

BY-LAWS OF DOWN SYNDROME ALABAMA, INC

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BY-LAWS OF PARENT ADVOCATES DOWN SYNDROME, INC

ARTICLE I NAME AND ORGANIZATIONAL STRUCTURE

Section 1:1 Name

The name of this Alabama nonprofit corporation is **Parent Advocates Down Syndrome, Inc.**, doing business as **Down Syndrome Alabama** (referred to in these By-Laws as **DSA**)

Section 1:2 Organizational Structure

DSA shall be governed by a board of a minimum of nine (9) directors (collectively referred to in these By-Laws as the *Board* and each individually referred to in these By-Laws as *Director*), and four (4) officers (collectively referred to in these By-Laws as the *Officers*), and an unlimited number of members (collectively referred to in these By-Laws as the *Members*). The interrelationship between the Board, the Officers, and the Members shall be fully controlled by the provisions of these By-Laws.

ARTICLE II PURPOSES

Section 2:1 Purposes

The specific purposes of DSA (collectively referred to herein as the *purposes of DSA*) are: (1) to provide an understanding of Down syndrome through the dissemination of information to professionals, parents, and others interested in Down syndrome; (2) to provide non-professional counseling, collective strength, and advocacy to parents and relatives of children with Down syndrome; (3) to provide opportunities for fellowship and interaction among those interested in Down syndrome; (4) to increase awareness and acceptance of people with Down syndrome; and (5) to protect and promote the rights of people with Down syndrome.

ARTICLE III NONPROFIT STATUS

Section 3:1 Organization and Operation

DSA is not organized for and shall not be operated for pecuniary gain or profit. DSA shall never be authorized to engage in the regular business of the kind ordinarily carried on for profit or in any other activity except in furtherance of the stated purposes for which DSA is organized. No DSA property and no part of DSA' net earnings shall inure to the benefit of any Officer, Member, Director, or any private individual, except in the event that the Board authorizes the payment of reasonable compensation for services rendered.

Section 3:2 Limitations on Activities

No substantial part of the activities of DSA shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law), and DSA 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.

Section 3:3 Section 501(c)(3) Compliance

Notwithstanding any provision of these By-Laws, DSA shall not carry on any activities or have any powers not allowed for a corporation that is 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 III NONPROFIT STATUS (continued)

Section 3:4 Dissolution

In the event of the dissolution of DSA, the Board shall, after paying or making provisions for the payment of all liabilities of DSA, either: (1) dispose of all assets of DSA exclusively in such a manner that furthers the purposes of DSA; or (2) transfer all assets of DSA to an entity or entities that have purposes similar to the purposes of DSA 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 IV OFFICES

Section 4:1 Location

The address of DSA' registered office in the State of Alabama and the name of the registered agent at such address shall be as specified in the Articles of Incorporation [Exhibit C] or, if subsequently changed, as specified in the most recent Statement of Change filed pursuant to Section 10-3A-24 of the Alabama Nonprofit Corporation Act. DSA may also have other offices at such places within or without the State of Alabama as the Board may from time to time designate or the business of DSA may require.

Section 4:2 Change of Location

In the manner set forth in Section 10 of the Alabama Nonprofit Corporation Act, the Board or the registered agent may change the address of DSA registered office in the State of Alabama and the Board may change the designation of the registered agent.

ARTICLE V MEMBERSHIP

Section 5:1 Members

All persons listed on [Exhibit A] to these By-Laws are DSA members and shall have the rights and voting privileges provided in these By-Laws; these members shall remain members until their membership is terminated. In addition, any other individual who fulfils the requirements of Section 52 of these By-Laws shall become a DSA member with full membership rights and voting privileges. DSA shall maintain a membership roster and shall record thereon the acceptance and termination of memberships.

Section 5:2 Member Qualifications

Any person or persons who wish to contribute to the purposes of DSA shall, upon completion of a-the DSA membership registration process become DSA members with full membership rights and voting privileges, subject only to the 60-day delay provided in Section 54 of these By-Laws. Membership shall be open to all persons regardless of race, creed, age, sex, disability, or national origin.

Section 5:3 Availability and Duration of Membership

Subject to the provisions of Section 52 of these By-Laws, persons may be admitted to membership at any time. Once admitted, Members shall retain their membership for life or until their membership is terminated.

Section 5:4 Member Rights and Privileges

Each Member shall be entitled to: (1) notice of all membership meetings; (2) one vote at membership meetings personally, by electronic survey or by limited proxy; and (3) to such DSA information as the Board may determine consistent with these By-Laws. However, in order to vote at a membership meeting, a person must have been a Member for 60 days. Members may vote by limited proxy only by having another Member submit an official DSA ballot signed by the voter at any membership meeting where a membership vote is taken. Members may not assign their right to vote to any other individual.

ARTICLE V MEMBERSHIP (continued)

Section 5:5 Member Termination

Any Member may request membership termination in writing, and such termination shall become effective upon receipt of the written request. Additionally, if the Board determines that a Member's continued association with DSA is detrimental to the reputation of DSA or the achievement of DSA's purposes, the Board may terminate the membership immediately and without notice. In the event of membership termination by the Board, the Board shall advise the Member of the termination and shall have complete discretion to give or not to give reasons for the membership termination.

