

**Bylaws of Eastern Idaho Down Syndrome Family Connect**

**Article I: NAME and PURPOSE**

**Section 1: NAME**

**1.1** The name of the organization shall be the East Idaho Down Syndrome Family Connect, Inc. (also doing business under and referred to throughout as “the Corporation” “EIDSFC”, or “EIDS”

**Section 2: PURPOSES**

**1.2** Eastern Idaho Down Syndrome Family Connect is organized exclusively for charitable and education purposes designed to provide individuals with Down syndrome and their families with the opportunity to achieve their full potential; to encourage and support their participation in community life to promote positive awareness of Down syndrome; to advocate on behalf of individuals and families with Down syndrome; and to facilitate positive self esteem in individuals with Down syndrome. Furthermore, EIDS will provide networking opportunities for individuals living with Down syndrome and their families. With a particular focus in the Eastern Idaho counties of Bannock, Bingham, Bonneville, Fremont, Jefferson, Madison & Teton and the following in Western Wyoming: Teton County Wyoming.

**Article II: MEMBERSHIP**

**Section 1: Membership**

**2.1-** Membership shall consist of the board of directors only (no members)

**Article III: MEMBERSHIP**

**Section 1: BOARD OF DIRECTORS**

**3.1** –Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and may delegate responsibility of day-to-day operations to the staff and committees. The board shall have up to 10, but not fewer that 3 members. The board receives no compensation whatsoever. Board members will receive mileage for driving to board meetings, EIDS activities and business. EIDS clothing and apparel and conferences are also part of day-to-day operations

**Section 2: TERMS**

**3.2** –The Incorporating President of the Board shall be appointed for a 5 year tem and all other board members (including successive Presidents of the board) shall serve 2-years terms, and are eligible for re-instatement upon boards approval. Board VP, treasurer and board member 1 are to serve through the end of even years. Board secretary and board member 2 are to serve through odd even years.

**Section 3: MEETINGS and NOTICE**

**3.3**–The board shall meet at least quarterly, at an agreed upon time and place (this may also be via telephone conference). An official board meeting requires that each board member have notice at least 2 weeks in advance. Meetings are held the 2nd Monday of the beginning of each quarter. Except for November, which is our strategy meeting held on a Saturday, which will be an all day meeting.

**Section 4: BOARD ELECTIONS**

**3.4** – During the last quarter of each fiscal year of EIDS, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. The elections will be held at the beginning of November prior to the strategies meeting in November. Elections will be based on majority vote from the board.

**Section 5: ELECTION PROCEDURES**

**3.5** –   The elections will be held at the beginning of November prior to the strategies meeting in November. Elections will be based on majority vote from the board. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

**Section 6: OFFICERS and DUTIES**

**3.6** -There shall be at least two offices of the board consisting of a president and a secretary (the role of treasurer shall be vested in the president unless he/she otherwise delegates that duty to another board member). The duties of the President and Secretary are as follows:

The President shall convene regularly scheduled board meetings, shall, preside, or arrange for other members of the Executive Committee to preside at each meeting.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, assuring that EIDS records are maintained.

Any person(s), organization, or business planning an event using EIDSFC logo or name shall give a full account of said plans or event and keep the board of directors up to date on the progress of said event at the board meeting prior to the event. Furthermore, said person(s), organization or business will attend a board meeting following the event to give an account.

**Section 7: VACANCIES**

**3.7**-When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member’s terms.

**Section 8: RESIGNATION, TERMINATIONS, and ABSENCES**

**3.8**-Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than one unexcused absences from board meetings in a year. Expect only the President, a board member may be removed for other reasons by majority vote of the remaining directors.

