

DOWN SYNDROME ORGANIZATION OF SOUTHERN NEVADA (DSOSN)
HEREIN AFTER REFERRED TO AS THE "ORGANIZATION"
BYLAWS

ARTICLE I-MEMBERSHIP

Section 1-Categories of Membership

- I. **Category 1: Persons Diagnosed with Down syndrome:**
All persons diagnosed with Down syndrome are eligible to be members, and will become and remain members, upon being registered.
 - II. **Category 2: Family Members:**
Family Members are immediate family members (parents, brothers, sisters) of persons diagnosed with Down syndrome, and will become members in good standing, upon being registered.
 - III. **Category 3: Supporting and/or Advocating Members:**
Supporting or Advocating Members are persons who do not fall into Category 1 or 2 above, but may apply to become members of the Organization, and will become members in good standing, unless the Board of Directors (BOD) has good cause to deny membership of any applicant in this Category.
- NOTE:** A member is said to be registered, when he/she, or where applicable, a person of the age of 18 years or older, acting on his/her behalf, submits the required Membership Application Form. All Supporting/Advocating Members with intellectual developmental disabilities (IDD) shall enjoy all the rights/privileges to programs offered by the Organization, similar to members in Category 1.
- IV. **Members in Good Standing:** Every member who is diagnosed with Down syndrome will always be considered, and deemed to be, a member in good standing. All other members will also be presumed, and deemed to be members in good standing, unless there is evidence to support, or the totality of the facts and circumstances pertaining to the actions of any such member, are sufficient to objectively conclude that that said member has been engaged in any malicious activity, or a pattern of conduct, that is determined by the BOD to be prejudicial to the interest of the Organization. In any case where such a determination is made by the BOD, the Secretary shall initiate the process to take appropriate action in a manner, and within the guidelines provided in Section 4-Termination, below.

Section 2-Annual Dues

The registration of members shall be free and no annual membership fees are required to remain a member in good standing. However, to support the programs and operational cost of the Organization, based upon their financial means and ability, all members are encouraged to make monthly or quarterly financial donations to the Organization, and to actively participate in/contribute to, the Organization's fundraising activities/events.

To the extent that the BOD determines that it is necessary, upon a majority vote of the BOD members present at a meeting, the BOD may propose to the general membership that the payment of membership dues be instituted for all members. Having agreed upon the proposal, the BOD shall give at least three (3) months' notice to the general membership to attend a Special Meeting, where the single purpose will be for the general membership to vote on the proposal. However, under no circumstances will the payment of membership dues apply to the members as defined in Category 1 (Section 1 of this Article, above), or to any other member, who, as provided for by these Bylaws, enjoys the rights and privileges of the members defined in Category 1.

Section 3-Rights of Members

All members are entitled to participate in, and have access to, any and all services provided by the Organization, including programs, social/recreational activities, and fundraising events.

Section 4-Termination

Any member whose actions are prejudicial to the interest of the Organization or individuals diagnosed with Down syndrome and other IDD, may be expelled, or otherwise sanctioned by the BOD as provided for under the following conditions:

