BYLAWS
OF
RIVERBEND DOWN SYNDROME ASSOCIATION

ARTICLE I
NAME

SECTION 1.1 NAME
The name of this Corporation shall be the Riverbend Down Syndrome Association (RDSA). It shall be a nonprofit Corporation incorporated under the laws of the State of Illinois.

ARTICLE II
NONPROFIT PURPOSES

SECTION 2.1 IRC SECTION 501 (C) (3) PURPOSES
Riverbend Down Syndrome Association is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2.2 PURPOSES
The purpose of this Corporation is to promote the general welfare of individuals with Down syndrome by serving as a source of support, acceptance, encouragement, understanding and information in accordance with our mission.

ARTICLE III
MEMBERSHIP

SECTION 3.1 DETERMINATION OF MEMBERS
Membership is open to anyone interested in supporting persons with Down syndrome. Persons must request membership.

SECTION 3.2 FEES AND DUES
The annual dues payable to the Corporation by members shall be $0 per family at this time.
ARTICLE IV
BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

SECTION 4.1 DESIGNATION OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS
The Board of Directors, hereinafter referred to as the Board, shall consist of no less than five Directors, with a maximum number of Directors as may be established from time to time by a two-thirds vote of the Board. Four Directors will serve as elected Executive Officers: President, Vice-President, Treasurer, and Secretary. The remaining Directors will serve as elected At-Large directors. The Board will strive to include members of the community and self-advocates. (See Appendix for current Board structure and committees.) The board receives no compensation.

SECTION 4.2 QUALIFICATIONS
The offices of President, Vice-President and Parent Outreach Chair shall be limited to parents of individuals with Down syndrome; all other offices and positions shall be open to any interested persons.

SECTION 4.3 MEETINGS
The Board shall meet at least bi-monthly, at an agreed upon time and place. An official Board meeting requires that each Board member have written (electronic) notice two weeks in advance. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Written (electronic) notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

SECTION 4.4 TERMS
All Board members shall serve three-year terms, and are eligible for re-election.

SECTION 4.5 QUORUM
A majority of the Board shall constitute a forum before business can be transacted or motions made or passed.

SECTION 4.6 RESIGNATION, TERMINATION AND ABSENCES
Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

SECTION 4.7 VACANCIES
Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Directors shall be filled by the Board of Directors. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.
SECTION 4.8 DUTIES OF THE PRESIDENT
a. Serve as the official representative of RDSA and as its spokesperson on matters of policy and positions.
b. Direct and be responsible for the overall operation of the Corporation and the strategic plan.
c. Call, preside and set agenda at meetings.
d. Designate committees and supervise their activities
g. Serve as chair or member of one or more committees/sub-committees

SECTION 4.9 DUTIES OF THE VICE-PRESIDENT
a. Preside in the absence of the President.
b. Assist the President as requested.
c. Assume the office of the President, should vacancy occur, for un-expired term only.
d. Serve as chair of the advocacy committee.

SECTION 4.10 DUTIES OF THE SECRETARY
a. Record and maintain minutes of all meetings.
b. Assist the President as requested.
c. Oversee all mailings.
d. Draft all group correspondence
e. Maintains membership database
f. Serve as chair or member of one or more committees/sub-committees

SECTION 4.11 DUTIES OF THE TREASURER
a. Receive and disburse funds with appropriate authorization.
b. Maintain financial records and present them at all board meetings
c. Prepare a year-end financial report
d. Assist the President as requested.
e. Serve as chair or member of one or more committees/sub-committees

SECTION 4.12 DUTIES OF SELF-ADVOCATES
a. Assist the President as needed
b. Serve as chair or member of one or more committees

SECTION 4.13 DUTIES OF THE AT-LARGE DIRECTORS
a. Assist the President as needed
b. Serve as chair or member of one or more committees/sub-committees
ARTICLE V
ELECTIONS

SECTION 5.1 ELECTION DAY
Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the current members.

SECTION 5.2 NOMINATION COMMITTEE
At least ninety (90) days prior to the election meeting, the president shall appoint a nomination committee of three members who are not officers to be in charge of elections. This committee, through a newsletter announcement and e-mail blast to the membership, will request nominations from the membership for both members and interested persons in the community at large who wish to serve and be added to the slate of nominees. The solicitation must take place at least sixty (60) days prior to the annual meeting. This committee will draw up a slate of nominees, who will have agreed to serve. An introduction of nominees will be given and elections will be by written ballot at the annual meeting.

SECTION 5.3 TERMS
Directors will serve a three-year term and may seek re-election. Officers will serve a three-year term and may seek re-election to that office. In any given year, only two members of the executive committee will be elected. In any given year, at least one self-advocate and one-third of the At-Large Directors shall be elected.

SECTION 5.4 NUMBER OF VOTES
Each member shall have one vote.

ARTICLE VI
EXECUTIVE COMMITTEE

The management of all affairs, property, and business of the Corporation shall be vested in the Executive Committee, which shall consist of the officers listed in Article IV.