ARTICLE VI MEETINGS OF THE MEMBERS

Section 6:1 Meeting Types

There shall be two types of meetings of the Members: (1) ordinary Members meetings; and (2) special Members meetings. Ordinary Members meetings shall occur no fewer than two (2) times per year and no more than twelve (12) times per year. Special Members meetings may occur as needed.

Section 6: Ordinary Member Meetings

Ordinary Members meetings may only be called by the President or the President's designee and shall be held at a place and time to be determined by the President or the President's designee. Fourteen (14) days notice of an ordinary Members meeting shall be the minimum requirement of notice. The President or the President's designee shall set the agenda for all ordinary Members meetings, and if the meeting agenda includes a vote to elect any Officers, a vote to elect any Directors or a vote to amend these By-Laws, the President or the President's designee shall include the meeting agenda with the meeting notice

Section 6:3 Special Member Meetings

Special Members meetings may be called by the President, the Chair of the Board, or any two members of the Board, and shall be held at a reasonable time and place to be determined by the person or persons who call the meeting. In addition, upon receipt of a written request signed by at least twenty-five (25) Members entitled to vote, the President or the President's designee shall call a special meeting to be held at the requested time and place; such a request must include the reason for the special Members meeting, a proposed agenda, and a listing of the motions intended to be submitted at the special meeting. Five (5) days notice of a special Members meeting shall be the minimum requirement of notice. The person or persons who call the special meeting shall set its agenda and shall include the meeting agenda with the meeting notice, except that if the meeting is requested by Members as provided above, the President or the President's designee shall include on the official meeting agenda all items listed on the proposed agenda. Notices and agendas for special meetings must state the reason for the special meeting and the motions intended to be submitted at the special meeting.

Section 6:4 Quorum and Procedure

A quorum for the transaction of business at ordinary and special meetings shall be twenty (20) Members with full voting rights and privileges. Ordinary and special meetings may proceed according to the discretion of the person or persons who rightfully call the meeting, but if any dispute arises concerning the procedure for conducting the meeting, the procedures outlined in **Robert's Rules of Order Newly Revised** [Exhibit B] shall be followed except when in specific conflict with these By-Laws, in which case, the conflicting provision of these By-Laws shall control.

ARTICLE VII BOARD OF DIRECTORS

Section 7:1 General Powers

The Board shall manage or direct the property, business, and affairs of DSA. The Board may exercise all powers of DSA and has the authority to do anything permitted by law, the Articles of Incorporation [Exhibit C], and these By-Laws.

Section 7:2 Number and Types of Directors

The Board shall consist of a minimum of nine (9) Directors, with at least one from each of the following types: (1) current President; (2) immediate past President; (3) self-advocate; (4) financial professional; (5) attorney; (6) physician or other medical professional; (7) education professional; (8) undesignated Member or non-Member; and (9) undesignated Member or non-Member. The number and types of Directors which shall constitute the whole Board may be changed by amendment of these By-Laws. In the event that certain of the forgoing types of Directors are unavailable for candidacy for any reason, including, but not limited to, the expiration of term limits contained in these By-Laws, the resignation or removal of the immediate past President, or the inability of the nominating committee to secure nominations of Directors of the forgoing types, the vacant Board position shall be open to all candidates who meet the qualifications contained in Section 7:4 of these By-Laws.

Section 7:3 Designation and Powers of Board Leadership

Of all the DSA Directors, one shall be the Chair of the Board and one shall be Vice-Chair of the Board. At the last Board meeting of each fiscal year, the Board shall vote to select a Chair and Vice-Chair of the Board for the upcoming year. Each Chair and Vice-Chair of the Board shall serve as Chair and Vice-Chair from January 1 to December 31 of the year for which they were elected to serve except in the event that either or both are no longer able to serve due to the expiration of their term(s), resignation, or removal. In the event that a Director serving as Chair or Vice-Chair of the Board can no longer serve for any reason as Chair or Vice-Chair, the Board shall vote at its next meeting to select a Director to fill the Chair or Vice-Chair vacancy.

Section 7:4 Director Qualifications

Directors shall be natural persons who have reached the age of majority under the laws of the State of Alabama. Each Director shall be committed to DSA' purposes and shall commit to adhere fully to these By-Laws at all times. No individual shall fill more than one Director's seat on the Board. No more than seven (7) DSA members may simultaneously serve on the Board.

Section 7:5 Director Duties

The Board shall have the following duties:

- (a) Perform any and all duties imposed upon them collectively or individually by law, the Articles of Incorporation [Exhibit C], and these By-Laws;
- (b) Set policies governing the achievement of DSA' purposes and supervise these policies' implementation;
- (c) Except as otherwise provided in these By-Laws, appoint and remove, employ and discharge, and prescribe the duties and determine the compensation, if any, of all DSA Officers, agents, and employees;
- (d) Supervise all DSA Officers, agents, and employees;
- (e) Meet at the times and places required by these By-Laws; and
- (f) Register their postal addresses, electronic addresses, if any, and phone and fax numbers with the DSA Secretary and accept all notices referenced in these By-Laws by US Mail or electronic transmission at such addresses or numbers.

