers shall not be compensated for serving in the capacity of officer. This prohibition shall not prevent the compensation of officers for services rendered other than for their service as officers.

## **Article XI Investment Committee**

Section 1. Purpose. The Investment Committee shall be established to determine the best plan, method and strategy for investing any and/or all funds of DSANV.

Section 2. Structure. The committee shall consist of the President, The Vice President and The Treasurer. Additionally, the Board shall have the ability to appoint two additional members of the committee who are not currently members of the Board.

Section 3. Authority. The committee shall have the power to invest whatever funds the Board of Directors authorizes. They shall have the power to consult with and work with investment advisors or other relevant persons to determine the best course of action. In order to hire an advisor, the Board must approve by its standard rules and procedures.

Section 4. Reporting to the Board of Directors. The investment committee shall provide, at a minimum, a quarterly report to the Board of Directors. Any investment over \$25,000 must be presented to and approved by the Board by its standard rules and procedures.

## **Article XII Indemnification**

Section 1 A director or officer of the Corporation will under no circumstances have any personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer except for those breaches and acts or omissions with respect to which the VNCA, as then in effect, or other applicable law, expressly precludes such elimination or limitation of such personal liability of directors. The Corporation will, to the fullest extent permitted or required by the VNCA, as then in effect, or by other applicable law, indemnify any and all persons to whom it will have power to indemnify under the VNCA, as then in effect, or by other applicable law, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the VNCA, as then in effect, or by other applicable law, and the indemnification provided for herein will not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote by members (if any) or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person. Such right will include the right to be paid by the Corporation expenses incurred in investigating or defending any such proceeding in advance of its final disposition to the maximum extent permitted under the VNCA, as then in effect or by other applicable law. If a claim for indemnification or advancement of expenses

hereunder is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant will also be entitled to be paid the expenses of prosecuting such claim. Neither the failure of the Corporation (including its Board) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs or defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board) that such indemnification is not permissible will be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In furtherance hereof, the Board is expressly authorized to amend the Corporation's Bylaws (the "Bylaws") from time to time to give full effect hereto. Neither the modification or repeal of this Section nor any amendment to the VNCA that does not have retroactive application will limit the right of directors and officers to exculpation from personal liability for any act or omission occurring prior to such amendment, modification or repeal or to indemnification hereunder with respect to any act or omission occurring prior to such modification, amendment or repeal. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Section.

Section 2 The private property of the incorporator, directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever. Director and officer liability is hereby eliminated to the extent permissible under the VNCA, as it now exists or may be hereafter amended, and pursuant to any other applicable law.

Section 3 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.

Section 4 Insurance. DSANV 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 DSANV would have power to indemnify those persons against liability pursuant to these By-Laws.

Section 5 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 XIII**

#### **Audit**

In any fiscal year in which DSANV expenditures exceed \$200,000, or every other year when expenditures exceed \$100,000, at least 60 days before the close of the fiscal year, which date shall be determined by the Board, the Board shall retain an auditor who shall be responsible for preparing DSANV's Annual Financial Report.

**Article XIV**  
**Amendment and Rescinding of By-Laws**

Section 1      Rescinding Prior By-Laws. By adopting these By-Laws, all By-Laws of DSANV or Parents of Children With Down Syndrome of Northern Virginia (PODS) existing prior to the adaptation of these By-Laws are rescinded.

Section 2      Amendment of By-Laws. These By-Laws may be amended at any regular meeting of the Board of Directors at which business may be transacted pursuant to Article IX Section Four by a majority vote of those present, provided that the amendment has been submitted in writing to each Board member at least one week prior to the Board meeting.

Section 3      Amendment of Articles of Incorporation. The Articles of Incorporation of DSANV may be amended at any regular meeting of the Board of Directors at which business may be transacted pursuant to Article VIII section four by a majority vote of those present, providing that the amendment has been submitted in writing to each Board member at least one week prior to the Board meeting.

**Article XV**  
**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 DSANV. None of the assets will be distributed to any member, officer or Board member. Recipients of said assets shall be chosen by the Board of Directors at its final meeting.