

# **CENTRAL ILLINOIS DOWN SYNDROME ORGANIZATION (CIDSO)**

## **BY-LAWS as of July 14, 2020**

### **ARTICLE I--PURPOSE**

The purposes of the organization are: (1) to increase public awareness regarding all aspects of Down syndrome, (2) to provide support to families who are touched by Down syndrome and (3) to improve opportunities for individuals touched by Down syndrome.

### **ARTICLE II-- GENERAL MEMBERSHIP**

#### **SECTION 1--Number, Tenure and Qualifications**

CIDSO members make up the general membership of the organization. Members of the general membership may or may not be Officers.

#### **SECTION 2--GENERAL POWERS**

The affairs of the organization shall be managed by its general membership and, in between general membership meetings, by the organization's Executive Committee as described within this document.

#### **SECTION 3--VOTING ELIGIBILITY AND MEMBERSHIP**

To be entitled to vote a person must be a CIDSO member. To obtain CIDSO membership status, a person/family who is eighteen (18) years of age or older and who is a member of a family that has/had a child with Down syndrome must complete a Membership form as available on the CIDSO.org website and file with the Executive Committee of the organization annually. A CIDSO member will live in McLean County and/or petition for and receive from the Executive Committee a waiver if the member lives outside of McLean County and wants to be active with CIDSO and/or there is no nearer Down syndrome support group to serve them. A waiver can also be granted when a prospective member lives outside of McLean County but has a relative with Down syndrome who resides within McLean County and that prospective member wants to actively participate in CIDSO.

A member may attend meetings and CIDSO-sponsored workshops/seminars/social events, etc.; receive organizational communications; vote on issues before the membership; or receive any other benefits voted to members by the membership.

An "Active Member" is defined as a member of the organization as described in this section who is either a person with Down syndrome or the parent/guardian of an individual with Down syndrome who has met the currently-defined standards of being considered an active member per membership decision from time-to-time. Included in these requirements may be the annual completion of a CIDSO membership form and timely submission thereof to the appropriate CIDSO representative, actively supporting the organization in its public awareness, fund-raising and educational efforts, committees, etc. Families becoming active in CIDSO for the first time can meet "active" status by committing to fundraising/ volunteer activities in the current year as described in this section. Any person with Down syndrome (residing in CIDSO's catchment area as defined in this document) who has no parent/guardian available or able to serve the organization as described in this section will also be considered an active member under the definition in this section.

An Active Member may submit expenses for consideration for reimbursement through CIDSO's funding source(s) based on available budget.

All CIDSO members are responsible for portraying CIDSO in a positive manner to the public; treating other CIDSO members and persons interacting with CIDSO respectfully--harassment and retaliation are not consistent with CIDSO's purposes; and encouraging public support for CIDSO--financially and otherwise.

#### **SECTION 4--REGULAR MEETINGS**

The general membership shall hold at least four (4) meetings a year. The Secretary or other Officer designated by the President shall give notice of the time and place of such meetings at least five (5) days prior to said meeting. The last meeting in each year shall be the Annual Meeting. At the Annual Meeting in each year, elections shall be held to elect Officers of the organization for the ensuing year. The ensuing year's budget will be established and approved at the Annual Meeting as well.

#### **SECTION 5--SPECIAL MEETINGS**

Special meetings of the general membership may be called by or at the request of the President/designee. Notice must be given at least five (5) days prior to the meeting. Business at a special meeting shall be limited to the purpose for which the meeting is called.

#### **SECTION 6--QUORUM**

A quorum for voting at any CIDSO general meeting is ten percent (10%) of members as defined in Article II, Section 3 in this document. A vote on any issue is designated as one (1) vote per family.

#### **SECTION 7--MANNER OF ACTING**

The act of a majority of the general membership present at a meeting at which a quorum is present shall be the act of the entire general membership except where otherwise provided by law or by these By-Laws.

### **ARTICLE III--OFFICERS**

#### **SECTION 1--OFFICERS**

The Officers of the organization shall be a President, one or more Vice-Presidents (the number thereof to be determined by the general membership as needs arise), Treasurer, Secretary and such other Officers as may be elected in accordance with the provisions of this article. The general membership may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed from time-to-time by the general membership. Any two (2) or more offices may be held by the same person except the offices of the President and Secretary.

The Officers will be referred to en total as the Executive Committee of the organization and are given the authority to conduct business outside of general membership meetings bringing reports and important items to those general membership meetings so that the general membership have the opportunity to be aware of and have input into actions taken by the Executive Committee between general membership meetings.

#### **SECTION 2--ELECTION AND TERMS OF OFFICE**

The Officers of the organization shall be elected annually by the general membership at the regular Annual Meeting of the general membership. The general membership may appoint a Nominating Committee to facilitate the building and presentation of a slate of approved/willing candidates for each

Executive Committee position as well as Committee Chairs. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the general membership with any candidates for the vacant position(s) stating in writing to the President/designee his/her willingness/qualifications to fulfill the vacant position. Each Officer shall hold office until his/her successor has been duly elected and qualified to the extent possible.

