

**BYLAWS OF
THE DOWN SYNDROME NETWORK OF
MONTGOMERY COUNTY
Montgomery County, Maryland**

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

1. **NAME.** As stated in the Articles of Incorporation, this Organization is known as the Down Syndrome Network of Montgomery County (hereinafter called in these Bylaws as “the Organization” or “DSNMC”).
2. **PRINCIPAL OFFICE.** The principal office and location of the Organization shall be at such place in Montgomery County, Maryland as may be designated from time to time by the Board of Directors.
3. **REGISTERED OFFICE and REGISTERED AGENT.** The Organization shall continuously maintain a registered agent in the State of Maryland as required by applicable law. The registered agent and the address of the registered agent may be changed from time to time by the Board of Directors in accordance with applicable law.
4. **RECORDS.** The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee having any of the authority of the Board of Directors. The Organization shall keep at its registered office or principal office a record of the name and address of each Director.
5. **SEAL.** The Board of Directors may adopt a corporate seal, which shall have inscribed thereon the name of the Organization and the words: Corporate Seal -- Maryland. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

ARTICLE II - PURPOSES

1. **PURPOSES STATED IN THE ARTICLES.** The purpose of this Organization shall be those not-for-profit purposes stated in the Articles of Incorporation, as may be amended. The Board of Directors may adopt Mission, Vision and Goals statements, as well as other policies, that are consistent with the purpose stated in the Articles of Incorporation and may amend these statements and policies as deemed necessary.

ARTICLE III - MEMBERS

1. NO MEMBERS. The Organization has no members within the meaning of Maryland General Corporation Law. The Organization has the right to create associate memberships or other designated members without voting rights. Further, the Organization may refer to “members” or similar title with the informal meaning of any individual or entity that associates with or volunteers with the organization. Such individuals and entities are not members of the Organization within the meaning of Maryland General Corporation Law.

ARTICLE IV - BOARD OF DIRECTORS

1. BOARD MEMBERS AND OFFICERS. The Board of Directors shall be composed of “Officers” and “Board Members”. The President, Vice President, Secretary and Treasurer shall be known as the “Officers.” All other board positions shall be known as “Board Members.” The Officers and Board Members together shall comprise the “Board of Directors” or “Directors” or “Board.”
2. POWERS. The Board of Directors 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 Organization, to determine the policies of the Organization, to do or cause to be done any and all lawful things for and on behalf of the Organization, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (1) the Board of Directors shall not authorize or permit the Organization to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not for profit Organization organized under the laws of the State of Maryland, (2) none of the powers of the Organization shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Organization, and (3) all income and property of the Organization shall be applied exclusively for its not for profit purposes.
3. NUMBER; QUALIFICATIONS. The minimum number of Directors of the Organization shall be at least five (5) and the maximum number of Directors shall be fifteen (15). 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 Maryland.
4. ELECTION. Except as provided in Section 7, each Director shall be nominated and duly appointed to serve on the Board of Directors, or to serve in a different Board position, only following adoption of a board resolution to approve their membership to the Board, or to switch to a different Board position, by two-third vote of the Board. The new Director will start their term or switch to the approved different Board position on a date to be determined by two-third vote of the Board.

5. **TERM.** Each Director will serve a term of two (2) years (a “Term”). The Organization shall keep a record of when each Director’s Term began and when it is set to expire, and this shall be kept with the Organization’s other official records. If a Director is elected President in the middle of the Director’s current term, the Director’s current term shall restart on the date that the Director becomes President.
6. **TERM LIMIT.** Each Director shall serve a maximum of three (3) Terms on the Board of Directors (six years total), after which time they will step down from the Board for at least one (1) year. The President may serve one, two, or three Terms as President, after which time the President must step down from the Board for at least one (1) year. For the one (1) year following the end of the President’s Term, the President shall serve in an advisory capacity and shall be known as the “Past President.”
7. **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 by amending the Bylaws, or the failure of an elected Director to accept the office of Director, may be filled by a 2/3 vote of the remaining members of the Board of Directors. A Director elected to fill a vacancy shall meet any qualifications set forth in these Bylaws, and shall serve the unexpired Term of their predecessor and until a successor has been duly elected and has commenced in their Term of office.
8. **COMPENSATION.** No Director shall receive compensation from the Organization for any service they may render to it as a Director. Actual expenditures incurred by Directors on behalf of the Organization will be reimbursed according to DSNMC’s reimbursement policy.
9. **RESIGNATION.** Any Director may resign from the Board of Directors. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors as such resignation may provide.
10. **REMOVAL.** Any Director or any employee or agent of the Organization may be removed or discharged by a 2/3 vote of the Board of Directors after deliberations in person (or via conference technology) at a Board meeting or special meeting called for this purpose. Removal shall be effective immediately after the Board completes voting on the removal of the Director. Removal of a Director may be based on any one of the following criteria: 1) Absence from three consecutive Board meetings or six Board meetings a year; 2) Failure to fulfill specified duties; or 3) Conflict of interest in violation of DSNMC’s Conflict of Interest Policy, disloyalty, unbecoming conduct, or any public action or statement bringing discredit to DSNMC.