ARTICLE VII BOARD OF DIRECTORS (continued)

Section 7:6 Honorary Directors

The Board or any Member may from time to time nominate individuals who exemplify DSA¹ purposes to serve as Honorary Directors. Upon such a nomination and upon the nominee's willingness to serve as an Honorary Director, the Board may then at its discretion, through the regular or special election process outlined in these By-Laws, place the nominee up for election. Honorary Directors may be elected at any time and shall be subject to the same term limitation as regular Directors. Honorary Directors shall have the right to attend DSA Board or Membership Meetings in an advisory capacity but shall not be required to assume or fulfill the duties and responsibilities set forth in Section 74 of these By-Laws and shall not have Board voting rights. In no event may more than six (6) Honorary Directors serve at the same time.

Section 7:7 Election of Directors

The Board shall schedule an election to occur at the 4th Quarter Board Meeting of each year. At the 3rd Quarter Board Meeting, the nominating committee shall report the nominee or nominees for each Board position to be filled. The Board shall give notice of the election date, time, and site to all Members at least thirty (30) days prior to the scheduled election. Members shall then elect individuals to fill all vacant or expired Board positions. Voting at the election shall be by written ballot. The newly-elected Directors shall take office on January 1 following the election. Failure to fill a Board position shall not dissolve DSA. All Directors' positions shall be up for election every two years except that the current President and immediate past President Board positions shall not be part of the Director election process unless the current President or immediate past President are unavailable for candidacy for any reason. Subject to all provisions of these By-Laws, at the end of each President's term of office, he or she shall automatically become a Director to serve for one (1) year in the immediate past President Director position, and upon the election of the President, he or she shall automatically become a Director to serve for one (1) year in the current President Director position.

Section 7:8 Nomination Procedures

The Board shall appoint a nominating committee to solicit individuals to run as candidates for vacant or expired Officer and Board positions at the 4th Quarter Board Meeting for the next year. The nominating committee shall set a cut-off date for self-nominations and, following the expiration of that date, shall publish its slate of Officer or Board nominees (including self-nominees) simultaneously with the notice of the Members meeting at which the Officer or Board elections will occur. The Board shall set and post or distribute to all Members election and nomination rules and procedures, subject to the following:

- (a) All Officer and Board positions must be open to any Member who wishes to run for office;
- (b) Any member may run for office by confidential self-nomination pursuant to time deadlines and procedures set by the Board for such nominations; and
- (c) No Director, Officer, or nominating committee member shall differentiate in any way on election ballots or otherwise between self-nominated candidates and candidates who did not become candidates by self-nomination

Section 7:9 Special Election

In the event that Director vacancies occur, the Board shall schedule at any time a special election pursuant to the provisions of these By-Laws governing election of Directors and nomination. Each Director elected by special election shall hold office for the remaining term of the Board seat to which he or she is elected and in accordance with Sections 77 and 714 of these By-Laws

ARTICLE VII BOARD OF DIRECTORS (continued)

Section 7:10 Terms

Each Director shall serve for a two (2) year term, shall serve until the expiration of his or her term or until such Director's successor is duly elected and qualified, and shall serve no more than three (3) consecutive terms. The terms of the current President and immediate past President, shall not be considered as part of the three (3) consecutive terms limit.

Section 7:11 Resignation and Removal

Any Director may resign at any time by written notice to the Chair of the Board and the President. The resignation of any Director shall take effect upon its receipt or at such later time as the resignation may specify, and unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by vote of two-thirds (2/3) of the Members at any regular meeting or at a special meeting called for that purpose, provided that notice has been given as specified in Sections 62 and 63 of these By-Laws. For purposes of these By-Laws, a Director's term shall be deemed to have expired upon the Director's resignation, removal, incapacity, or other inability to perform the Director's duties.

Section 7:12 Chair of the Board

The Chair of the Board shall have all powers and duties usually incident to the position of Chair of the Board. These powers and duties shall include, but are not limited to, the following:

- (a) the power and duty to preside at all Board meetings at which he or she is present;
- (b) the power to sit ex officio, at his or her discretion, on all committees of the Members or the Board;
- (c) the power and duty to follow these By-Laws, all resolutions of the Board, and all policies, procedures, rules, and regulations governing DSA;
- (d) the power and duty to execute in the name of DSA such deeds, mortgages, bonds, contracts, ~~checks~~ or other instruments which may from time to time be authorized by the Board;
- (e) the power to, or appoint a designee to any committee, name and define all Board committees and the power to appoint the chair of each Board committee; and
- (f) any other powers or duties as the Board may assign to him or her.

Section 7:13 Vice-Chair of the Board

The Vice-Chair of the Board shall become Chair of the Board if, during the Vice-Chair's term of office, the Chair of the Board's term expires. The Vice-Chair of the Board shall generally assist the Chair of the Board in such manner as the Chair of the Board shall direct and shall be responsible for following and promoting the policies and objectives established by the Board. The Vice-Chair of the Board shall have all powers and duties usually incident to the position of Vice-Chair, except as specifically limited by a resolution of the Board. These powers and duties shall include all duties or powers as may be assigned from time to time by the Board or the Chair of the Board.