- I. A member may bring a written complaint against another member for any of the following conduct: conflict of interest; dereliction of duty; dishonesty; unethical behavior; inappropriate and/or grossly insensitive comments; sexual harassment, or any other action that is reasonably deemed to be unbecoming of a member by the BOD.
- II. Upon receipt of the written complaint, the Chairperson shall share the content of the complaint with the other BOD members, and notify the concerned member of the complaint.
- III. Depending upon the seriousness of the complaint, and/or urgency of the matter, the Chairperson shall schedule a hearing of the matter before the BOD at a Special Meeting, but no later than the next Regularly Scheduled Monthly Meeting, to conduct a hearing on the matter. However, if after reviewing and objectively evaluating the facts as contained in the written complaint, the Executive Committee determines that the complaint is of a frivolous nature, and/or otherwise lacks merit, the Chairperson need not conduct a hearing on the matter. Instead, the Chairperson shall notify the complainant that the complaint was received, and that the matter was "appropriately addressed" by the Executive Committee.
- IV. In preparation for the hearing, a full and complete copy of the complaint shall be provided to the concerned member, with a request to appear in person at the hearing and answer/respond to the complaint as made.
- V. All contents of the complaint, and the fact that a written complaint has been made, shall be treated with the strictest of confidentiality by the Chairperson and BOD members, until after the matter has been heard and a decision made by the BOD.
- VI. The Chairperson shall preside over the hearing. The process will include a presentation of the facts supporting the complaint by the member who brought the complaint; a response from the concerned member, and relevant questions from BOD members.
- VII. Upon hearing of the complaint, the BOD members present shall vote as to whether the complaint was "Proven," or "Not Proven." All matters voted on in such a hearing shall be decided upon by a simple majority.
- VIII. If the complaint was Proven, the BOD members present shall vote as to whether the concerned member should be expelled from the Organization, or otherwise sanctioned. In this case, sanctions may include the removal from a particular position; suspension for a period of time, not to exceed six months; placed on probation for a period of time, not to exceed six months, or a written reprimand. The decision to sanction the concerned member must be based upon the totality of the facts and circumstances surrounding the complaint, the nature of the complaint, and the established motivation of the complaining member for bringing the complaint to the attention of the BOD.
- IX. If the BOD determined that the complaint was Not Proven, the fact that the complaint was brought, and the contents of the complaint, will remain confidential. No public disclosure of the complaint shall be made by any member of the BOD.
- X. If the BOD determined that the complaint was Proven, the Chairperson may notify the general membership, but only to the extent that the concerned member was expelled or removed from a particular position "For Cause."
- XI. In cases where a complaint was found to have been Proven, all relevant documents pertaining to the complaint, hearing, and decision of the BOD, must be stored and kept for at least five years, in the personnel confidential files of the Organization.
- XII. If the complaint was Not Proven, the BOD has the discretion to retain the relevant documents for future reference, or to dispose of the documents at a time, and in a manner, as determined by the BOD.

NOTE: A minimum of five BOD members, including the Chairperson, must be present to form a quorum for the purpose of hearing and deciding upon a written complaint brought against a member.

ARTICLE II-MEETINGS OF MEMBERS

Section 1-Definition of BOD Meetings

- I. **Regularly Scheduled Monthly Meetings:** The BOD shall meet once a month, at an agreed time and place. Unless a BOD member has notified the Chairperson of an excused absence, each BOD member shall attend at least eight (8) of the twelve (12) Regularly Scheduled Monthly Meetings in person.
- II. **Special Meetings:** When it is deemed necessary to address a matter before the BOD between Regularly Scheduled Monthly Meetings by the Chairperson, or if requested by one-third of the BOD members, the Secretary shall send a notice to the BOD and the general membership, announcing the date, time, and location of a Special Meeting. BOD members may elect to attend Special Meetings remotely, as provided for under Section 3 of this Article below.
- III. **Emergency Meetings:** Where it is so determined by the Chairperson, or by any two members of the Executive Committee, that the matter to be discussed before the BOD is critical, or is of extreme urgency, the Secretary shall send notice to the BOD announcing the date, time, and location of an Emergency Meeting. BOD members are generally required to attend Emergency Meetings in person, but upon request, may attend remotely, with the approval of the Chairperson.

NOTE: Unless specifically provided for by these Bylaws, all meetings shall be open to the general membership, and any member may speak and/or otherwise participate in the meeting, except where the Chairperson (or in his/her absence, the Vice Chair) determines that the meeting, or any portion of the meeting, should be restricted to the attendance of BOD members. When such a determination is made, all non-BOD members shall be prohibited from attending and/or further participating in the meeting.

Section 2-Annual General Meetings

An Annual General Membership Meeting (AGMM) shall take place in the month of April, and the specific date, time, and location, be designated by the BOD. The Chairperson shall preside over the AGMM. The agenda, which must be provided to members prior to the meeting, should include, but not necessarily limited to, the following contents:

- I. The presentation of a "State of the Organization Report" by the Chairperson.
- II. A "Comprehensive Fiscal Status Report" (including the results of recent financial audits) by the Treasurer.
- III. Presentations/Reports from the Standing Committees and Ad Hoc Committees.
- IV. Presentation by the Nominating Committee regarding BOD vacancies and the nomination/election process (the Chair of the Nominating Committee shall coordinate the process for all matters voted on at the AGMM, including the voting of new/returning members to the BOD).
- V. Adequate time for Q&A participation by the general membership.

