

Bylaws of  
Down Syndrome Support Group of South Jersey, Inc.  
DBA (doing business as)  
Bringing Up Down Syndrome  
(A New Jersey Nonprofit Corporation)

*Amended March 10, 2012*

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## ARTICLE 1 NAME

### Section 1.1 Name

The legal name of the corporation is Down Syndrome Support Group of South Jersey, Inc. (hereinafter “Corporation”). The Corporation shall do business as (D.B.A.) “Bringing Up Down Syndrome” (hereinafter “BUDS”) under the laws of the State of New Jersey in accordance with the New Jersey Nonprofit Corporation Act (hereinafter “Act”).

## ARTICLE 2 PURPOSE

### Section 2.1 – Purpose

The primary purpose of the Corporation shall be for those not-for-profit purposes stated in the Certificate of Incorporation, dated October 19, 1984. The Board of Trustees (hereinafter “Board”) may adopt mission and goals statements that are consistent with the purposes stated in the Certificate of Incorporation and may amend these statements as deemed necessary.

## ARTICLE 3 NONPROFIT STATUS

### Section 3.1 – Organization & Operation

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### Section 3.2 - Section 501(c)(3) Compliance

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

### Section 3.3 – Limitations on Activities

No member of the Board, no officers, nor any other authorized representative of the Corporation shall engage in any activity connected with the Corporation which might jeopardize the tax-exempt status granted to it by the Internal Revenue Service. All such persons shall take care to comply with all requirements for the continuance of such tax-exempt status at all times.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of

the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Section 3.4 – Prohibition Against Private Inurement**

No part of the income or profit of the Corporation shall be distributed to its trustees or officers, except that the Corporation may pay compensation in a reasonable amount to its trustees and officers for services rendered in furtherance of the purposes of the Corporation.

## **ARTICLE 4 BOARD OF TRUSTEES**

#### **Section 4.1 – Number of Trustees**

The Corporation shall have not less than three (3) and a maximum of nine (9) trustees (hereinafter “Trustee” or “Director”) and collectively they shall be known as the Board of Trustees (hereinafter “Board”).

#### **Section 4.2 – Qualifications**

Qualifications of the Board members shall be as follows:

1. Must be at least 18 years of age.
2. Must be a parent, legal guardian or sibling of an individual who has Down syndrome.
3. Cannot have been convicted of a federal or state felony.
4. The Board of Trustees seeks to have a Board comprised of individuals with a diverse set of talents, experience and competencies that will best fulfill the purposes of the Corporation. Examples of such talents and competencies may include but not be limited to: a) business professional; b) educational professional; c) medical professional; d) social services professional; e) accountant or other financial professional; f) attorney; g) parent advocate; h) individuals with expertise in fundraising, marketing, media relations, vocational training, or other relevant competencies.

#### **Section 4.3 – Powers**

Subject to the provisions of the laws of the State of New Jersey and any limitations in the Certificate of Corporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

#### Section 4.4 – Duties

It shall be the duty of the Board of Trustees to:

1. Provide long-term strategic direction, leadership, and continuity in accordance with the Corporation's purposes.
2. Perform any and all duties imposed upon them collectively or individually by law, the Certificate of Incorporation, or by these Bylaws.
3. Appoint and remove, and except as otherwise provided in these Bylaws, prescribe the duties of all officers of the Corporation.
4. Supervise all officers of the Corporation to assure that their duties are performed properly.
5. Meet at such times and places as required by these Bylaws.
6. Register their address with the secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
7. All trustees must be actively involved in one or more Board committees.

#### Section 4.5 – Election and Term of Office

The Board shall accept nominations no later than June 1 of each calendar year. Each Trustee will be nominated and duly appointed to serve on the Board following a Board majority vote and resolution to approve their membership to the Board.

Each Trustee shall hold office for a period of two (2) years, July 1 to June 30, and until his or her successor is elected and qualifies. There will be no limit to the number of terms each Trustee may serve.