Section 7:14 Vacancies

In the event that vacancies occur on the Board, due to an increase in the number of directors, the resignation or removal of a Director, or otherwise, the Chair of the Board shall call a special membership meeting for the election of a replacement Director. Any replacement-Director's term of office shall not exceed the remaining term of his predecessor. A Director may vote in the election of the Director's successor, and a Director may succeed himself or herself in office. Any directorship to be filled because of an increase in the number of Directors shall be filled by election at the scheduled December election or at a special meeting called for that purpose.

ARTICLE VII BOARD OF DIRECTORS (continued)

Section 7:15 Quorum and Procedure

A majority of the total number of Directors fixed by these By-Laws shall form a quorum for the transaction of business. Directors must be present in person or personally submit their vote to both the President and the Chair of the Board to be considered for quorum purposes. Ordinary and Special Board meetings may proceed according to the discretion of the person or persons who rightfully call the meeting, but if any dispute arises concerning the procedure for conducting the meeting, the procedures outlined in **Robert's Rules of Order Newly Revised** [Exhibit B] shall be followed except when in specific conflict with these By-Laws, in which case, the conflicting provision of these By-Laws shall control. Motions arising at all Board meetings shall be decided by a majority of votes, unless the Articles of Incorporation [Exhibit C] or these By-Laws require a vote of a greater number and, in the case of an equality of votes, the Chair of the Board shall cast the deciding vote. In the absence of a quorum, the Directors present may adjourn the meeting until a quorum is present.

Section 7:16 Regulations

The Board may adopt rules and regulations for the conduct of the business and management of DSA, not inconsistent with law, the Articles of Incorporation [Exhibit C], or these By-Laws. The Board may hold its meetings and cause DSA's books and records to be kept wherever the Board deems appropriate, not inconsistent with these By-Laws. Any Director, or any member of any committee designated by the Board, shall, in the performance of such Director's duties, be fully protected in relying in good faith upon the books of account or reports made to DSA by any of the Officers, by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board or any committee of the Board, or in relying in good faith upon other DSA records.

Section 7:17 Ordinary Board Meetings

The Board shall hold at least two (2) Ordinary Board Meetings each calendar year. These meetings may only be called by the Chair of the Board, or the Chair of the Board's Director-designee and shall be held at a place and time to be determined by the Chair of the Board or the Chair of the Board's Director-designee. Fourteen (14) days notice of an ordinary board meeting shall be the minimum requirement of notice. The Chair of the Board or the Chair of the Board's Director-designee shall set the agenda for all ordinary board meetings, and include the meeting agenda with notice of each meeting; except as otherwise provided by law, any business may be transacted at any ordinary board meeting.

ARTICLE VII BOARD OF DIRECTORS (continued)

Section 7:18 Special Board Meetings

Special board meetings may be called by the Chair of the Board, the President, or any two Directors, and shall be held at a time and place to be determined by the person or persons who call the meeting. In addition, upon receipt of a written request signed by at least twenty-five (25) Members entitled to vote (the *petitioning Members*), the Chair of the Board or the Chair of the Board's Director-designee shall call a special meeting to be held at the requested time and place, subject to the notice provisions contained in this Section. Such a request must include the reason for the special board meeting, a proposed agenda, and a listing of the recommendations intended to be submitted from the petitioning Members to the Board at the special board meeting. The petitioning Members may submit to all Directors an unlimited number of written proposals which the Board shall take into consideration before acting upon the issues raised by the petitioning Members. If requested by the petitioning Members, the Chair of the Board shall allow up to two (2) Member-representatives designated by the petitioning Members to give oral presentations to the Board. Five (5) days notice of any special board meeting shall be the minimum requirement of notice. The notice and agenda for the special board meeting shall state the reason for and the topics to be considered at the special board meeting. In the event that the special board meeting is the result of petitioning Members' request, each petitioning Member shall receive the same notice of the special board meeting as the Directors. Also, if the special board meeting is the result of Member petitioning and a quorum is not present at the special board meeting, the Chair of the Board shall recall the special board meeting every fourteen (14) days until a quorum is present and shall make every reasonable attempt to schedule the special board meeting at a time and place when a quorum is most likely; except as otherwise provided by law, any business may be transacted at any special board meeting.

Section 7:19 Compensation of Directors

Directors shall not receive compensation for their services as Directors, although they may be reimbursed for the amount of any actual expenses approved by the Board and incurred by them in the performance of their duties as Directors.

Section 7:20 Action Without Meeting

Unless otherwise restricted by the Articles of Incorporation [Exhibit C], any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all Directors or Board committee members, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or such Board committee.

Section 7:21 Disclosure of Interest

Any Director who is directly or indirectly interested in a proposed contract or transaction with DSA, for activities distinct from their Board duties, shall disclose fully and promptly the nature and extent of his or her interest to the Board.