Section 3-Remote Meetings

While it is most desirable that members attend all meetings in person, unless in-person attendance is mandated by these Bylaws, or so determined by the Executive Committee, members may elect to attend a meeting remotely (any typical internet/cellular video/audio virtual meeting service utilized by the BOD), under the following conditions:

- I. The Chairperson scheduled the meeting to be held remotely; be it a Regularly Scheduled Monthly Meeting, a Special Meeting, an Emergency Meeting, or an AGMM.
- II. Circumstances render it most convenient for the member to attend remotely.
- III. **Facilitation of Remote Meetings:** To facilitate Remote Meetings, the BOD shall subscribe to a reputable online virtual meeting service, and provide the necessary audio/visual equipment to accommodate the remote attendance and full participation of members in all aspects of the meeting. In all Remote Meetings, the Secretary shall be responsible for the following:
 - Cause the date and time of the meeting to be posted for all attendees as required by these Bylaws.

- Provide an online link address to the Remote Meeting at the time the meeting was announced.
- Circulate an electronic copy of the meeting's agenda to all persons attending remotely.
- Exercise management and control over the Remote Meeting to ensure proper identification of all attendees; keep a roster of attendees; verify membership status for voting purposes, and control the audio/video feed of attendees to ensure the orderly conduct of the meeting.

Section 4-Notice of Meetings

In addition to any other means that may be utilized by the Secretary to announce the meetings, the notice of all meetings, and related agenda, shall be sent via email to all members on the general membership roster, as specified below:

- I. **Regularly Scheduled Monthly Meetings:** Notice of all Regularly Scheduled Monthly Meetings shall be announced by the Secretary no later than two weeks prior to the date of the meeting (agenda to be circulated five (5) days before the meeting).
- II. **Special Meetings:** Notice of a Special Meeting shall be announced by the Secretary at least 10 days before the meeting (agenda to be circulated five (5) days before the meeting).
- III. **Emergency Meetings:** Notice of an Emergency Meeting shall be announced by the Secretary as soon as practical, after being notified by the Chairperson (agenda to be circulated by the Chairperson).
- IV. **Annual General Membership Meetings:** While it has been established by these Bylaws that AGMMs shall be held in the month of April, notice of the date, time, and location shall be published by the Secretary at least 30 days before the meeting (agenda to be circulated five (5) days before the meeting).

Section 5-Quorum

The members present at any properly announced Regularly Scheduled Monthly Meeting, Special Meeting, Emergency Meeting, or the AGMM, shall constitute a quorum, except as provided for by the "NOTE" in Article I, Section 4, XII, above.

Section 6-Voting

- I. In all instances where members are required to vote on a matter pertaining to the Organization, each member, who must be a member in good standing, shall have one vote. In the case of members under the age of 18 years old, or any member, who, because of their medical diagnosis is considered by a family member to be unable to vote; or is unable to understand the matter sufficiently and competently so as to vote on the issue at hand; or who is otherwise unable to make a decision to vote on his/her own behalf; any such family member present at the meeting may vote on behalf of that said member.
- II. Except as it relates to the amendment of these Bylaws (as provided for in Article V below), and as it relates to the voting of candidates to the BOD at AGMM (Article III, Section 4 below), all issues to be voted on shall be decided by a simple majority of the registered members present at the meeting in which the voting takes place (a member may be present at a meeting in person, or remotely, as provided for in Article II, Section 3, above).
- III. A group of family members who fall in Category 2 (Article I, Section I-II above), shall collectively have only one vote. However, when combined with the vote of the family member in that group who is diagnosed with Down syndrome, this group of members will have two votes per family.
- IV. To vote on any matter pertaining to the Organization at the AGMM held in April, any previously unregistered member must register no later than the 31st day of March in that same year.
- V. Absentee votes will be accepted, providing the member notified the Secretary of their absence prior to the meeting; the vote is submitted before the votes on the matter at hand are counted, and the concerned member complied with other requirements provided by the Secretary related to the voting process.

