

**BYLAWS OF
THE DOWN SYNDROME ASSOCIATION OF HOUSTON**

ARTICLE 1 - NAME, OFFICES, RECORDS, SEAL and TERRITORY

1.1 NAME. As stated in the Articles of Incorporation, this corporation is known as the Down Syndrome Association of Houston Inc. (hereinafter referred to as “DSAH”).

1.2 PRINCIPAL OFFICE. The principal office and location of DSAH shall be at such place in the, Houston area as may be designated from time to time by the Board of Directors (hereinafter referred to as “the Board”).

1.3 REGISTERED OFFICE and REGISTERED AGENT. DSAH shall have and continuously maintain a registered office in the Houston area and registered agent in the State of Texas. The location of the registered office and the name of the registered agent in the State of Texas shall be such as are stated in the Articles of Incorporation and as may be changed and determined on an annual basis by the Board pursuant to the applicable provisions of law.

1.4 RECORDS. DSAH shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and each committee having any of the authority of the Board. DSAH shall keep at its registered office or principal office a record of the name and address of each Director.

1.5 TERRITORY. The “territory” in which DSAH operates in the Houston area is defined as all counties in Houston and surrounding areas. The primary activities of DSAH shall take place within the Territory and relate to its residents.

ARTICLE 2 - PURPOSES

2.1 PURPOSES STATED IN THE ARTICLES. The purpose of DSAH shall be those not for profit purposes stated in the Articles of Incorporation. The Board may adopt Mission and Goals statements that are consistent with the purpose stated in the Articles of Incorporation and may amend these statements as deemed necessary.

2.2 COMMUNITY GROUPS. DSAH recognizes the importance and significance of other community-based organizations fulfilling in whole or in part the mission of DSAH in the same region as DSAH operates.

ARTICLE 3 - DIRECTORS

3.1 DIRECTORS. DSAH shall have only a self-perpetuating Board¹.

3.2 POWERS. The property and affairs of DSAH shall be managed by the Board. The Board shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these bylaws, to supervise, control, direct, and manage the property, affairs and activities of the DSAH. All income and property of DSAH shall be applied exclusively for its not for profit purposes. DSAH shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of DSAH shall be used to the benefit of any Director, Donor, Volunteer or other private individual, having directly or indirectly, a personal or private interest in the activities of DSAH. The Board may from time to time delegate any of the functions, powers, duties and responsibilities of any Director to any other Director or to any employee or volunteer of DSAH or other responsible person provided that a majority of the whole Board concurs. In the event of such delegation, the Director from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

3.3 NUMBER. The minimum number of Directors of the Board shall be twelve (12) and the maximum number of Directors shall be twenty (20). The number of directors may be increased or decreased by amendment to the bylaws, in accordance with the Articles of Incorporation and the applicable laws of the State of Texas.

¹ A board that promotes indefinite continuation or renewal of itself

3.4 ELECTION. The Nominating Committee shall accept nominations by September 1st of each calendar year. Each Director will be nominated and duly appointed to serve on the Board following a board resolution to approve their membership to the Board. The new Director will start his or her term at the next regularly scheduled board meeting.

3.5 TERM. *Each Director will serve a minimum term of two (2) years with an option to serve one (1) additional year for a maximum term of three (3) years in the same position.* The term is defined by the date of the director's first official board meeting (the next regularly scheduled meeting following the board resolution to approve their membership).

3.6 VACANCIES. Vacancies among the Directors resulting from death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase in the number of directors or the failure of an elected Director to accept the office of director, may be filled by a majority vote of the remaining members of the Board at any regular meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall meet any qualifications set forth in these bylaws, and shall serve the unexpired term of his predecessor and until his successor has been duly elected and has commenced in his term of office.

3.7 COMPENSATION. No Director shall receive compensation from DSAH for any service he may render to it as a Director. However, a director may be reimbursed for his actual expenses reasonably incurred in attending meetings and in rendering service to DSAH in the administration of its affairs.