#### Section 4.6 – Significant Actions

All significant actions of the Corporation are required to be approved by the Board. Significant actions are defined as:

1. Changes in Bylaws.
2. Approval of an annual budget.
3. Any expenditure of \$2,000 or more when not included in a previously approved budget.
4. Any action that would bind or obligate the Corporation for more than three (3) months.
5. Any action that could generate external publicity. External publicity is defined as publicity in materials or venues other than those prepared and distributed directly by the Corporation.

## ARTICLE 5 OFFICERS

#### Section 5.1 – Designation of Officers

The officers of the Corporation (hereinafter "Officer") shall consist of a president, a secretary, a treasurer, and, if desired, a chairman of the board, an executive director, one or more vice presidents, and all other officers as may be prescribed by the Bylaws. The Corporation may

provide alternative titles for those officers; provided that the Certificate of Incorporation or the Bylaws specify which other officer titles correspond to the president, secretary and treasurer and that the alternative titles not be used in completing the annual report filed pursuant to the laws of the State of New Jersey.

Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by the Bylaws to be executed, acknowledged, or verified by two or more officers.

Unless the Board determines otherwise, any appointed officer position may be filled by two persons who both agree and commit to perform jointly and equally the duties and exercise jointly and equally the powers incident to the position, as long as each co-officer was duly nominated and elected pursuant to the provisions of these Bylaws. In the event that an officer's vote is required by these Bylaws or otherwise, one vote shall be designated to the shared officer, and the co-officers shall jointly exercise the single vote. If the co-officers cannot agree on a single vote, no vote shall be cast for the applicable officer position.

There shall always be a minimum of three (3) officers of the Corporation, as follows:

1. President – (may also be referred to as “Chairperson” or “Co-Chair” if performed by more than one person)
2. Secretary
3. Treasurer

There shall also be an optional, but not required, fourth officer called “Outreach Coordinator.”

### Section 5.2 - Qualifications

Active members of the Board of Trustees in good standing shall serve as the Secretary and Treasurer of this Corporation. The Co-Chairs and other optional Officer positions may or may not be members of the Board of Trustees. However, all qualifications for Trustees of the Corporation are also required of all Officers of the Corporation. To qualify for the Treasurer position, the individual must be a licensed certified public accountant.

### Section 5.3 – Election & Term of Office

Officers serve as *ex officio* (non-voting) members of the Board of Trustees unless they are also a Trustee, and they shall be elected by the Board at the annual meeting in even-numbered years by a majority vote of the Board to serve for two (2) years, or until their successors are elected.

Each Officer shall hold office for a period of two (2) years, July 1 to June 30, and until his or her successor is elected or appointed and has qualified, subject to earlier termination by removal or resignation. There will be no limit to the number of terms each Officer may serve.

### Section 5.4 - Removal and Resignation

Any Officer elected or appointed by the Board may be removed by the Board, with or without cause. Any Officer may resign by written notice to the Corporation, and the resignation shall be

effective upon receipt thereof by the Corporation or at a subsequent time as shall be specified in the notice of resignation.

### Section 5.5 - Vacancies

Any vacancy occurring among the officers, however caused, shall be filled by the Board. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

### Section 5.6 – Duties of President (a/k/a Chairperson / Co-Chairs)

The Chairperson (or Co-Chairs) shall, subject to the control of the Board, supervise the affairs of the Corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

1. Responsible for carrying out the directions and resolutions of the Board.
2. Should serve on both the “Executive Committee” and the “Buddy Walk” committee.
3. Establish meeting agendas and conduct Executive Committee meetings.
4. Be an ex officio member of other committees.
5. Confer with the Board on important issues.
6. Serve as an advisory officer, if desired, following his/her term of office and shall be designated as “Past Chairperson.”

### Section 5.7 – Duties of Secretary

The Secretary shall:

1. Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep a book of minutes of all meetings of the Board, and, if applicable, meetings of committees, recording therein the time and place of holding whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. Prepare and distribute all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records, as authorized by law or the provision of these Bylaws, to duly executed documents of the Corporation.
5. Receive and distribute all incoming mail.
6. Receive and distribute all incoming phone messages.
7. Draft all group correspondence including thank you letters and maintain a correspondence file.
8. Maintain a database of families who have a child with Down syndrome and actively participate in the Corporation’s programs.