Section 7:22 Non-liability of Directors

No DSA Director shall be personally liable for the debts, liabilities, or other obligations of DSA.

ARTICLE VII BOARD OF DIRECTORS (continued)

Section 7:23 Transfer of Office

Upon the expiration of each Director's term of office, each Director shall turn over to the newly elected Chair of the Board, without delay, all records, books, and other materials pertaining to the Director's expired position. Within seven (7) days following the former Chair of the Board's expired term, the former Chair of the Board shall remove his or her name and address from all signature cards or other records of authorization related to DSA funds and shall have substituted in place of those signatures and authorizations, the name and address of the newly elected Chair of the Board.

Section 7:24 Liability Insurance

Except as otherwise provided by law, the Board may authorize the purchase and maintenance of liability insurance on behalf of any agent, including Directors, Officers, employees, or other agents of DSA.

ARTICLE VIII OFFICERS

Section 8:1 Designation of Officers

The principal Officers of DSA shall consist of:

(1) President; (2) Vice-President; (3) Secretary; and (4) Treasurer

Section 8:3 Officer Qualifications

All Officers shall be natural persons who have reached the age of majority under the laws of the State of Alabama and shall be DSA Members. Each Officer shall be committed to DSA's purposes and shall commit to adhere fully to these By-Laws at all times. No individual may fill more than one Officer position, and, except for the President, no Director may simultaneously serve as an Officer. To qualify for the Treasurer, the Member must not be the spouse of the Chair of the Board, any Officer or employee. To qualify for candidacy for the offices of President or Vice-President, and Treasurer, the Member must have been a Member for at least one (1) year prior to the election.

Section 8:4 Officer Election

The Board shall schedule an election to occur at the 4th Quarter Board Meeting of each year. At the 3rd Quarter Board Meeting, the nominating committee shall report the nominee or nominees for each Board position to be filled. The Board shall give notice of the election date, time, and site to all Members at least thirty (30) days prior to the scheduled election. Members shall then elect individuals to fill all vacant or expired Board positions. Voting at the election shall be by written ballot. The newly-elected Directors shall take office on January 1 following the election. Failure to fill a Board position shall not dissolve DSA. All Directors' positions shall be up for election every two years except that the current President and immediate past President. The current President and the immediate past President positions shall not be part of the Director election process unless the current President or immediate past President are unavailable for candidacy for any reason. Subject to all provisions of these By-Laws, at the end of each President's term of office, he or she shall automatically become a Director to serve for one (1) year in the immediate past President Director position, and upon the election of the President, he or she shall automatically become a Director to serve for one (1) year in the current President Director position.

Section 8:5 Officer Nomination Procedure

Members shall be nominated for Officer positions pursuant to the provisions of Section 78 of these By-Laws.

ARTICLE VIII OFFICERS *(continued)*

Section 8:6 Officer Special Election

In the event that Officer vacancies occur or in the event that the Board creates a new Officer position and desires to fill this position before the start of the next calendar year, the Board shall conduct a special election pursuant to the provisions of these By-Laws governing election of Officers and nomination procedures, except that the Board may schedule the election at any time provided that all other nomination procedures contained in these By-Laws are followed.

Section 8:7 Officer Terms

Each Officer shall serve for a two (2) ~~one (1)~~ year term, shall serve until the expiration of his or her term or until such Officer's successor is duly elected and qualified, and shall serve for no more than three (3) consecutive terms.

Section 8:8 Subordinate Officers, Agents and Employees

In addition to its principal Officers DSA may have subordinate officers, agents and employees as the Board may deem advisable, each of whom shall hold office for such period and have such authority and perform such duties as the Board, the President, or any Officer designated by the Board, may from time to time determine. The Board at any time may appoint and remove, or may delegate to any Officer the power to appoint and to remove, any subordinate officer, agent, or employee of DSA.

Section 8:9 Officer Resignation and Removal

Any Officer may resign at any time by written notice to the Chair of the Board, the President, or the Secretary. The resignation of the resigning Officer shall take effect upon its receipt or at such later time as the resignation may specify, and unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed, with or without cause, by resolution adopted by a majority of the Directors then in office at any ordinary or special meeting of the Board or by a written consent signed by all of the Directors then in office, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. For purposes of these By-Laws, an Officer's term shall be deemed to have expired upon the Officer's resignation, removal, incapacity, or other inability to perform the Officer's duties.