### **SECTION 3--REMOVAL**

Any Officer or agent elected or appointed by the general membership may be removed by the general membership whenever, in its judgment, the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **SECTION 4--RESIGNATIONS**

Any Officer of the organization may resign at any time giving written notice to the President/designee. Such resignation shall take effect at the time specified therein and, unless tendered to take effect upon acceptance thereof, the acceptance of such resignation shall not be necessary to make it effective.

### **SECTION 5--PRESIDENT**

The President shall be the principal Executive Officer and shall, in general, supervise all of the business and affairs of the organization. He/she shall preside at all meetings of the general membership and may sign, with the Secretary or any other proper Officer authorized by the general membership, any deeds, mortgages, bonds, contracts or other instruments which the general membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the general membership or by these By-Laws or by statute to some other Officer or agent of the organization; and, in general, shall perform all duties as may be prescribed by the general membership from time-to-time.

### **SECTION 6--VICE-PRESIDENT**

In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President (or in the event there may be more than one (1) Vice-President, the Vice-Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any Vice-President shall perform such other duties as from time-to-time may be assigned to him/her by the President or by the general membership.

### **SECTION 7--TREASURER**

If required by the general membership, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the general membership shall determine, such bond to be paid for by the organization. He/she shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization, in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him/her by the President/designee or by the general membership.

**SECTION 8--SECRETARY**

The Secretary shall keep the minutes of the meetings of the general membership in books/online files provided for that purpose; see that all notices of meetings are duly given in accordance with the provisions of these By-Laws; be the custodian of the organization's records, and, in general, perform all duties incident to the office of Secretary and such other duties as from time-to-time may be prescribed by the general membership. He/she and/or his/her designee shall keep a register of the home addresses of each member which shall be furnished to the Secretary/designee by such member.

**SECTION 9—MEMBER-AT-LARGE**

The Member-at-Large is a member of the Executive Committee serving as a general representative of the membership. This position will perform routine assignments/duties on behalf of the organization to include but not be limited to assuring the By-Laws are consistently up-to-date and published, assessing the status of the website and assuring it is appropriately up-dated and securing/setting up/tearing down meeting sites. The position also performs other duties as assigned.

**SECTION 10--SELF-ADVOCATES**

While not members of the Executive Committee, at least two (2) self-advocates (identified as persons with Down syndrome age eighteen (18) years or older) will be part of the slate of candidates voted on for defined positions within the organization at the Annual Meeting during the election of all Officers and Committee Chairs.

**ARTICLE IV--COMMITTEES**

**SECTION 1--COMMITTEES**

The general membership 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 with or aiding the Officers in the management of the affairs of the organization. Such committees shall have such authorities and duties as the membership may from time-to-time prescribe.

Each committee shall consist of two (2) or more members but the designation of such committees and the delegation thereto of authority shall not operate to relieve the general membership or any individual Officer of any responsibility imposed upon it or him/her by law or these By-Laws.

**SECTION 2--EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary and one member of the general membership, aka Member-at-Large as well as other position(s) approved by the membership as appropriate for the Executive Committee. Meetings of the Executive Committee (virtual, phone, in-person) may be called during intervals between meetings of the general membership by the President or Secretary or when requested by any two (2) members of the Executive Committee. Pertinent/critical actions of the Executive Committee between meetings of the general membership shall be presented to the membership at its next succeeding meeting as information items and for general membership input. A 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.

**ARTICLE V--CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1--CONTRACTS**

The general membership may authorize any Officer or Officers, designated agent or agents of the organization in addition to the Officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined to specific instances. The Executive Committee through membership approval will be authorized to spend up to a given dollar amount outside of the budget per line item.

**SECTION 2--CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by said Officer or Officers or designated agent(s) of the organization and in such manner as shall from time-to-time be determined by resolution of the general membership. In the absence of such determination by the general membership, such instruments shall be signed by the Treasurer.

**SECTION 3--DEPOSITS**

All funds of the organization shall be deposited from time-to-time to the credit of the organization in such banks, trust companies or other depositories as the general membership may select.

**SECTION 4--BUDGET**

The budget for the ensuing year will be recommended and approved at the Annual Meeting annually. A minimum dollar amount per membership direction will be held in reserve at any point in time.

**ARTICLE VI--BOOKS AND RECORDS**

The organization, by its Secretary and Treasurer, shall keep correct and complete books and records and shall also keep minutes of the proceedings of the general membership and the Executive Committee.

**ARTICLE VII--PARLIAMENTARY AUTHORITY**

All meetings of the organization shall be conducted informally. If any procedural dispute should arise, *Roberts Rules of Order* shall be the authority.

**ARTICLE VIII--FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE IX--WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the By-Laws of the organization, a waiver of notice thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.