9. Exhibit at all reasonable times to any Board member, on request, the Bylaws, the book of minutes, correspondence file and database.
10. Serve as coordinator for one of the Corporation's social program committees.

#### Section 5.8 – Duties of Treasurer

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors.
2. Develop a yearly budget to present to the Board of Directors.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate records and correct accounts of the Corporation's business transactions. All records shall be the permanent property of the Corporation and shall be available for review by any Board member.
5. Prepare and file any yearly tax reports required by state and federal agencies.
6. Render to the Board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
7. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws.

#### Section 5.9 – Duties of Outreach Coordinator

The Outreach Coordinator shall:

1. Be responsible for new parent and physician outreach.
2. Provide resources to new parents, expectant parents, physicians, hospitals.
3. Liaison with early intervention programs in South Jersey.
4. Serve as coordinator for one of the Corporation's social program committees.
5. Perform other outreach activities as directed by the Board of Trustees.

## ARTICLE 6 COMMITTEES OF THE BOARD

#### Section 6.1 – Committee Membership & Authority

The Board, by resolution adopted by a simple majority of the entire Board, may appoint from among the Trustees an Executive Committee and one or more other committees, each of which shall have at least one or more participants. All committees must include at least one Board member, and the Board shall elect the chairs of the committees at the annual Board meeting. To the extent provided in the resolution, or in the Certificate of Incorporation or in the Bylaws, each

committee shall have and may exercise all the authority of the Board, except that no committee shall:

1. Make, alter or repeal any Bylaw of the Corporation;
2. Elect or appoint any trustee, or remove an officer or trustee;
3. Amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

1. Fill any vacancy in any committee;
2. Appoint one or more Trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
3. Abolish any committee at its discretion; and
4. Remove any Trustee from membership on a committee at any time, with or without cause.

The actions of committee members must be approved by the Chairperson of the committee. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

#### **Section 6.2 – Committee Meetings**

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

#### **Section 6.3 – Standing Committees**

The standing committees of the Board shall be

1. The Executive Committee
2. The Buddy Walk Committee

#### **Section 6.4 – Executive Committee**

The day-to-day management of the affairs and business of the Corporation shall be vested in the Executive Committee, which shall consist of the following Officers (Chairperson or Co-Chairs, Secretary and Treasurer) of the Corporation. This Executive Committee is given the powers and authority by the Board for the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided by provisions of law or these Bylaws.

By majority vote of the Trustees, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of the Officers of the Executive Committee, and fill vacancies on the Executive Committee. The Executive Committee shall keep regular minutes of their proceedings, cause them to be filed with the Corporate records, and report the same to the Board from time to time as the Board may require.

The duties and powers of the Executive will include, but are not exclusive of:

1. The Committee shall have the power to act on behalf of the Corporation, to supervise the Corporation's programs, subject to the approval of an annual budget and final ratification of its acts by the Board, in accordance with these Bylaws.
2. Authorize all non-budgeted expenditures up to \$1,000. Any amount above that must be approved by a simple majority vote of the Board.

Meetings of the Executive Committee may be called when requested by any two members of the Executive Committee. A simple majority of members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. The act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

#### **Section 6.5 – The Buddy Walk Committee**

The Buddy Walk committee is responsible for coordinating the annual Buddy Walk. This committee must include participation by at least two Board members. It may also include persons who are not members of the Board, subject to the supervision by the Board members and Officers who serve on the committee. The duties and powers of the Buddy Walk committee will include, but are not exclusive of:

1. Prepare and present to the Board, for approval, a budget for the Buddy Walk.
2. Execute agreements with vendors for the Buddy Walk, as budgeted.
3. Prepare, review and approve Buddy Walk media brochures.
4. Perform other duties as may be required to carry out the coordination of the Buddy Walk

#### **Section 6.6 – Other Committees**

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. All such committees must have at least one Board member on the committee.