ARTICLE VIII OFFICERS (*continued*)

Section 8:10 President

1. The President is a nonvoting Board Member
2. The President shall be the chief executive officer of DSA
3. The President shall have general supervision over the business, ~~and~~ affairs and employees of DSA and shall be responsible for carrying out the mission, vision, policies and objectives established by the Board.
4. The President shall have all powers and duties usually incident to the office of the President, except as specifically limited by a resolution of the Board.
5. These powers and duties shall include, but are not limited to, the following:
 - (a) the power and duty to preside at all Members meetings at which he or she is present;
 - (b) the power to sit ex officio, at his or her discretion, as a member of all committees of the Members or the Board;
 - (c) the power and duty to follow these By-Laws, all resolutions of the Board, and all policies, procedures, rules, and regulations governing DSA;
 - (d) the power and duty to act as the official representative of DSA;
 - (e) the duty to present for the Board's approval an annual strategic plan and an annual operating budget;
 - (f) the power and duty to review and approve or disapprove expenditure requests;
 - (g) the power and duty to monitor and manage the financial accounts of DSA to ensure that they are handled in accordance with these By-Laws or any resolution of the Board;
 - (h) the power and duty to execute in the name of DSA such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board;
 - (j) any other powers or duties as the Board may assign to him or her

Section 8:11 Vice-President

1. The Vice-President is a nonvoting Board member
2. The Vice-President shall be President-elect and shall become President upon completion of his or her term of office or upon the expiration of the President's term of office.
3. The Vice-President shall generally assist the President in such manner as the President shall direct and shall be responsible for following and promoting the policies and objectives established by the Board.
4. The Vice-President shall have all powers and duties usually incident to the office of ~~First~~ Vice-President, except as specifically limited by a resolution of the Board.
5. These powers and duties shall include, but are not limited to participation in of all DSA fundraising, events and activities so to be familiar with DSA services and operations and preparation for the future post of President, and;
6. all such other duties or powers as may be assigned from time to time by the Board or the President

Section 8:13 Secretary

1. The Secretary is a nonvoting Board member
2. Maintains records of the Board members and Officers terms and contact information
3. Ensures effective management of organization's records
4. Manages minutes of board meetings
5. Secures location and meal provision for attending members
6. Ensures previous minutes and current agenda are distributed to Directors 2 weeks prior to Board Meeting
7. Is sufficiently familiar with and has possession of legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
8. and all such other duties or powers as may be assigned from time to time by the Board, Chair of the Board or the President.

9. ARTICLE VIII OFFICERS (*continued*)

Section 8:14 Treasurer [2013 explanation of delegation of tasks between Treasurer and Executive Director]

1. The Treasurer is a nonvoting Board Member
2. The Treasurer shall assist the President in such manner as the President shall direct and shall have all powers and duties usually incident to the office of Treasurer, except as specifically limited by a resolution of the Board.
3. These powers and duties shall include, but are not limited to, the following:
 - (a) the duty and power to supervise the care and custody of all DSA' funds, receipts, and disbursements; [review bank accounts online, discuss transactions made with Executive Director]
 - (b) the duty to deposit cash and supervise deposit of checks, in the name of DSA within fifteen (15) days of receipt any DSA funds in such banks or other depositories as the Board may designate; [make cash deposits at Southpoint Bank],
 - (c) the duty and power to appoint an employee and supervise the maintenance and custody of the accounting operations of the DSA, including the keeping of accurate accounts of all receipts and disbursements and all other financial transactions; [Executive Director administrates QuickBooks]
 - (d) the duty to, or appoint an employee to, prepare all financial reports, present and distribute quarterly to the Board a financial report detailing receipts and disbursements that occurred since the last preceding quarterly report and detailing the balances as of the date of the report of all DSA financial accounts; [Executive Director – Reports from QuickBooks]
 - (e) the duty to , or appoint an employee to, prepare and distribute to the Board at the 4th Quarter Board meeting, an annual financial report detailing all receipts and disbursements that occurred during the Treasurer's term of office and the balances as of the date of the report of all DSA financial accounts; [Executive Director – Reports from QuickBooks]
 - (f) the duty and power to, or appoint an employee to create, report and distribute, at the President's direction, contribution receipts to DSA donors; [Executive Director generates donor receipts & acknowledgement letters]
 - (g) the duty and power to supervise the care and custody of the records of DSA related to the duties of the office of Treasurer; [full disclosure from Executive Director]
 - (h) the duty to, or appoint an employee to, make available for inspection at all reasonable times to any Director, or his or her agent or attorney, all of the financial records of DSA; [full disclosure from Executive Director]
 - (i) the duty to, or appoint an employee to, record, keep, and maintain, prepare, report and present a roster of present and past DSA donors containing the names, addresses, phone numbers, and other available identifying information of all DSA donors and which shall include the dates and amounts all donations given by each donor; [Executive Director compile from QuickBooks & Excel records]
 - (j) the duty to supervise the payment of all outstanding invoices and approved expense reimbursement requests within fifteen (15) days of receipt; [full disclosure from Executive Director]
 - (k) the duty to, or appoint an employee to acquire the signature of the President on all checks, drafts, notes, or other instruments of indebtedness related to DSA that are outside of any Board-approved operating budget or that exceed the amount of \$300.00; and [Executive Director will request and arrange convenient meeting time]
 - (l) such other duties or powers as may be assigned from time to time by the Board, Chair of the Board or the President.

ARTICLE VIII OFFICERS (continued)

Section 8:15 Transfer of Office

Upon the expiration of each Officer's term of office, each Officer shall turn over to the newly elected President, without delay, all records, books, and other materials pertaining to the office expired. The President shall then distribute such materials to the newly elected Officers to which they relate. Within seven (7) days following the President and Treasurer's expired terms, the former Treasurer and President shall remove their names and addresses from all signature cards or other records of authorization related to DSA funds and shall have substituted in place of those signatures and authorizations, the names and addresses of the newly elected Treasurer and President.