**Section 9: SPECIAL MEETINGS**

**3.9**-Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance.

**Section 10: GENERAL POWERS**

**3.10**-The Board of Directors shall have authority to control and manage the affairs and property of EIDS to adopt rules and regulations governing the action(s) of the Board, staff, and volunteers. The Board shall have authority to engage such employees, consultants, contractors, etc. as it may deem necessary and proper to carry out the purposes of EIDS. In addition to the powers and authority by these Bylaws expressly conferred upon it, the Board may exercise all powers of EIDS and do all such lawful acts and things as are not prohibited by law (as long as such action would not jeopardize eligibility for a 501 ( c ) (3) tax exempt status as determined by the IRS or otherwise), by the Articles of Incorporation by these Bylaws.

**Article IV: COMMITTEES**

**Section 1- COMMITTEE FORMATION**

**4.1**-The board my create committees as needed such as fundraising, housing, public relations, data collections, etc. the President appoints all committee chairs.

**Section 2- EXECUTIVE COMMITTEE**

**4.2**-The three offices serve as the members of the Executive Committee. (President, Treasurer and Secretary serve as the executive committee)The Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

**Section 3- FINANCE COMMITTEE**

**4.3**-The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports can be required to be submitted to board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

**Article V: DIRECTOR and STAFF**

**Section 1 – EXECUTIVE DIRECTOR**

**5.1**- An executive director can be hired by the board. The executive director has day-to-day responsibilities for the organization including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties as necessary.

**5.2**- Race Director will be to all board meetings and will work closely with the President and Vice President. Race director will have a committee and will report to the board on all aspects of the race.

**Article VI: AMENDMENTS**

**Section 1 – AMENDEMENTS**

**6.1**-These bylaws may be amended when necessary by a majority of the board of directors.

Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

**Article VII: OTHER MATTERS**

**Section 1 – RELIGIOUS AFFILIATION**

**7.**1-EIDSFC maintains no religious affiliation of any kind. Although EIDS may work in partnership and collaboration with various religious organizations to generate and appropriate funds, it does not base any of its administrative decisions on the basis of religious affiliation. Any similarities between EIDS and a given religious organization are merely coincidental. EIDS reserves the right to work or refuse to work with any institution, religions, or organization for any reason.

**Section 2 – POLITICAL AFFILATION**

**7.2** -EIDSFC maintains no political affiliation of any kind. Although EIDS may work in partnership and collaboration with political organizations to generate and appropriate funds, it does not base any of its administrative decisions on the basis of political affiliations. Any similarities between EIDS and a given political organization are merely coincidental. EIDS reserves the right to work or refuse to work with any institution, political inters or organization, for any reason.

**Section 3 – DISCRIMINATION POLICY**

**7.3**-EIDSFC does not maintain any preference towards or discrimination against any group of the people on the basis of race, religion, ethnicity, gender or socioeconomic status.

**Section 4 – RESTRICTION ON ACTIONS**

**7.4**-All the assets and earnings of EIDSshall be used exclusively for its exempt purposes, and including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any volunteer of EIDS or be distributed to its Directors, officers, or any other private person, except that EIDS be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article I of these Bylaws.

**Section 5 – 501 ( c ) (3) RESTRICTION**

**7.5**-Notwithstanding any other provisions of these bylaws, EIDS will carry on any activities not permitted by an organization exempt under Section 501 ( c ) (3) of the Internal Revenue Code, or any corresponding provision of any future federal law. The corporation shall have no capital stock, no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors, or Officers shall not be liable for the debts of EIDS.

**Section 6 – DISSOLUTION**

**7.6**-Upon Dissolution of EIDSFC, the Board of Directors shall, after paying or making provisions for payment of all liabilities of EIDS, including the cost and expenses of such dissolution, dispose of all assets of EIDS exclusively for exempt purposes of EIDS exclusively described in Section 501 ( c ) (3) if the Internal Revenue Code or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any Officer, or Director of EIDS. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by directors by a unanimous vote on the \_\_\_\_\_\_\_\_\_\_\_\_day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2017.

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Secretary

Acknowledged by Board of Director

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