ARTICLE III-BOARD OF DIRECTORS

Section 1-Board Role, Size, and Compensation

The BOD is responsible for overall policy and direction of the Organization, and delegates responsibility of the day-to-day operations to the staff and committees. Where it does not conflict with the Bylaws, or could otherwise be reasonably construed as an amendment to any provision of the Bylaws, the BOD may create policies and procedures for the administrative efficiency and operational effectiveness of the Organization, providing that any such policies or procedures must be approved by a majority of the BOD members present. The BOD shall consist of an odd number of General Directors, but not less than seven (7) and not more than seventeen (17) members. Providing, however, that four (4) of the BOD positions shall be reserved as "Appointed Member positions," and may be filled between AGMMs, as determined by a majority vote of members on the BOD. Accordingly, only 13 vacant BOD positions shall be made available at any time for voting at AGMMs. The General Directors shall annually elect the Executive Committee from their members, following the election of BOD members at the AGMM, and as vacancies occur. All BOD members shall play a leading role in fundraising activities, but they shall receive no compensation other than for reasonable expenses, providing prior approval was received from the Chairperson for those expenses, and original receipts are provided to the Treasurer, supporting the approved expenses (the BOD must first approve expenses incurred by the Chairperson before he/she is reimbursed).

Section 2-Terms

All BOD members shall serve a three-year term, and are eligible for re-election for one additional consecutive three-year term. After serving two terms, members may re-apply to join the BOD after 12 months. The Secretary shall keep records of all elected and appointed members to the BOD (including date first elected/appointed). Members who wish to be re-elected for additional terms must announce their intentions to do so prior to the relevant AGMM.

Section 3-Election and Appointment of Members to the BOD

A member may serve on the BOD, under the following conditions:

- I. **Elected Member:** An "Elected Member" of the BOD is one who has been duly elected to serve on the BOD at the AGMM. To meet the requirements, and to be eligible for election on the BOD, the candidate must have completed the Board of Directors Application/Nomination Form, and submit it directly or electronically to the DSOSN's office, any BOD member, or to the Nominating Committee, if the candidate was nominated at the AGMM. Upon review and acceptance by the majority members of the current BOD, the candidate shall be placed on the nomination list, and be presented as a BOD candidate at the AGMM. If a candidate is nominated and completes/submits the Form at the AGMM, the Nominating Committee will use the information provided on the Form to make a decision as to the suitability of the candidate to be placed on the nomination list. Upon being elected, the member shall become an "Elected Member" of the BOD, subject to the results of a background investigation. A candidate for the BOD need not be a member of the Organization prior to applying or nominated, but upon being elected, he/she will automatically become a member of the Organization.
- II. **Appointed Member:** An "Appointed Member" means and includes any person who has completed the application process as required for the Elected Member above, and who has been appointed by the majority members of the current BOD between AGMMs to fill an existing vacancy on the BOD. Appointed members will also automatically become members of the Organization, and be placed on the nomination list as BOD candidates at the next AGMM that follows their appointment. Appointed Members shall also have all the rights and privileges of an Elected Member, while serving on the BOD.

NOTE: It is the duty of the Secretary to ensure that the names of all members, including members who submit a Membership and/or BOD-Member Application/Nomination Form on/before the 31st day of March each year, are placed on the general membership roster. Regarding applications to become a

member of the BOD, and to develop proper procedures to ensure that the application process is designed to attract the most qualified candidates, the BOD may, from time to time, create and/or adopt any on-boarding policy that is befitting of the national nonprofit industry standards.

Section 4-Nominating Committee and Election Procedures

Prior to the AGMM, the Chairperson shall establish a Nominating Committee (made up of three members), and appoint a suitable person to Chair the Committee. It is most desirable that the Chair and members of the Nominating Committee are independent of the candidates, and be non-BOD members. In the absence of a neutral and independent Nominating Committee Chair, the Secretary may assume the role of the Chair for the Nominating Committee at the AGMM. The roles of the Nominating Committee, and the Election Procedures are as follows:

I. Roles of Nominating Committee:

- Announce the rules for the election and voting procedures for the election of BOD members at the start of the AGMM.
- Make available Board of Directors Application/Nomination Forms to candidates who are present at the meeting, and who have been nominated for a position on the BOD.
- Review the applications submitted by candidates at the AGMM, and based upon the eligible requirements as set forth by these Bylaws (Section 3 of this Article above), coupled with the information provided on the application form, select suitable candidates to be placed on the nomination list for election to the BOD.
- After reviewing the applications and a decision has been made as to the suitability of the candidates, announce the list of nominated candidates for election to the BOD.
- All candidates shall be given a maximum of two minutes to present themselves to the members in attendance at the AGMM. At a minimum, their presentations shall include a specific statement as to why they want to be a member of the BOD (new candidates); or list at least one specific accomplishment, and a statement as to why they want to serve an additional term on the BOD (Elected Members seeking a second term).

NOTE: The list of “nominated candidates” shall include all Elected BOD Members who have exhausted their term of office, and are eligible for a second term; all Appointed Members who have been serving on the BOD, pending election at the AGMM; all BOD candidates who submitted their applications prior to the AGMM, and all candidates who were nominated (completed/submitted the required application form) at the AGMM, and who have been selected by the Nominating Committee to be included on the list of nominated candidates. Providing, however, that no two nominated candidates can be related, and at no time can any member serve on the BOD if they are related to a currently serving BOD member. Furthermore, paid employees may attend BOD meetings as needed, but are prohibited from having a voting right on matters before the BOD.

II. Election Procedures:

The election guidelines for candidates to the BOD shall be in accordance with the provisions of Article II, Section 6 (Voting) above, except that the voting of candidates to the BOD will not necessarily be decided by a simple majority, but be based upon the following procedure:

- Each candidate shall be announced one at a time, and the general membership shall be asked to cast their votes by written ballots, for those in favor of the candidate being elected to the BOD (as the voting progresses, a member may vote for more than one candidate).
- In conjunction with the BOD, the Nominating Committee shall develop a process to ensure the privacy of the votes cast by registered members attending the AGMM remotely, if necessary.
- A member is elected to the Board, if he/she received a simple majority vote in the affirmative, of the votes cast for that particular member.

- In the event that two or more candidates are tied for the lowest vote, and an open vacancy exist, this information shall be announced to the membership, and votes be taken, one candidate at a time, until the open vacancy is filled.
- Following the election of members to the BOD at the AGMM, at the earliest date/time possible, the BOD shall meet privately to elect the Executive Committee.

NOTE: To ensure that the voting at AGMMs is conducted in an orderly, fair, and transparent manner, the BOD has the authority to develop procedures to ensure that only registered members are allowed to vote, and that all authorized votes are properly counted.

Section 5-Officers and Duties

The Executive Committee has the authority to act on behalf of the BOD and is the steering committee for the BOD. It prioritizes issues for the BOD to address, is responsible for developing and overseeing Board policies, and in keeping with the Mission of the Organization, is responsible for ensuring good governance practices by the BOD. There shall be four (4) officers of the Executive Committee, consisting of the Chairperson, Vice-Chairperson, Secretary, and Treasurer. The BOD shall be elected as provided for in this Article, Section 4, II, above, and the duties of each Executive Committee Member are set forth below:

- I. **Chairperson:** As the leader of the BOD, the Chairperson shall work in coordination with all the other BOD members to achieve the goals and objectives of the Organization. Furthermore, while the Chairperson shall work in consultation with all BOD members, and in partnership with the Executive Director (ED), it is also his/her responsibility to provide encouragement, support, guidance, and when appropriate, direction, to BOD members. In accordance with these Bylaws and the relevant provisions of the Nevada Revised Statutes (NRS), he/she also has a duty to hold the members of the BOD accountable (even as the BOD holds him/her accountable). Furthermore, the Chairperson has a duty to take such corrective actions as may be necessary to address deficiencies, as provided for by these Bylaws. Specific duties/responsibilities of the Chairperson shall include, but not necessarily limited to, the following:
 - Convene and preside over all meetings.
 - Consult with other Board members and the ED to develop meeting agenda.
 - Appoints committee chairs for all committees.
 - Be a signatory on all of the Organization's bank accounts.
 - Serve as an exofficio member on all committees.
 - Provide appropriate guidance and encouragement to BOD members, and hold BOD members accountability to fulfilling their responsibilities, according to the provisions of the Bylaws.
 - Play a leadership role in representing the Organization at public events and in the media.
 - Work with the Treasurer and other BOD members to develop fiscally responsible policies and the annual budget for the Organization.
 - Where warranted by circumstances, assumes the role of the ED, and manage the day-to-day operations of the Organization, in consultation with the BOD.
 - Work with the BOD and relevant committees to develop fundraising events for the Organization.
 - Work in close partnership with the ED to achieve the goals and objectives of the Organization.
 - During the month following the anniversary hiring date for the ED, and in keeping with the relevant provisions of the DSOSN Office Policy Manual, convene a meeting with the BOD with the specific purpose of discussing the annual performance evaluation of the ED. Following the meeting, prepare a performance evaluation report for the ED, which must be reviewed and approved by the BOD.

