

**BYLAWS**

**OF**

**DOWN SYNDROME GROUP OF**

**THE OZARKS**

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**BYLAWS OF  
DOWN SYNDROME GROUP OF THE OZARKS**

**ARTICLE I – NAME**

The name of the Association is Down Syndrome Group of the Ozarks, sometimes referred herein as “DSGO.”

**ARTICLE II – PURPOSE**

The purposes of the Down Syndrome Group of the Ozarks shall be those set forth in the Articles of Incorporation.

**MISSION STATEMENT**

Our mission is to help individuals with Down syndrome become successful by providing support and education to families and advocating for community awareness and acceptance. The Down Syndrome Group of the Ozarks endeavors to become the leading resource of Down syndrome information and education for new and expectant parents, students, healthcare professionals, educators and communities in the Ozarks region.

**VISION STATEMENT**

Our vision is to foster an inclusive lifestyle for individuals with Down syndrome.

**ARTICLE III – BOARD OF DIRECTORS**

*Sometimes referred to as  
“BOD”*

Section 1: GOVERNANCE OF DSGO

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the governance of DSGO will be exercised, its property controlled, and its affairs conducted by the Board of Directors. Directors will not receive compensation for their service to the organization. Each Director is entitled to one vote on each matter before the Board of Directors. Votes may be cast in person or via technology and recorded in the minutes as such.

## Section 2: COMPOSITION AND METHOD SELECTION

- A) The BOD will be composed of no fewer than five (5) or no more than nineteen (19) members with a specific number determined by the Board of Directors. Board candidates shall be approved by a majority vote of those in attendance, physically or electronically.
- B) In order to maintain balance of perspective, it is advised that half of the BOD shall be members with a direct familial tie and half of the BOD shall be community members with no familial tie.
- C) In order to become a candidate for a seat of the BOD the candidate will be required to volunteer at one event, and submit a Board Member Application for review by the Executive Committee.

## Section 3: TERMS OF OFFICE

A Director will serve a term of two (2) years. The term is defined by the date of the Director's first official board meeting; which is the next regularly scheduled meeting following the board resolution to approve their membership. Any Director whose term is about to expire may elect to succeed themselves. Each Director shall serve no more than 2 terms.

## Section 4: VACANCIES

Vacancies among the directors may be filled at the discretion of the BOD. A vacancy which the BOD decides to fill, shall be filled for the duration of the unexpired term and approved by majority vote of the Directors.

## Section 5: RESIGNATION AND REMOVAL

A Director may resign from the BOD at any time by given written notice to the President. Such resignation shall be effective immediately or upon its acceptance by the BOD. A Director may be removed at any time by a majority vote of the BOD.

## Section 6: ATTENDANCE

All BOD members are expected to attend the regularly scheduled board meetings. If an elected Director is unable to attend a meeting, such Director shall notify the President at least 24 hours prior to the meeting. Any elected Director who fails to attend X% of the meetings during any fiscal year shall be deemed to have resigned from the Board, effective the last day of such fiscal year and a successor may be elected to fill any unexpired term.

## Section 7: MEETINGS

Regular meetings of the Board of Directors will be held as determined by the Board of Directors. Special meetings of the BOD may be called by the Board President or by a majority of the Directors.

#### Section 8: QUORUM

A majority of the Board of Directors must be present to transact the business at a Board of Directors meeting. Quorum may be established in person or electronically. (See Article III Section 1).

#### Section 9: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have full authority to govern the affairs of DSGO except for powers and actions reserved to the Members. Governance responsibilities of the Board of Directors include:

- A. Monitor, evaluate and develop policies to ensure effective operation of DSGO
- B. Election and removal of the Officers of DSGO.
- C. Selection, appointment, support, supervision and termination of any employee reporting directly to the Board.
- D. Performing other functions required for the effective operation of DSGO.

### **ARTICLE IV – OFFICERS**

#### Section 1: OFFICER DESIGNATION

A complete DSGO executive committee must contain a President, Vice President, Treasurer and Secretary. The BOD may elect other officers it deems necessary to perform duties that arise.

#### Section 2: ELECTION AND TERM

Officers will be elected every two (2) years by a majority vote of the Board of Directors. Secretary and Treasurer positions may be elected to successive terms. A Nominating Committee will take nominations from the BOD for Officers position.

#### Section 3: REMOVAL AND RESIGNATION

Any Officer may be removed from office by a vote of the majority of the Board of Directors. Resignation in writing takes effect on the date of the receipt of such notice by the Board of Directors. Resignation from an officer position does not constitute removal from the BOD.

#### Section 4: VACANCIES

A vacancy in any office may be filled by a majority vote of the Board of Directors.