Meetings and actions of committees shall be governed by, noticed, and held in accordance with the provisions of these Bylaws. The Board may adopt rules and regulations pertaining to the conduct of the meetings to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Committees that may be formed include, but are not limited to the following:

### Advocacy & Outreach Committee

1. Provide long-term strategic direction and leadership of advocacy and outreach activities.
2. Be a knowledgeable advocacy resource to parents and liaison with county, state and national organizations as needed.
3. Oversee outreach to families, hospitals, schools, obstetricians, pediatricians, genetic counselors and other interested parties.

### Athletics & Physical Fitness Committee

1. Provide long-term strategic direction and leadership of athletic and physical fitness programs.
2. Oversee and monitor Special Olympics teams that are financially supported by the Corporation.
3. Oversee and other year-round physical fitness training programs.

### Education, Health & Wellness Committee

1. Provide long-term strategic direction and leadership of education, health and wellness activities.
2. Provide the newsletter editor with information on relevant conferences, books, magazines, periodicals and articles of interest; coordinate conference reimbursement; liaison with educational speakers, as needed.
3. Oversee programs such as tutoring, nutrition education, and other health and wellness programs.

### Public Awareness Committee

1. Provide long-term strategic direction and leadership of public awareness and media relations activities.
2. Oversee public awareness activities, including preparing newsletters, brochures, and other publications.
3. Monitor website content, social media content (e.g. Facebook) or other means of publicity (e.g. newspapers, magazines, radio, TV).

### Social Programs & Support Committee

1. Provide long-term strategic direction, leadership and oversight of social programs and support activities.
2. Oversee social group programs, calendars of events, and budgeting to ensure that there is continuity of activities for all age groups including young children, teenagers, and young adults. Liaison with social group coordinators who may or may not be Trustees or Officers.
3. Provide support to families by mentoring, offering parent contacts, sending get well gifts, and providing relevant information or resources, as needed.

## Vocational & Adult Programs Committee

1. Provide long-term strategic direction, leadership and oversight of programs for individuals over age 21 such as vocational training, social programs and other relevant activities.
2. Coordinate age-appropriate activities such as social programs, employment training, or other areas of interest.
3. Disseminate information on issues relevant to adults with Down syndrome such as vocational training, employment opportunities, post-secondary education programs, and state funded programs.

## ARTICLE 7 PROCEDURES

### Section 7.1 – Regular Meeting of the Board of Trustees

There shall be at least one (1) annual meeting of the Board of Trustees, for the purpose of electing Trustees, Officers, approving the annual budget, and transacting other business subject to these Bylaws that may require their approval. The annual meeting date will be set by the Board and may be changed by a majority vote of the Trustees.

### Section 7.2 – Special Meetings

Special meetings of the Board may be called by the chair of the Board, by any two Trustees, or by persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

### Section 7.3 – Executive Committee Meetings

There shall be at least two (2) meetings of the Executive Committee, for the purpose of coordinating the annual budget, program calendars, and transacting other business subject to these Bylaws that may require their approval. The meeting dates will be set by the Executive Committee, and minutes will be recorded by the Secretary.

### Section 7.4 – Place of Meetings

Meetings must be held in the State of New Jersey and at such places as may be designated from time to time at the discretion of the Board or its Officers..

### Section 7.5 – Notice of Meetings

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

1. Regular Meetings – The Secretary shall ensure that Board members are notified in a timely manner of the date, time, location and agenda of each Board meeting.

2. Special Meetings – At least one week prior notice shall be given by the Secretary of the Corporation to each Board member of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or email and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
3. Waiver of Notice – Whenever any notice of a meeting is required to be given to any Trustee or Officer of this Corporation under provisions of the Certificate of Incorporation, these Bylaws, or the law of this State a waiver of notice signed by the Trustee or Officer, or via email, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### Section 7.6 – Quorum for Meetings

A quorum for the transaction of business shall consist of two-thirds (2/3) of the Board members. Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of the law, no business shall be conducted by the Board at any meeting at which the required quorum is not present, and the only motion which the chair of the Board shall entertain at such meeting is a motion to adjourn.