Section 8:17 Co-Officers

Unless the Board determines otherwise, any elected 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 Officer position to which they are elected, as long as each Co-Officer was duly nominated and elected pursuant to the provisions of these By-Laws. In the event that an Officer's vote is required by these By-Laws or otherwise, one vote shall be designated to the shared Office, 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.

Section 8:18 Bond

The Board shall have the power, to the extent permitted by law, to require any Officer, agent, or employee of DSA to give bond for the faithful discharge of such Officer's duties in such form and with such surety or sureties as the Board may determine.

ARTICLE IX COMMITTEES

Section 9:1 Member Committees

Pursuant to Section 810(i) of these By-Laws, the President may designate and establish one or more Member committees, each of which shall consist of at least three (3) or more Members and shall have the authority, duties, and responsibilities designated by the President consistent with these By-Laws. The designation and appointment of any such committee and the delegation of authority of such committee to a Board member thereto shall not operate to relieve the President or any other Officer of any responsibility imposed upon him or her by these By-Laws. Each Member committee shall within fourteen (14) days following each committee meeting prepare and submit minutes of its meeting to the Secretary, Board member with oversight responsibilities for that committee's activities, and to each committee member.

ARTICLE IX COMMITTEES (continued)

Section 9:2 Board Committees

The Board, by resolution adopted by a majority of the Directors at the time in office, may designate and establish one or more committees, each of which shall consist of one (1) ~~three (3) or more~~ Director, known as the Committee Chair, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation, except that no committee shall have the authority of the Board with reference to:

- (a) amending, altering, or repealing these By-Laws;
- (b) electing, appointing, or removing any member of any such committee or any DSA Director or Officer;
- (c) amending or restating the Articles of Incorporation [Exhibit C] of DSA;
- (d) adopting a plan of merger or consolidation with one or more other corporations;
- (e) authorizing the sale, lease, exchange, or mortgage of all or substantially all the property and assets of DSA;
- (f) authorizing the voluntary dissolution of DSA or revoking proceedings therefor,
- (g) adopting a plan for the distribution of the assets of DSA, or
- (h) amending, altering, or repealing any resolution of the Board unless by its terms it may be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual member thereof, of any responsibility imposed upon it, him, or her by law. Each Board committee shall coordinate with the Secretary the keeping of minutes of its meetings and shall cause such minutes to be recorded in a book maintained for that purpose.

Section 9:3 Term of Office

For Member committees, the President shall determine the term of office for each member of the committee. For Board committees, the Board shall define in each Board resolution establishing a committee the term of office of each member of the committee.

Section 9:4 Committee Leadership

For Member committees, the President shall appoint the Chair of each committee who shall report directly to the DSA Vice-President with oversight responsibilities for that committee's activities. For Board committees, except as otherwise provided herein, the Chair of each committee shall be appointed by a majority of the Board.

Section 9:5 Vacancies

For Member committees, vacancies in the membership of any committee may be filled by appointment by the President. For Board committees, vacancies in the membership of any committee may be filled by appointment upon the affirmative vote of the majority of the Board.

Section 9:6 Quorum

Unless otherwise designated by the President (for Member committees) or the Board (for Board committees), a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. In the event that any Member committee is evenly divided on any committee vote, the President shall cast the deciding vote. In the event that any Board committee is evenly divided on any committee vote, the Chair of the Board shall cast the deciding vote.

ARTICLE IX COMMITTEES (continued)

Section 9:7 Rules For Member Committees

Each committee shall be governed according to the President's direction not inconsistent with the Articles of Incorporation [Exhibit C], these By-Laws, or rules adopted by the Board. For Board committees, each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation [Exhibit C], these By-Laws, or rules adopted by the Board.

Section 9:8 Resignation and Removal

Any committee member may resign at any time by written notice to the President. Any committee member may be removed, with or without cause, by a majority vote of the Officers then in office at any ordinary or special meeting of the Officers.

Section 9:9 Non-Member Committee Participants

In the event that DSA committees involve, for whatever purpose, non-Member participants, all activities of said committee(s) shall be fully governed by these By-Laws. Upon first participation in the DSA committee, all non-Member participants shall be provided with a copy of these By-Laws and shall agree to adhere to and uphold these By-Laws in all committee activities.

Section 9:10 Financial Expenditures and Budgeting

Prior to incurring any financial expenditure, each committee shall receive a Board approved budget. No expenditures may be incurred by a committee or any of its members on DSA behalf prior to approval of the committee's budget or may expenditures exceed the parameters of the Board approved budget.

ARTICLE X INDEMNIFICATION

Section 10:1 Indemnification

DSA shall, to the full extent permitted by applicable law, indemnify any Director or Officer or former Director or former Officer of DSA, or any person who may have served at DSA' request as a Director or Officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, 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 Director 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. DSA shall make any other indemnification that shall be authorized by the Articles of Incorporation [Exhibit C], these By-Laws, vote of the Board, or resolution adopted by the Board.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 11:1 Fiscal Year

The fiscal year of DSA shall be from January 1 to December 31, inclusive, in each year, or such other twelve consecutive months as the Board may designate.