11. DESIGNATION OF COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall have and exercise the authority of the Board in the management of the Organization 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 of Directors, or any member thereof, of any responsibility imposed upon it or him by law. These committees may consist of persons who are not members or officers of the Organization and shall act in an advisory capacity to the Board of Directors. Each committee shall have at least one chairperson who shall be appointed by the President.
12. REPORTING BY COMMITTEES. All committees shall, unless otherwise provided by the Board of Directors, keep regular minutes and records of their major actions and projects, and shall report regularly to the Board of Directors.

ARTICLE V - MEETINGS

1. PLACE AND FREQUENCY. Meetings of the Board of Directors of the Organization may be held at any place within or without the State of Maryland as may be determined from time to time by the Board,, or by telephone or electronic communication. There shall be at least one board meeting each quarter, for a total of no less than four board meetings annually.
2. QUORUM. Unless otherwise required by law, the Board shall have a quorum when majority of the Directors are present or have properly communicated proxies for the purpose of transacting business at the meeting. The act of a majority of the Directors present (or voting by proxy) at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or these Bylaws.
3. ADJOURNMENT. If a quorum shall not be present at any such meeting, the Directors present shall 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. VOTING. Each Director shall be entitled to cast one vote on each matter for which voting is requested or required. Votes may be cast in person at meetings or email or listservs. Directors may vote by proxy for clearly defined, specific issues only. Proxy votes must be communicated to the Board in writing, and email shall constitute a valid writing for proxy vote.

5. **MEETINGS BY CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors of the Organization, or any committees designated by the board, may participate in a meeting of the board or committee by means of conference telephone, computer, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.
6. **ACTION WITHOUT A MEETING.** Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting upon the unanimous written consent of the Board. Actions may include financial contracts with a maximum limit of \$2000. Unanimous consents 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 of Directors or of the committee as the case may be.
7. **REQUIREMENT THAT ALL SIGNIFICANT ACTIONS OF THE ORGANIZATION BE APPROVED BY THE BOARD OF DIRECTORS.** The Board of Directors must approve by at least a 2/3 vote, “significant actions,” which include: 1) decisions to enter into a joint venture, merge with another organization, or terminate DSNMC as an organization; (2) decisions to apply for a loan for DSNMC or spend over \$10,000, or (3) any other action which is deemed to be a “significant action” under DSNMC’s organizational policies.
8. **RULES OF ORDER (MEETING CONDUCT)**
 1. **CHAIR.** Authority for the conduct of each meeting is assigned to the President, who shall preside as the Chair. If the President is absent, the Vice President shall act as the Chair. The Chair is responsible for the agenda (substance) and the conduct (procedure, rules of order) of the meeting. The Chair may designate a member of the Board of Directors or the Executive Director to govern the conduct (special chair).
 2. **MEETING AGENDA.** The Chair shall produce, or cause to be produced, an agenda consistent with the Bylaws prior to each meeting. The Chair shall use their best efforts to publish, or cause to be published, the agenda by e-mail to the Board at least 3 days before the next Board meeting. The Chair may delegate the production and distribution of meeting agendas to the Executive Director pursuant to the requirements of this clause.
 3. **PRELIMINARY MATTERS FOR THE MEETING.** Upon the initiation of a Board meeting, the Chair shall determine whether a quorum is present. If a quorum is present, the Chair shall seek approval for the minutes of prior business. In the event of an objection to the minutes, the matter shall be resolved by majority vote and the minutes shall be so corrected. If the Secretary is not present, the Chair shall also identify a member or other attendee to take minutes of the present meeting.

4. PROFESSIONAL CONDUCT. Meeting participants are bound by the Rules of Professional Conduct in these Bylaws.

5. DISCUSSION OF MATTERS APPEARING ON THE MEETING AGENDA. The Chair shall facilitate discussion of the matters appearing on the agenda. At any time during the discussion, any Board member may call for a vote on the matter. The vote shall proceed unless there is a timely objection by any member 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.