A Trustee shall be deemed present at a Board meeting if that Trustee participates in the meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. The attendance of ex officio Officers shall not count toward the presence of a quorum.

### Section 7.7 – Voting Procedure

The Board shall seek to make decisions through consensus. If consensus cannot be reached in a reasonable period of time, the chair of the Board may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than two-thirds (2/3) of those present and eligible to vote. Each Trustee shall be entitled to one vote.

### Section 7.8 – Conduct of Meetings

Meetings of the Board shall be presided over by the chair of the Board, or, if no such person has been so designated, or in his or her absence, by an Officer or any other Trustee of the Board, or in the absence of each of these persons, by a chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules, insofar as such rules are not inconsistent with or in conflict with the Certificate of incorporation, these Bylaws, or with provisions of law.

The order of regular Board meetings shall be as follows (including but not exclusive of this following order):

1. Call to order
2. Review of minutes
3. Report on correspondence
4. Treasurer's report
5. Committee reports
6. Unfinished business
7. New business
8. Adjournment

#### Section 7.9 – Action Without A Meeting

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting by unanimous consent of all Trustees represented by one or more written consents describing the action so taken, signed by each Trustee, and filed with the Secretary in the corporate records. The term “written consents” shall include consents by Trustees in electronic form and delivered by electronic mail.

#### Section 7.10 – Attendance

Upon two (2) un-excused absences in any twelve (12) month period, a Trustee is automatically resigned from office. Upon a request from the resigned member, the Board may vote to reinstate the Trustee.

#### Section 7.11 – Vacancy

Vacancies on the Board of Trustees shall exist (1) on the death, resignation, or removal of any Trustee, and (2) whenever the number of authorized Trustees is increased.

Unless otherwise prohibited by the Certificate of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval and appointment of the Board. If the number of Trustees then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Trustees then in office or by a sole remaining Trustee. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board or until his or her death, resignation, or removal from office.

#### Section 7.12 – Resignation

Any Trustee may resign effective upon giving written notice to the chair of the Board or any Officer, unless the notice specifies a later time for the effectiveness of such resignation. No Trustee may resign if the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

### Section 7.13 – Removal

Trustees may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state by the vote of three-fourths (3/4) of the other Trustees. The Trustee whose removal is being voted upon shall not have a vote as to removal.

### Section 7.14 - Transfer of Office

Upon the expiration of each Trustee's or Officer's term, the individual will turn over to the newly elected replacement, without delay, all records, books, and other materials pertaining to the Trustee's or Officer's position.

## ARTICLE 8 ADMINISTRATION

### Section 8.1 – Registered Office & Agent

The Corporation shall have and continuously maintain a registered address in the State of New Jersey. The location of the registered address and the name of the registered agent may be changed and determined on an annual basis by the Board pursuant to applicable provisions of law.

### Section 8.2 - Corporate Seal

The Board may adopt, use, and alter a corporate seal. Such seal shall be kept at a location designated by the Board. Failure to affix the seal to Corporate instruments, however, shall not affect the validity of any such instrument.

### Section 8.3 – Fiscal Year

The fiscal year shall begin July 1 and end on the following June 30, or upon application to the IRS, by the Treasurer, any other period the Board deems appropriate.

### Section 8.4 – Maintenance of Corporate Records

The Corporation shall keep at a place designated by the Board:

1. Minutes of all meetings of the Board, committees of the Board, including the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its business transactions and accounts of its assets, liabilities, receipts and disbursements;
3. A copy of the Corporation's Certificate of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Board and Officers of the Corporation at all reasonable times.



### **Section 8.5 – Execution of Instruments**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no person other than the Treasurer or the Chair of the Board of Trustees shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 8.6 – Loans**

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Trustee or Officer.