ARTICLE XI MISCELLANEOUS PROVISIONS (continued)

Section 11:2 Sufficient Notice

Any notice required by these By-Laws shall be considered sufficient if it contains the information required by the preceding provisions of these By-Laws and is given by any one of the following methods:

- (a) written notice sent by US Mail to each recipient's mailing address as registered with the Secretary for receipt of such written communications, such notice being deemed received by each recipient on the second business day following its mailing;
- (b) written notice sent by electronic transmission, whether by facsimile, e-mail, or some other means of electronic transmission, to each recipient's number or address on file with the Secretary for receipt of such electronic transmissions, such notice being deemed received by each recipient at the time of its transmission; or
- (c) oral notice in person, by telephone, or by telephone voicemail, and if by telephone or telephone voicemail, to each recipient's phone number on file with the Secretary for receipt of such oral communications, such notice being deemed received by each recipient at the time of the communication is given.

Section 11:3 Waiver of Notice

Whenever any notice is required to be given under any provision of law, the Articles of Incorporation [Exhibit C], or these By-Laws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any ordinary or special meeting of the Board, or members of a committee of the Board, need be specified in any written waiver of notice unless so required by the Articles of Incorporation [Exhibit C]. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 11:4 Execution of Instruments, Contracts, Etc.

All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of DSA by the Treasurer and, if the amount of the expenditure or indebtedness is not included within any then-existing operating budget or exceeds the amount of three hundred dollars (\$300.00), the President. Additionally, all applications, written instruments and papers required by or filed with any department of the United States Government or any state, county, municipal or other governmental official or authority, may, if permitted by applicable law, be executed in the name of the DSA only by the President or Treasurer.

Section 11:5 Authorized Signatures and Addresses on Financial Accounts

Subject to the preceding provisions of these By-Laws, all DSA financial accounts shall be authorized only for the signatures of the current President and Treasurer. The address listed with all financial institutions related to DSA accounts shall be the DSA official mailing address.

ARTICLE XI MISCELLANEOUS PROVISIONS (continued)

Section 11:6 Change of Official Address and Registered Agent

Within thirty (30) days following each President's election, DSA shall file with the State of Alabama a Statement of Change pursuant to Section 10-3A-24 of the Alabama Nonprofit Corporation Act. Unless at the time of filing DSA has a separate business office, the Statement of Change shall change DSA official registered office and address to that of the newly-elected President or such other address as the Board may determine. The Statement of Change shall also change the name of DSA' registered agent to the name of the newly-elected President. Upon the change of the address of DSA' registered office, DSA official stationary shall be newly printed to reflect this change of address, and stationary bearing any other address shall be discarded and shall not be used any longer for DSA purposes.

Section 11:7 Open Records and Meetings

All DSA records shall be available for inspection by any Member, Officer, or Director upon written request to the President at such time and place as the President shall designate. All DSA Board, Member, and committee meetings shall be open for observation to any Member, Officer, or Director who wishes to attend, but participation in such meetings shall be controlled by the preceding provisions of these By-Laws.

Section 11:8 Actions on Behalf of DSA

Under no circumstances shall any individual directly or indirectly act on behalf of DSA, attempt to speak on behalf of DSA, or in any other way hold themselves out as an agent or representative of DSA without the express prior consent of the President, the President's designee, or the Board. This section shall specifically include, but shall not be limited to, any act of communication or correspondence indirectly or directly purporting to be made on behalf of DSA. In the event that a Member violates this provision, the President shall call a Special Board Meeting to consider terminating the violating Member's DSA membership. In the event that a non-Member violates this provision, the President shall issue a written reprimand and warning. In the event that a second violation by the same individual occurs, the President shall call a Special Board Meeting to consider pursuing legal action against the violating individual.

Section 11:9 Extraordinary Circumstances or Events

In the event that extraordinary circumstances or events occur which render the timing and date requirements set forth in these By-Laws impracticable, the Board may by majority vote of all Directors extend or modify the affected timing and date requirements. "Extraordinary circumstances or events" shall include: (1) inclement weather; (2) extreme human illness; (3) death of a family member; (4) national disasters or emergencies; (5) or similar types of circumstances or events as the Board may deem extraordinary.

ARTICLE XII AMENDMENTS

Section 12:1 By Two-Thirds Vote of Board Members

These By-laws may be amended, altered or repealed, or new By-laws may be adopted, at any ordinary or special meeting of the Board as long as notice of the meeting and the proposed By-laws changes is given to the Board at least thirty (30) days prior to the meeting where the By-laws change is to be considered. A change in the By-laws may only become effective by the affirmative vote of two-thirds (2/3) of the Directors = present at the meeting

ARTICLE XIII EFFECT OF THESE BY-LAWS

Section 13:1 Repeal of Former By-Laws

These By-laws shall repeal and be substituted for all former DSA By-Laws.