

Gulf Coast Down Syndrome Society, Inc.

**Board of Directors**  
**Handbook**

**2008-2009**

Board of Directors - Handbook  
Gulf Coast Down Syndrome Society, Inc  
2008-2009

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## Article I

### MISSION

#### Section 1: Principal Objectives.

Gulf Coast Down Syndrome Society, Inc. has been established to assure they perpetuate the achievement of the following principal objectives:

1. To build supportive network for families and individuals with Down syndrome to share information, strength, and hope.
2. To provide children and adults with a Down syndrome peer group in which they can form lifelong friendships.
3. To advocate on behalf of all people with Down syndrome to ensure that they have the opportunity to achieve their full potential in community life.
4. To educate and encourage individuals with Down syndrome to become self-advocates for full inclusion and acceptance in their communities.
5. To be a part of a nationwide network of families and individuals with Down syndrome.

#### Section 2: Methods.

Our methods will include, but are not limited to, to the following types of programs:

1. Holding monthly support group meetings and other social events for families and individuals with Down syndrome.
2. Distributing new parent packets to all Gulf Coast hospitals.
3. Hosting educational events, such as inviting professionals to speak on various topics relating to Down syndrome.
4. Hosting an annual Buddy Walk each October in conjunction with the National Down Syndrome Society.
5. Maintaining affiliate status with the National Down Syndrome Society.

#### Section 3: Non-profit Status.

Gulf Coast Down Syndrome Society, Inc. shall establish a fully funded organization to assure successful, long-term development and implementation of its objectives, and shall observe all local, state, and federal laws which apply to non-profit organizations, as defined in Section 501(c)(3) of the Internal Revenue Code.

1. The purposes for which this corporation is organized are exclusively for one or more of the purposes as specified in Section 510(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to the organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
2. Notwithstanding any other provisions of these articles, this organization 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, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
4. In the event of dissolution the residual assets of the organization will be turned over to one or more organizations which themselves are recognized as exempt under Section 501(c)(3) of the Internal Revenue Code or under Section 170(c)(2) of the Internal Revenue Code.

## Article II

### MEMBERSHIP

#### Section 1: Qualifications.

1. Any person over the age of eighteen (18) years of age shall be qualified for membership upon completing an application on forms provided for that purpose and payment of annual dues as set by the Board of Directors.
2. Honorary membership status shall be automatically granted to individuals with Down syndrome over eighteen (18) years of age upon completing an application on forms provided for that purpose.

#### Section 2: Meetings.

1. Meetings of members shall be held at such time and place, as set by the Board of Directors.
2. The annual meeting of members for the election of directors shall be held on the third Thursday in October each year; or, if that day be a legal holiday or in case of an emergency, then on the following Thursday. At the annual meeting, officers and directors shall be elected by and from the membership of Gulf Coast Down Syndrome, business may come before the membership that needs to be transacted.
3. Written notice of the annual meeting, including the date, place and hour shall be distributed to the membership at the direction of the President. The record date for determining the members entitled to notice or to a member's meeting shall be ten (10) days preceding the day on which notice is given.
4. The presence in person of ten percent (10%) of the members of the corporation entitled to vote shall be necessary to constitute a quorum at any meeting of the general membership. The vote of the majority of these members shall be the act of the membership.
5. Each member entitled to vote shall, at every meeting of the membership, be entitled to one vote.

## Article III

### BOARD OF DIRECTORS

**Section 1: Responsibilities.**

Full control of the property and affairs of this corporation, the right to determine and define its policies and enact all rules for its government shall be exercised by the Board of Directors, whose major responsibilities shall include planning and evaluation, maintaining the fiscal integrity of the organization, and maintaining high moral and ethical standards. The Board of Directors shall authorize and define the powers and duties of all committees.

**Section 2: Composition and election.**

There shall be twelve directors, selected in the manner and with the qualifications set forth hereafter:

1. The directors shall be elected by and from the membership of Gulf Coast Down Syndrome Society, Inc., at the annual membership meeting held in October, except as provided in Article VIII.
2. The immediate past President shall serve as an additional director for a term of one (1) year, even if he/she is not otherwise elected as a member of the Board of Directors.
3. The incoming President shall also serve as an additional director for a term of one (1) year, if he/she is not otherwise a member of the Board of Directors.

**Section 3: Orientation and Commitment.**

Any member elected to be a director, shall be interviewed and instructed in the responsibilities of the office, and must agree to commit the time and resources necessary to fulfill the duties of the directorship by signing a "Board Consent Form" prior to being seated on the Board.

**Section 4: Term of Office.**

Board members shall be elected to serve a term of two (2) years and may be re-elected to a second term. AT least one year must elapse before such person may again be elected to the Board, except as provided in Article VIII. Further, the immediate past President and the incoming President shall be a director, notwithstanding the fact the limitations of this section.

**Section 5: Installation.**

The installation of the new Board members and officers shall be at November Board meeting, and new members will assume office immediately thereafter.

**Section 6: Absences.**

Absence from three (3) consecutive regular meetings of the Board, without excuse deemed valid by the President, shall be construed as a resignation.

**Section 7: Vacancy.**

Should a vacancy occur on the Board of Directors for any reason, the unexpired term shall be filled by a nominee selected by the Nominating Committee, and appointed by the Board of Directors.