NOTE: The performance evaluation meeting shall be restricted to BOD members only, and the ED may be invited to the meeting. If the ED was not invited to attend the meeting, or for any reason was unable to attend, then the Chairperson shall cause the Executive Committee to conduct a pre-evaluation interview with the ED, before preparing the annual performance evaluation report.

II. **Vice Chairperson:** The Vice Chairperson assists the Chairperson in the carrying out of his/her duties, and assumes the full role and responsibilities of the Chairperson in his/her absence, or when so delegated by the Chairperson. Additional duties of the Vice Chairperson shall include the following:

- Complete special projects as assigned by the Chairperson or the BOD.
- Training Coordinator for the BOD, and provide orientation to all new BOD members.
- Direct liaison between staff/paid employees and the BOD.
- Conduct audits of standing committees and provide support and assistance as needed.

III. **Secretary:** The Secretary is the designated custodian of records for the BOD, and is charged with the responsibility of maintaining the records of all BOD meetings, BOD members' personnel files, calendar of events for all BOD members, and a file for all records/minutes of standing/ad hoc committees. In addition to other general responsibilities assigned in other Articles and Sections of these Bylaws, the duties of the Secretary shall include, but not limited to, the following:

- Prepare the agenda and timely promulgate notices of meetings (as required by these Bylaws).
- Record proper/accurate minutes of all meetings, and where required, circulate the minutes for review/approval by the BOD at the next scheduled meeting.
- Ensure that notices of events and activities sponsored by DSOSN are circulated to the general membership in a timely manner.
- Maintain a calendar of DSOSN sponsored/endorsed events for the BOD.
- Provide the requested information to BOD members and other persons legitimately requesting access to, and information contained in, the records of the Organization.
- Perform such other duties that are within the scope of the Secretary's functions, as may be requested by the Chairperson, or by the BOD

IV. **Treasurer:** The Treasurer is the chief fiduciary officer for the Organization. He/she is responsible for managing the Organization's financial records, and shall maintain an accurate account of all funds received for, and disbursed by, the Organization. The duties of the Treasurer shall include, but not limited to, the following:

- Keep and maintain complete and accurate records relating to the financial accounts of the Organization.
- Provide a quarterly financial status report to the BOD, and annually to members at the AGMM.
- Be a signatory on all of the Organization's bank accounts.
- Chair the BOD Finance Committee.
- In consultation with the Chairperson, prepare, or work with the ED to prepare, the annual budget.
- Work with the Fundraising Committee to develop fundraising initiatives and plan fundraising activities/events.
- Develop effective fiscal policies/procedures for the Organization, subject to the BOD's approval.
- In keeping with the nonprofit industry standards and best-practices, cause the financial reports to be posted on the Organization's website.
- In accordance with the NRS, and other applicable laws, make the financial records available to members of the Organization, and to members of the public, when requested.
- Provide all financial records to any auditor approved by the BOD to conduct financial audits.
- Review annual financial audits, and where necessary, in consultation with the BOD, take appropriate action to correct any deficiencies and implement any recommendations made in the audits.
- Ensure that all legal forms, including tax returns, are filed in a timely manner.

Section 6-Vacancies

All vacancies on the BOD may be filled for the unexpired term by any reputable person who meets the requirements of an Appointed Member as provided for in this Article (Section 3, II, above), and who is appointed to the BOD by a majority vote of the Board members.