6. ADJOURNMENT. Upon completion of the meeting's agenda, and if no other business is indicated, the Chair shall adjourn the meeting.

9. RULES OF PROFESSIONAL CONDUCT

1. APPLICATION. The Rules of Professional Conduct apply to all Members of the Board of Directors, to all members of Committees, to all employees and assistants, and to all agents of the Organization.

2. MEETING CONDUCT. The Rules of Professional Conduct require that all meeting participants exercise professional decorum during the meetings. Professional decorum requires that all Directors are mindful of their fiduciary obligations to the Organization, and therefore use their talents to promote the furthering of the Organization mission statement through careful and thoughtful discussion of all matters before the Board and its Committees, and do not take public actions bringing discredit to DSNMC. Professional decorum also requires full attendance to the matters at hand, which includes participation and pre-empts side conversations, interruptions, telephone calls and similar distractions. In the case of an emergency, the meeting participant shall handle the emergency by first removing himself from the meeting.

3. NON-MEETING CONDUCT. The Rules of Professional Conduct require that Directors and employees of the Organization are mindful of their fiduciary obligations to the Organization and therefore act accordingly in the public. Directors should not demonstrate conflict of interest, disloyalty, unbecoming conduct, or any public action bringing discredit to DSNMC.

ARTICLE VI – OFFICERS & GOVERNING COMMITTEES

1. **THE PRESIDENT.** The President shall serve as an official representative of the Organization. They shall direct and be responsible for the overall operation of the organization and the strategic plan. They shall call, preside over and set the agenda at meetings. They shall designate committees and supervise their activities. They may have such other duties, powers, and authority as may be prescribed elsewhere in these Bylaws. The President may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the Organization, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Organization.
2. **THE 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 also assist the President as requested. They shall assume the office of the President, should vacancy occur, for the un-expired term.
3. **THE SECRETARY.** The Secretary shall record and maintain the minutes of all meetings of the Board, shall be custodian of the DSNMC records, shall give notices as required by law or by the Bylaws, or any duties which may be assigned by the Board or the President.
4. **THE TREASURER.** The Treasurer shall be responsible for and oversee all financial administration of the Organization. The Treasurer will have charge and custody of the funds of the Organization, will oversee and supervise the financial business of the Organization, will render reports and accountings to the Board of Directors as required by the Board, and in general will perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.
5. **THE PAST PRESIDENT.** The Past President shall provide support and advice to the President when requested and attend meetings when requested. The Past President shall not be a member of the Board of Directors, and shall not have a vote on issues coming before the Board, but rather shall serve in an advisory capacity for the one (1) year following the completion of their term as President. The Past President shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time as assigned to them by the Board of Directors, including the ability to chair or serve on committees.
6. **EXECUTIVE COMMITTEE.** The members of the Executive Committee shall consist of the Officers. The Executive Committee may also include any other two (2) Board Members who the President selects. The Executive Committee shall oversee the overall operations of the Organization, including but not limited to, legal issues, finances, communication plans and other such other issues as the President or a member of Board shall bring before it in between regularly scheduled Board meetings.

ARTICLE VII - EMPLOYEES

1. **EXECUTIVE DIRECTOR.** The Board of Directors may hire a person to exercise control, under Board supervision and direction, of the day-to-day operations of DSNMC and shall designate such person so appointed as the Executive Director of DSNMC. The Board of Directors shall establish policies and procedures for its Executive Director consistent with the objectives of DSNMC. The Executive Director shall serve as an official representative of the Organization and as its spokesperson on matters of policy and positions. The Executive Director may be invited to attend any meeting of the Board and any committee thereof, to express their opinion and make reports at such meetings. The Executive Director may be invited to serve as special chair of any meeting of the Board, and may produce and distribute agendas for any meeting of the Board as delegated by the President and governed by Article V of these Bylaws. However, the Executive Director will not be considered to be a member of the Board of Directors or have the right to vote or be counted for the purpose of determining a quorum at any such meeting. Under Board supervision and direction, the Executive Director may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the Organization, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Organization. The Executive Director may have such other duties, powers, and authority as may be prescribed elsewhere in these Bylaws or from time to time as assigned to them by the Board of Directors.
2. **OTHER EMPLOYEES OR INDEPENDENT CONTRACTORS.** The Executive Director may hire employees of the Organization, or independent contractors, within the bounds of the Organization's budget approved by the Board. The Executive Director shall establish policies and procedures for its employees and independent contractors consistent with the objectives of the Organization. The Organization shall be an Equal Opportunity Employer. All employees and independent contractors shall report to the Executive Director or to a designated manager that reports to the Executive Director. If there is no Executive Director, then all employees and independent contractors will report directly to the President or Director designated by the President to oversee the employee(s) or independent contractor(s).