3.8 PROHIBITIONS. No Director will engage in any activity that would undermine the public's trust, tarnish the reputation of DSAH, or create a conflict of interest². A Director may not use his position for private gain, for the endorsement of any product, or for the private gain of any service or enterprise, friends, family members, or persons with whom he may be affiliated. No two (2) or more Directors may serve on the Board simultaneously who are related either by blood or marriage. The Board may elect Directors within the same family to serve on the Board provided there is no overlap in the term period.

3.9 COMMITTEES. The Board, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall have and exercise the authority of the Board in the management of DSAH to the extent provided in the designating resolution; provided, however, that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it or him by law. Other committees, such as an Advisory Board, not having the authority of the Board in the management of DSAH may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board. All committees so appointed shall, appoint a Secretary to record and submit minutes to the Board via the Consent Agenda.

3.10 RESIGNATION OR REMOVAL. Any Director may resign from the Board. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board as such resignation may provide. Any Director or any employee or volunteer of DSAH may be removed or discharged by the Board whenever in its judgment the best interests of DSAH would be served thereby, but such removal or discharge shall be without prejudice to the contract rights, if any, of the person so removed or discharged. *Upon three (3) un-excused absences in any twelve (12)-month period without permission from the President, a director is automatically resigned from office. Any director may be removed from office, with or without cause, by a majority vote of all the members of the Board.*

3.11 DELEGATION OF AUTHORITY. The Board may from time to time delegate any of the functions, powers, duties and responsibilities of any Director to any other Director or to any employee or volunteer of DSAH or other responsible person provided that a majority of the whole board concurs. In the event of such delegation, the Director from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

² See DSAH Conflict of Interest Policy

ARTICLE 4 - MEETINGS

4.1 PLACE. Meetings of the Board may be held at any place as determined by the Board.

4.2 REGULAR MEETINGS. The Board may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

4.3 SPECIAL MEETINGS. Special meetings of the Board may be held at any time and for any purpose or purposes. Special meetings may be called by the President, the Secretary or by two (2) or more Directors by notice duly signed by the Directors calling the same and given in the manner hereinafter provided.

4.4 NOTICE OF SPECIAL MEETINGS. Written or printed notice of each special meeting of the Board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be e-mailed to each Director at least three (3) days before the day on which the meeting is to be held, or shall be delivered to him personally at least two (2) days before the day on which the meeting is to be held. The notice may be given by any Director having the authority to call the meeting or by any director. "Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

4.5 WAIVER OF NOTICE. Any notice provided or required to be given to the Directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 QUORUM. Unless otherwise required by law, *the presence of 50% of the board plus one* shall constitute a quorum for the transaction of business at all meetings.

4.7 ADJOURNMENT. If a quorum shall not be present at any such meeting, the Directors present shall have the power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

4.8 VOTING. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

4.9 MEETINGS BY CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS DEVICE. Unless otherwise restricted by the Articles of Incorporation or these bylaws, the Board, or any committees designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications device. Such participation in a meeting shall constitute presence in person at the meeting.

4.10 VOTE WITHOUT A MEETING. Any action which requires a vote may be taken without a meeting of the board, if the President and two (2) Directors provide consent to the proposed action. Votes may include financial contracts with a maximum limit of \$1000. The vote shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board or of the committee as the case may be.

4.11 REQUIREMENT THAT ALL SIGNIFICANT ACTIONS OF DSAH BE APPROVED BY THE BOARD. The presumptions would be that 1) any action that would bind/obligate DSAH for more than three (3) months, or 2) any action involving DSAH expenditures of \$1000 or more, or 3) any action that could generate significant publicity would be considered a "significant" action. The only exception to this requirement is if the expenditure was pre-approved as part of the annual budget allocation.

4.12 REQUIREMENT THAT ALL SIGNIFICANT ACTIONS BE SUBMITTED TO ALL BOARD MEMBERS. The Board resolves that all significant actions are to be submitted to all members of the Board for review and comment at least seven (7) days prior to approval by the Board and that all comments be published through e-mail to the Board.