### **Section 8.7 – Checks and Notes**

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, order for the payment of money, and other indebtedness of the Corporation shall be signed by the Treasurer or the chair of the Board. All expenditures over \$5,000 shall require dual authorization by the Treasurer and the chair of the Board.

### **Section 8.8 – Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. All funds deposited in the Corporation's accounts shall become the sole property of the Corporation.

### **Section 8.9 – Budgets**

The Board shall approve the annual budget of the Corporation during the first quarter of each fiscal year upon recommendation of the Executive Committee.

### **Section 8.10 – Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

### **Section 8.11 - Inspection Rights**

Every Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

## ARTICLE 9 GENERAL PROVISIONS

### Section 9.1 – Compensation

The Corporation is formed as a voluntary organization, and Trustees and Officers shall serve without compensation. However, Trustees and Officers shall be allowed reasonable advancement or reimbursement of expense incurred in the performance of their duties. Any payments to Trustees and Officers shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set for in these Bylaws.

### Section 9.2 – Indemnification of Trustees & Officers

The Trustees and Officers of this Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of New Jersey, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceedings, civil or criminal, in which he or she is made a party by reason of being or having been such Trustee or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty. The Corporation shall make any other indemnification that shall be authorized by the Certificate of Incorporation, these Bylaws, vote of the Board, or resolution adopted by the Board.

### Section 9.3 – Liability of Trustees & Officers

No person shall be liable to the Corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him/her as a Trustee or Officer at the request of the Corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his/her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the corporation, or for other such corporation, or upon statements made or furnished by the directors, officers, or agents of the corporation, or of such other corporations, which he/she had no reasonable grounds to disbelieve.

### Section 9.4 – Non-Liability of Trustees & Officers

The Trustees and Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### Section 9.5 – Insurance for Corporate Trustees & Officers

Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Trustee, Officer, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as

such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these Bylaws, or provisions of law.

### Section 9.6 – Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five percent (75%) of the Trustees at any meeting of the Board, provided all Trustees have been notified of this purpose. In the event of dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, either: (1) dispose of all assets of the Corporation exclusively in such a manner that furthers the purposes of the Corporation; or (2) transfer all assets of the Corporation to an entity or entities that have purposes similar to the purposes of the Corporation and are qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

## ARTICLE 10 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

### Section 10.1 - Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee or Officer of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 10.2 - Definitions

- a. **Interested Person.** Any Trustee, Officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 10.3 - Conflict of Interest Avoidance Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or

arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. **Violations of the Conflicts of Interest Policy.** If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 10.4 - Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 10.5 - Compensation Approval Policies**

A voting member of the governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Trustees, Officers, employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation;
- b. all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  4. has no material financial interest affected by the compensation arrangement; and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
  1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
  2. the availability of similar services in the geographic area of this organization;
  3. current compensation surveys compiled by independent firms;

4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
  1. the terms of the compensation arrangement and the date it was approved;
  2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it and the votes cast by each board or committee member;
  3. the comparability data obtained and relied upon and how the data was obtained;
  4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
  5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
  6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
  7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation

arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the board or committee.

#### Section 10.6. - Annual Statements

Each Trustee and Officer shall sign a statement which affirms such person:

- a. has received a copy of the Bylaws which contains the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 10.7 - Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### Section 10.8 - Use of Outside Experts

When conducting the periodic reviews as provided for in these Bylaws, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.



## ARTICLE 11 EFFECT OF BYLAWS

### Section 11.1 – Amendments

The Board shall have the power to alter and repeal Bylaws. These Bylaws may be amended by a two-thirds (2/3) vote of the Trustees at any meeting of the Board provided all Trustees have been notified of this purpose, and that as amended the Bylaws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

### Section 11.2 – Rescinding Prior Bylaws

These Bylaws shall repeal and be substituted for all former Bylaws of the Corporation.

### Section 11.3 Adoption of Bylaws

We consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Corporation by 2/3 vote of the Board of Trustees of the Down Syndrome Support Group of South Jersey, DBA “Bringing Up Down Syndrome” on this date.