Section 7-Resignation, Termination, and Absences

Resignation from the BOD must be in writing and presented to the Chairperson (email is acceptable). Once acknowledged by the Chairperson, the resignation becomes effective immediately and the resignation cannot be rescinded. A Board member may be terminated from the BOD due to excess absences, which, for the purpose of these Bylaws, mean more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons, including any of the conduct mentioned in Article I, Section 4-I, above, by three-fourths (3/4) vote of the remaining Board members.

Section 8-Financial Management

All funds shall be deposited in the name of the Organization and in such financial institution accounts as shall be determined by the BOD. Where warranted, and in the interest of carrying out the business of the Organization in an efficient manner, the Treasurer, after consultation with the Chairperson, may be authorized to expend funds not to exceed \$500.00 (where expenses exceed \$500.00, approval must be sought and obtained from the BOD). All checks payable on behalf of the Organization must be signed by two members of the Executive Committee as authorizing signatures, namely, the Chairperson, and the Treasurer. However, the Chairperson shall designate another member of the Executive Committee, who, if either the Chairperson or the Treasurer is unavailable to sign, shall sign the check as the second authorizing signature. Under no circumstances shall a check be made payable on behalf of the Organization without the affixing thereto of two (2) authorizing signatures. Annually, but no later than the month of February, the Finance Committee shall review the records maintained by the Treasurer relating to the Organization's assets, liabilities, receipts, and disbursements. Following their review, the Finance Committee shall report their findings at the next BOD Regularly Scheduled Monthly Meeting. If the BOD considers it necessary, the financial records maintained by the Treasurer may also be audited annually by a Certified Public Accountant (CPA) appointed by the BOD, or in any other manner approved by the BOD. Any report prepared by a CPA shall be presented to BOD.

Section 9-Records

The Secretary shall be responsible for the maintenance and be custodian for all records of the Organization. As the custodian of records, the Secretary (or the Treasurer, where applicable) shall keep accurate and complete books and records of accounts in accordance with procedures established by the BOD and in compliance with governmental regulations; and shall also keep minutes of all official proceedings of the BOD, and maintain a file for the minutes of committee meetings. The Secretary shall also ensure that every committee chair, or another designated member on the committee, keep accurate records for all meetings of such committee. All books and records of the Organization may be inspected by any member for any proper purpose at any reasonable time in accordance with the NRS.

Section 10 -Parliamentary Authority

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

ARTICLE IV-COMMITTEES

Section 1-Committee Formation

To carry out the business of the Organization, the BOD may create standing and ad hoc committees as needed.

- I. **Standing Committees:** Although not intended to be an exhaustive list, the Organization's standing committees shall comprise of the following:
 - Finance Committee (see Section 3 of this Article below).

- Fundraising Committee.
- Building and Capital Asset Management Committee.
- Public Relations, Social Media, and Community Outreach Committee.
- Data Collection, and Information Technology Committee.
- Membership Committee.
- Program Development/Implementation Committee.
- Social Events/Activities Planning Committee.
- Volunteer Coordinating Committee.
- Personnel and Human Resource Committee.