SECTION 6.1
The Executive Committee shall not reverse or rescind any prior formal action of the full membership provided that action was voted on by the members under provisions of this article.

SECTION 6.2
The Executive Committee shall fix its own rules of procedure. A majority of its members shall constitute a quorum.

SECTION 6.3
The President does not vote on matters brought to the Board for a Motion unless there is not a quorum or there is a need for a majority ruling.
ARTICLE VII
COMMITTEES

SECTION 7.1 Appointment
With the exception of the Executive Committee, over which the President shall preside, each committee leader shall be appointed by the Board of Directors. All committee appointments expire at the end of two calendar years, but not until successors are appointed.

SECTION 7.2 Committees
The Board of Directors by resolution adopted by a majority of the Board of Directors may designate one or more committees, each of which shall consist of two or more individuals selected from the Board or general membership. The committees to the extent provided in said resolution or by these Bylaws shall have and exercise the authority of the general membership in the management of the said committee or Corporation.

SECTION 7.3 Executive Committee
The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and such other members as the Board may appoint. Meetings of the Executive Committee may be called during intervals between meetings by the President or Secretary or when requested by any two members of the Executive Committee. All actions of the Executive Committee between Board meetings shall be presented to the Board at its next succeeding meeting. 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 7.4 Other Committees
The Board of Directors may authorize such other committees, including both standing and ad hoc committees, as it may deem advisable from time to time for the purpose of advising or aiding the officers in the management of the affairs of the Corporation. Such committees shall have such authorities and duties as the Board may from time to time prescribe. See AMENDMENT 1

ARTICLE VIII
MEETINGS

SECTION 8.1 GENERAL MEETINGS
General meetings will be held at least two times a year, at a time and place designated by the executive committee, one of which shall be the annual meeting to include the election of officers.

SECTION 8.2 ATTENDANCE
These meetings shall be open to membership and other interested persons.
ARTICLE IX
IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

SECTION 9.1 LIMITATIONS ON ACTIVITIES
No substantial part of the activities of the 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 the 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 170 (c) (2) of the Internal revenue Code.

SECTION 9.2 PROHIBITION AGAINST PRIVATE INUREMENT
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

SECTION 9.3 DISTRIBUTION OF ASSETS
Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Illinois.

ARTICLE X
AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors present and voting at a general board meeting, provided notice of such submission of such amendment is given in writing through the mail at least thirty (30) days in advance of the meeting at which action is to be taken.
ARTICLE XI
MISCELLANEOUS

SECTION 11.1 NOTIFICATION
“Notification” where required by these bylaws, is defined as a mailing to the membership at the most recent address available to the Riverbend Down Syndrome Association. It is the members’ responsibility to notify the Secretary of any change of address.

SECTION 11.2 GIFTS
The Riverbend Down Syndrome Association may apply for, and accept grants, gifts, and bequests necessary or desirable to carry on any program in keeping with the purpose of the Riverbend Down Syndrome Association as stated in these by-laws.

These Bylaws were approved via email of the Board of Directors on January 14, 2017.

Riverbend Down Syndrome Association Board of Directors:

Marc Mitchell — President, Edwardsville
Shana Knight – Secretary, Glen Carbon
Jennifer Bonner — Treasurer, Glen Carbon
Doug Bonner, Glen Carbon
Leslie Collins, Bethalto
Peggy Mitchell, Edwardsville
Sara Schwarz, Edwardsville
Kate Wolff, Brighton

AMENDMENT 1 - COMMITTEES
As per Section 7.4, the Board shall establish one or more of the following committees as needed.

**Standing Committees - ongoing committees which address major activities/functions**

**Executive Committee:** The management of all affairs, property, and business of the Corporation shall be vested in the Executive Committee, which shall consist of the officers listed in Article IV.

**Development Committee:** Oversees development and implementation of the fundraising plan; identifies and solicits funds from external sources of support.

**Communication Committee:** Oversees development, implementation and maintenance of communication plan and media outlets chosen to be utilized for the Corporation.

**Advocacy Committee:** Identifies and communicates to members opportunities for system advocacy and awareness building events that ensure equitable opportunities are available for adults and children with Down syndrome.

**Membership Committee:** Oversees current membership database; identifies and solicits membership opportunities.

**Ad Hoc Committees - address short-term activities**

**Nomination Committee:** Identifies needed board member skills, suggests potential members and orients new members.

**Program Committees - support specific programs or Corporational activities**

**New Parent Outreach Committee:** Oversees development and implementation of new parent packets for use in Corporation outreach; identifies new parents of children with Down syndrome in the Southwestern, IL area.

**Monthly Parent Meeting Committee:** Plan and organize monthly meeting and events to further our commitment to connecting families and raising awareness.

**Special Event Committees - manages/supports special events**

**Annual Picnic Committee:** Plan and organizes the annual picnic to further our commitment to connecting families and raising awareness.