4.13 RULES OF ORDER (BOARD MEETING CONDUCT)

- a. PRESIDENT.** Authority for the conduct of each meeting is assigned to the President. The President is responsible for the agenda (substance) and the conduct (procedure: rules of order) of the meeting. The President may designate a member of the Board to govern the conduct (special chair).
- b. MEETING AGENDA.** The President shall produce an agenda consistent with the by-laws prior to each meeting. New business arising during the course of the meeting shall be placed after business that is described on the agenda. The agenda shall be published by e-mail to the Board at least three (3) days before the next Board meeting.
- c. PRELIMINARY MATTERS FOR THE MEETING.** Upon the initiation of the meeting, the President shall determine whether a quorum is present. If a quorum is present, the President shall seek approval for the Consent Agenda. In the event of an objection to the Consent Agenda, the matter shall be resolved by majority vote and the Consent Agenda item shall be so corrected. The President shall also identify a member or other attendee to take minutes of the present meeting if the Secretary is absent.
- d. PROFESSIONAL CONDUCT.** Meeting participants are bound by the Rules of Professional Conduct.
- e. DISCUSSION OF MATTERS APPEARING ON THE MEETING AGENDA.** The President shall facilitate discussion of the matters appearing on the agenda. At any time during the discussion, any Director may call for a vote on the matter. The vote shall proceed unless there is a timely objection by any Director to the vote. An objection to the vote shall continue the discussion until there is a new call for a vote. This process shall continue until there are no timely objections to the vote.
- f. ADJOURNMENT.** Upon completion of the meeting's agenda, and if no other business is indicated, the President shall call for a motion to adjourn the meeting.

4.14 RULES OF PROFESSIONAL CONDUCT

- a. APPLICATION.** The Rules of Professional Conduct apply to all members of the Board, to all members of committees, to the Executive Director, to the Office Manager, to all employees and assistants, and to all volunteers of DSAH.
- b. MEETING CONDUCT.** The Rules of Professional Conduct require that all meeting participants exercise professional decorum during the meetings. Professional decorum requires that all members of the Board and the Executive Director are mindful of their fiduciary obligations to DSAH, and therefore use their talents to promote the furthering of DSAH's mission statement through careful and thoughtful discussion of all matters before the Board and its committees. Professional decorum also requires full attendance to the matters at hand. This which includes participation and pre-empts side conversations, interruptions, telephone calls, text messaging or emailing devices, etc. In the case of an emergency, the meeting participant shall handle the emergency by first removing himself from the meeting.
- c. NON-MEETING CONDUCT.** The Rules of Professional Conduct require that all members of the Board and the Executive Director are mindful of their fiduciary obligations to DSAH and therefore act accordingly in the public.
- d. MISCONDUCT.** Upon a finding of misconduct by any member of the Board, the remaining members of the Board, the actor (Board Member, Executive Director or Employees) shall be removed from their position. The Board may re-instate the actor through an affirmative vote.

ARTICLE 5 – EXECUTIVE DIRECTORS AND GOVERNING COMMITTEES

5.1 GENERAL. The Directors of DSAH may be a President, a Vice President, a Secretary, a Treasurer and such other Directors as the Board may elect. A Director shall be deemed qualified when he enters upon the duties of the office to which he has been elected or appointed and upon his written acceptance and promise to faithfully fulfill the duties of his position in accordance with the DSAH Board Member Contract.

5.2 THE PRESIDENT. When a President is elected, he shall preside at all meetings of the Board and shall have such other duties, powers, and authority as may be prescribed elsewhere in these bylaws. The President shall have the principal responsibility to give or cause to be given notice of the meetings of the Board, but this shall not lessen the authority of others to give such notice as provided in these bylaws.

5.3 THE VICE PRESIDENT. The Vice President shall work in cooperation with the President and shall perform such duties as the Board may assign to him. In the event of the death or during the absence, incapacity, inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all the duties of the office of President until the board otherwise provides. He shall have such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board.

5.4 THE SECRETARY. The Secretary shall attend the meetings of the Board and shall prepare minutes of all proceedings at such meetings and shall preserve them in the minute book of the corporation to be kept for that purpose. He shall be the custodian of all the books, papers, and records of the corporation and shall at such reasonable times as may be requested permit an inspection of such books, papers and records by any Director of the corporation. He shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record. The Secretary shall have the principal responsibility to give or cause to be given notice of the meetings of the Board, but this shall not lessen the authority of others to give such notice as provided in these bylaws. The Secretary shall have the general duties, powers and responsibilities of a Secretary of a corporation and shall have such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board. In the absence of an elected secretary, these duties may be performed by an individual appointed by the board.