## **ARTICLE V – DUTIES OF OFFICERS**

### Section 1: PRESIDENT

The President will ensure the Board of Directors fulfills its governance responsibilities, conducts board business effectively and efficiently, and is accountable for overall Board performance. The President shall execute contracts or other instruments which the BOD has authorized to be executed, except where the execution thereof shall be expressly delegated by the BOD to another officer or agent of the Corporation. To achieve these requirements, the President leads meetings of the BOD and to stakeholders, and performs other duties as needed.

### Section 2: VICE PRESIDENT

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

### Section 3: SECRETARY

The Secretary shall record the minutes of the meetings of the Board of Directors and serves as custodian of the records of the Board of Directors and of DSGO. The secretary maintains all historical records of the organization. The Secretary may have other duties as assigned by the Board of Directors.

### Section 4: TREASURER

The Treasurer shall oversee the financial condition of DSGO and report that condition to the Board of Directors. The Treasurer may have other duties as assigned by the Board of Directors.

## **ARTICLE VI – COMMITTEES**

### Section 1: EXECUTIVE COMMITTEE

There shall be an Executive Committee comprised of all elected officers and other Directors or Committee Chairpersons, as may be appointed by the President from time to time to serve on the Executive Committee. The President shall be designated to act as Chairperson. Between meetings of the BOD, the Executive Committee shall possess and may exercise any and all powers of the BOD in the management and affairs. The Executive Committee shall keep a complete record of its activities and regularly report them to the BOD at every meeting thereof.

All action taken by the Executive Committee shall be subject to revision, alteration or change by the BOD, provided that rights of a third person shall not be affected thereby.

#### Section 2: COMMITTEE DESIGNATION

The Board of Directors may designate one or more committees to provide information and recommendations to the Board of Directors. These committees may consist of persons who are not members of the Board and shall act in an advisory capacity to the BOD. Meetings and actions by committees shall be governed by, noticed, and held in accordance with provisions of these bylaws. The Board of Directors may adopt rules and regulations pertaining to the conduct of the meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these bylaws.

### **ARTICLE VII – MEMBERSHIP**

The Corporation will not have members.

### **ARTICLE VIII – FINANCIAL**

#### Section 1: CUSTODIAN OF SECURITIES

The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by DSGO, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

#### Section 2: AUDIT

An annual audit of the books of account and financial records of DSGO may be required by the Board of Directors to be performed by an independent accounting firm.

#### Section 3: LOANS

DSGO shall not make any loan to any officer, director, or member.

#### Section 4: FISCAL YEAR

The fiscal year of DSGO will be established by the Board of Directors.

#### Section 5: CHECKS, DRAFTS AND SIMILAR INSTRUMENTS

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers,

agent or agents of the Corporation and in such manner as may from time to time be determined by the BOD.

### **ARTICLE IX- CONFLICT OF INTEREST**

Any conflict or potential conflict of interest on the part of a Director will be disclosed to the other Board of Directors and will be recorded in the minutes of the meeting.

Any Director having a conflict or potential conflict of interest on a matter shall not vote or use personal influence, shall not be counted in determining the quorum of the meeting, and shall not be present in the room when the Board of Directors votes on the matter. The meeting minutes should accurately reflect a complete disclosure was made, the abstention from voting, the non-presence in the room when the vote was taken, and the quorum calculation.

These requirements do not prevent a Director from briefly stating his or her position on a matter or from answering pertinent questions asked by a fellow Board of Director member.

### **ARTICLE X – INDEMNIFICATION**

Each person who is or was a Director or Officer of the corporation or is or was serving at the request of the cooperation as a Director or Officer or another corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney fees) asserted or threatened against and incurred by such person in his/her capacity as or arising out of his/her status as a Director or Officer of another corporation or, if serving at the request of the corporation, as a Director of Officer of another corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation under any other bylaw or under any agreement, vote of disinterested Directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons. The BOD will, at all times, carry Director and Officer Liability Insurance.

### **ARTICLE XI – AMENDMENTS**

The Board of Directors of DSGO shall have the power to make, alter, amend and repeal the bylaws. The BOD also has the power to adopt new bylaws, which shall be executed by a majority vote of the full Board of Directors. An electronic copy of the bylaws shall be kept by the Secretary and a hard copy of the bylaws will be kept by the President. These bylaws shall be open to inspection by any board member at all reasonable times.

Edited: 3/7/2016	Reviewed: 3/10/2016	Approved: 3/10/2016
Edited: 7/12/2018	Reviewed: 7/12/2018	Approved: 9/6/2018
Edited: 4/6/2019	Reviewed: 4/11/2019	Approved: 4/11/2019