- II. **General Guidelines for all Committees:** While the BOD will from time to time make and modify, as needed, specific guidelines for each committee, for consistency, and to promote the overall efficiency and effectiveness of their operations, the following General Guidelines shall apply to all committees:
1. A Board member shall be assigned oversight responsibility for each committee. However, unless specifically provided for, as in the case of the Treasurer, or otherwise assigned by the Chairperson, BOD members may have oversight responsibility for only one committee.
 2. A chairperson shall be appointed to each committee, and in keeping with the committee's guidelines, shall be the designated leader of the committee, and will have full authority to manage the affairs of the committee. The chairperson may participate in the recruitment of committee members, and may recommend any member of the committee to be his/her vice chair.
 3. A BOD member who is assigned oversight responsibility for a committee, shall not have voting privileges on that committee, unless he/she is the appointed Chairperson of that particular committee.
 4. The purpose and authority of each committee will be defined in the "Specific Committee Guidelines (SCG)" developed by the BOD (input may be sought from the designated chairperson).
 5. The duration and process for the onboarding of committee members will be set forth in the SCG.
 6. Where necessary, committee chairpersons shall be invited to help in the development of operational budgets for their respective committees to support a specific task, or approved programs.
 7. Committees will be limited in size, depending on their purpose (sizes may be 3-5 or 5-7 members).
 8. Although specific roles and responsibilities of the chairpersons/committees will vary, based upon their respective purpose and authority, the following are some "Standardized Responsibilities" that will be assigned to the chairperson of each committee:
 - Hold regular committee meetings (monthly, bi-monthly, or quarterly).
 - Solicit agenda items from committee members: prepare and circulate agenda in a timely manner.
 - Conduct meetings in a professional manner, and with respect for all members.
 - Prepare minutes for each meeting and circulate prior to the next meeting.
 - The chairperson shall maintain an electronic file with copies of the minutes for all committee meetings, and forward copies of the minutes to the Secretary for filing.
 - Give formal recognition and appreciation to committee members for outstanding work.
 - Prepare progress reports/updates on projects/assigned tasks when requested by the BOD.
 - Appear before the BOD, when requested by the Chairperson, or on the invitation of the designated BOD member who is assigned oversight responsibility for the committee.
 9. The ED may be designated as an exofficio member of committees, as approved by the Chairperson.
 10. Standing Committees, with their assigned members, will be posted on the Organization's website.

Section 2-Executive Committee

The four BOD members who serve as the Executive Committee, except for the power to amend the bylaws, shall have all the powers and authority of the BOD in the intervals between Regularly Scheduled Monthly Meetings of the BOD, but at all times must work in consultation with, and approval by, the full BOD. The Executive Committee may meet as frequently as needed to address matters relating to the Organization.

Although the meetings of the Executive Committee are normally restricted to members on that Committee, any other person may attend on the invitation of the Chairperson, or on the approval of any two (2) members on the Committee. As is the case with all other meetings, the Secretary (or any other member of the Executive Committee designated by the Chairperson) shall record the minutes of these meetings.

Section 3-Finance Committee:

The Treasurer is the Chair of the Finance Committee, which shall also include two BOD members, and up to three (3) members from the general membership. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans (in conjunction with the Fundraising Committee), conducting an annual audit, and developing the annual budget with staff and other BOD members. The BOD shall approve the annual budget and all expenditures must be within the budget. Any major change in the budget must be approved by the BOD. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the BOD showing income, expenditures, pending income, assets, and financial liabilities. The annual budget is to be presented for approval by the BOD at the first-quarter BOD meeting in March. The financial records of the Organization are public information and shall be made available to the general membership, BOD members, and the public (see also Article III, Section 5, IV-Duties of the Treasurer, above).

ARTICLE V-AMENDMENTS

Section 1-Amendments

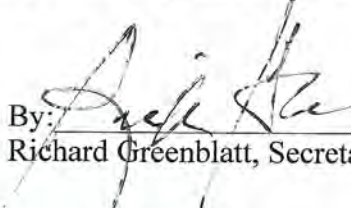
These Bylaws may be amended, when necessary, by two-thirds (2/3) majority of the BOD. Proposed amendments must be submitted to the Chairperson and sent to the BOD with the agenda for action at the next BOD meeting. Amendments must be ratified by two-thirds (2/3) of the general membership present at the next AGMM, including eligible members who are not able to attend the meeting in person.

CERTIFICATION

We the undersigned members of the Board of Directors, do hereby certify that the foregoing is a true and correct copy of the Bylaws of the Down Syndrome Organization of Southern Nevada, which was duly adopted by the Board of Directors on April 26, 2022, and submitted to the general membership for ratification at the Annual General Membership Meeting, held in the City of Las Vegas, on the 30th day of April, in the year 2022.

By: 
Peter Whittingham, Chair

Date: 4-26-22

By: 
Richard Greenblatt, Secretary

Date: 4/26/2022

By: 
Jim Holmquest, Treasurer

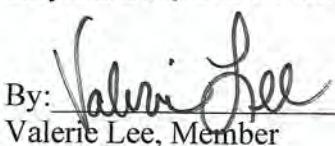
Date: 4/26/22

By: 
Joey Calarco, Board Member

Date: 4-26-22

By: 
Jacques Desrochers, Board Member

Date: 4/26/22

By: 
Valerie Lee, Member

Date: 4-26-22