**Section 8: Meetings.**

1. Regular meetings of Directors shall be held monthly at such time and place as may be fixed by the Board of Directors and designated in the notice of meeting. Notice of regular meetings shall be sent by the President to each member of the Board of Directors at least (7) days prior to the day appointed for the meeting.
2. The President may, when he/she deems necessary, and shall, at the written request of five (5) members of the Board, issue a call for a special meeting of the Board of Directors. Notice of special meetings shall be sent by the President to each member of the Board of Directors at least seven (7) days prior to the day appointed for the meeting.
3. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 9: Quorum.**

1. Except as otherwise provided by Section 79-11-269 of the Mississippi Code of 1972, as amended, seven (7) directors in office shall constitute a quorum of the Board of Directors.
2. Every action or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.
3. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

**Section 10: Non-liability of Directors and Indemnification.**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**Article IV**

**OFFICERS**

**Section 1: Designation of Officers.**

The officers of the corporation shall be a President, a President-Elect, a Vice-President, a Secretary and a Treasurer. The corporation may also have such other officers, with such duties and titles as may be determined from time to time by the Board of Directors.

**Section 2: Election and Term of Office.**

Officer shall be elected by the Board of Directors at the November Board meeting, and at any other time that a vacancy exists. Each officer shall hold office for a term of two (2) years or until he/she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 3: Removal and Resignation.**

Any officer may be removed, by the Board of Directors, at any time. Any officer 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.

### **Section 4: Vacancies.**

A vacancy of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board has an opportunity to fill the vacancy.

### **Section 5: Duties of Officers.**

1. **President.** The President shall server as the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors, Executive Committee Meetings, and at all meetings of the general membership. The President shall be a member ex officio, with the right to vote, of all committees, except the nominating committee.

The President shall communicate to the Board of Directors and to the general membership of the corporation such matters that, in his/her opinion, tend to promote the general welfare of and increase the usefulness of the corporation.

The President shall cause to be kept the minutes of all meetings of the membership, Board of Directors, and of the Executive Committee; shall authenticate records of the corporation; shall conduct all correspondence; shall carry into execution all orders, votes, or resolutions, as may be required; and shall perform such other duties incident to the office of President.

2. **President-Elect.** The President-Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-Elect shall also perform such other duties as may be assigned by the President.
3. **Vice-President.** In the absence or disability of the President and President-Elect, the Vice-President shall exercise the powers and authority and perform the duties of the President. The Vice-President shall also perform such other duties as may be assigned by the President.



4. **Secretary.** The Secretary shall certify and keep at the principal office of the corporation or at such other place as the board may determine the original, or a copy, of these Bylaws as amended or otherwise altered to date.

The Secretary shall keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, 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. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

The Secretary shall be custodian of the records, membership book, and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation. The Secretary shall exhibit at all reasonable times to any director of the corporation, or to his/her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

5. **Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and for their proper disbursement. Such funds shall be kept on deposit in the name of the corporation in such banks, trust companies or other depositories as approved by the Board of Directors. All checks are required to have two (2) signatures and are to be signed by the President, Treasurer, or another person designated by the Board. The Treasurer shall present a monthly financial report to the Board, and a yearly financial report to the general membership.  
The Treasurer shall perform such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

## Article V

### COMMITTEES

#### Section 1: Executive Committee.

There shall be a committee composed of the President, the past President, the President-Elect, the Vice-President, Secretary and Treasurer, which shall constitute and Executive Committee. The President will serve as the Chairman of the Executive Committee. The Executive Committee shall take such action (s) as may be necessary for the conduct of the business of the corporation, and may act on behalf of the corporation in any matter, when the Board of Directors is not in session, reporting to the Board for ratification of this action at the next regular or special meeting of the Board. Board of Directors may

delegate to such committee the powers and authority of the board in 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. By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its 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.

## **Section 2: Nomination Committee.**

The President, subject to the approval of the Board of Directors, shall appoint three (3) members of the Board of Gulf Coast Down Syndrome Society, Inc., as the Nomination Committee. Such committee shall have the duty to nominate, in writing, candidates for the Board of Directors, and to deliver the list of nominations to the President (such nominations must be accompanied by a "Board Consent Form"), so that the nominations can be included in the notice of the annual general membership meeting held on the third Thursday in October each year.

Such committee shall also have the duty to nominate, in writing, candidates for officers, and to deliver the list of nominations to the President, so that the nominations can be included in the notice of the November Board of Directors meetings.

Independent nominations for the Board of Directors may also be made at the general membership meeting provided a "board Consent Form" has been executed by the nominee. Likewise, independent nominations for an officer's position may also be made at the Board of Directors meeting provided the nominee expresses a willingness to serve.

## **Section 3: Other Committees.**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## **Article VI**

### **PROCEDURAL AUTHORITY**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the By-Laws of the Gulf Coast Down Syndrome Society, Inc.

## **Article VII**

### **AMMENDMENTS OF BYLAWS**

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a two-thirds (2/3) vote of the members at any regular or special meeting, providing that the notice of the meeting includes the proposals for amendments. Any proposed amendments or alternatives shall be

submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

## Article VIII

### BOARD NOMINATING PROCEDURES FOR THE FIRST YEAR

During the first year of the organization, the initial incorporators shall appoint the twelve (12) members to the Board of Directors. Four (4) shall be appointed for a one (1) year term; four (4) shall be appointed for a two (2) year term; and four (4) shall be appointed for a three (3) year term. Thereafter, vacant directorships shall be elected for two (2) year terms at the annual membership meeting.

### Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of eight (10) preceding pages as the Bylaws of this corporation.

This is the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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