5.5 THE TREASURER. The Treasurer shall have supervision and custody of all moneys, funds, and credits of DSAH and shall cause to be kept full and accurate accounts of the receipts and disbursements of the corporation in books belonging to it. He shall keep or cause to be kept all other books of account and accounting records of DSAH as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of DSAH in such accounts and depositories as may be designated by the Board. The Treasurer shall disburse or permit the disbursement of funds of DSAH in accordance with the authority granted by the Board. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board to the custody of any other person or corporation, or the supervision of which is delegated by the Board to any other Director, agent or employee. The Treasurer shall render to the President, or the Board whenever requested by any of them, an account of all transactions as Treasurer and of those under his jurisdiction and the financial condition of DSAH.

5.6 THE PAST PRESIDENT. The Past President shall provide support and advice to the President when requested and shall serve on the Advisory Committee. The Past President shall have such other duties or authority as may be prescribed elsewhere in these bylaws or from time to time as assigned to him by the Board.

5.7 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

5.8 NOMINATING COMMITTEE. The Nominating Committee shall consist of four (4) individuals with at least three (3) being current members of the Board.

ARTICLE 6 – EXECUTIVE DIRECTOR

The Board may hire a person to exercise the day to day operations of the Down Syndrome Resource Center and shall designate such person so appointed as the Executive Director of DSAH. The Executive Director may be invited to attend any meeting of the Board and any committee thereof and to express his opinion and make reports at such meeting; provided, however, that in such event he shall not be considered to be a member of the Board or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

ARTICLE 7 - GENERAL PROVISIONS

7.1 DEPOSITORIES AND CHECKS. The moneys of DSAH shall be deposited in such manner as the Board shall direct, in such banks or trust companies as the Board may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board.

7.2 BONDS. All Directors of the Board and employees of DSAH shall be bonded at DSAH's expense in such amounts as may be determined by the Board of Directors.

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

7.4 CERTAIN LOANS PROHIBITED. DSAH shall not make any loan to any Director of the corporation.

7.5 INDEMNIFICATION AND LIABILITY OF DIRECTORS, EMPLOYEES³ AND VOLUNTEERS. Each person who is a Director, employee or volunteer of DSAH shall be indemnified by DSAH to the full extent permitted or authorized by the laws of the State of Texas, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a Director, employee or volunteer of DSAH.

7.6 ABSENCE OF PERSONAL LIABILITY. The Board of Directors of DSAH are not individually or personally liable for the debts, liabilities or obligations of DSAH.

7.7 NON-DISCRIMINATORY CLAUSE. No person is excluded from services because of race, color, religion, sex, national origin, disability or sexual orientation. There is no segregation of persons served on the basis of race, color, religion, sex, national origin, disability or sexual orientation. There is no discrimination on the basis of race, color, religion, sex, national origin, disability or sexual orientation with regard to hiring, assignment, promotion or other conditions of staff employment. There is no discrimination on the basis of race, color, religion, sex, national origin, disability or sexual orientation in membership on the agency's governing body.

ARTICLE 8 - FISCAL YEAR

The Board shall have the power to fix and from time to time change the fiscal year of DSAH. In the absence of action by the Board, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board.

ARTICLE 9 - AMENDMENTS

The Board of DSAH shall have the power, to make, alter, amend and repeal the bylaws of DSAH and to adopt new bylaws, which power may be exercised by a vote of majority of the full Board. DSAH shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any board member at all reasonable times during the office hours.

CERTIFICATE

The foregoing bylaws were duly adopted as the bylaws of DSAH by the Membership and the Board at the General Meeting held on November 21, 2009.

Related Documents:

Board Member Contract
Conflict of Interest Policy
Board Member Conduct Principles
Board Member Candidate Packet
Board Governance Policy
Nominating / Governance Committee Responsibilities

³ Employees are herein defined as any person either expressly employed by or providing a contract service for DSAH in exchange for compensation.