ARTICLE VIII - GENERAL PROVISIONS

1. **DEPOSITORIES AND CHECKS.** The moneys of the Organization shall be deposited in such manner as the Directors shall direct in such banks or trust companies as the Directors may designate and shall be drawn out by checks signed in such manner as may be provided by these Bylaws or by resolution adopted by the Board of Directors.
2. **CUSTODIAN OF SECURITIES.** The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the Organization, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

3. **ANNUAL AUDIT.** An annual audit of the books of account and financial records of the Organization may be required by the Board of Directors to be performed by an independent accounting firm.
4. **CERTAIN LOANS PROHIBITED.** The Organization shall not make any loan to any officer or Director of the Organization.
5. **INDEMNIFICATION AND LIABILITY OF DIRECTORS AND OFFICERS.** The Organization may, in its discretion and to the fullest extent allowed by applicable law, agree to indemnify any Director or employee of DSNMC from any claim, suit, action, proceeding, prosecution, judgment, fine, loss, damage and/or cost including reasonable attorney's fees, arising from liability resulting from actions taken pursuant to and within the scope of the DSNMC Bylaws and reasonably believed to be in the best interest of DSNMC. With regard to criminal actions, the Organization may indemnify any Director or employee of DSNMC if the actions or omissions were performed with reasonable cause to believe that the conduct was: 1) in fact lawful; and 2) within the scope of DSNMC ByLaws; and 3) in the best interest of DSNMC. The Organization shall not be liable for, and shall not reimburse Directors or employees for losses, claims, damages, liabilities or related expenses resulting from their actions involving willful misconduct or from actions that were not permitted by the terms of these DSNMC Bylaws. The protections offered by this indemnification section survive the term of office for Directors for actions and omissions taken during the Director's term of office. The Organization may purchase and maintain insurance to address liability asserted against or incurred as a result of the actions or omissions of Directors, employees or agents, whether or not DSNMC would have the power to indemnify those persons against liability pursuant to these Bylaws.
6. **ABSENCE OF PERSONAL LIABILITY.** The officers and Directors of the Organization are not individually or personally liable for the debts, liabilities or obligations of the Organization, if such person 1) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in their conduct of their own affairs, or 2) took or omitted to take such action in reliance upon advice of counsel for the Organization, or for such other organization, or upon statement made or furnished by the Directors or agents of the Organization, or of such other organization, which they had no reasonable grounds to disbelieve.

7. **NON-DISCRIMINATORY CLAUSE.** No person is excluded from services, and there is no segregation of persons served, on the basis of age, ancestry, color, creed, gender identity or expression, genetic information/status, marital status, family responsibility, disability, national origin, race, religions or religious affiliation, belief or opinion, sex, sexual orientation, retaliation (for EEO-protected activity), or any other characteristic protected by applicable federal, state or local laws and ordinances. There is no discrimination with regard to hiring, assignment, promotion or other conditions of staff employment on the basis of age, ancestry, color, creed, gender identity or expression, genetic information/status, marital status, family responsibility, disability, national origin, race, religions or religious affiliation, belief or opinion, sex, sexual orientation, retaliation (for EEO-protected activity), or any other characteristic protected by applicable federal, state or local laws and ordinances. There is no discrimination in membership in the agency's governing body on the basis of age, ancestry, color, creed, gender identity or expression, genetic information/status, marital status, family responsibility, disability, national origin, race, religions or religious affiliation, belief or opinion, sex, sexual orientation, retaliation (for EEO-protected activity), or any other characteristic protected by applicable federal, state or local laws and ordinances.

ARTICLE IX - FISCAL YEAR

The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Organization. The Organization's initial fiscal year shall be the calendar year (ending December 31).

ARTICLE X - AMENDMENTS

The Board of Directors of the Organization shall have the power, to make, alter, amend and repeal the Bylaws of the Organization and to adopt new Bylaws, which power may be exercised by a vote of a majority of the full Board of Directors. The Organization 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 and for the Down Syndrome Network of Montgomery County by a majority of the Board of Directors as of the date noted above.