

THE DOWN SYNDROME ASSOCIATION FOR FAMILIES

BYLAWS

ARTICLE I

NAME, OFFICES, RECORDS, and TERRITORY

1. Name. The name of the organization is the Down Syndrome Association for Families (hereinafter referred to as “DSAF”).
2. Principal Office. The principal office and location of DSAF shall be at such place in the Lincoln area as may be designated from time to time by the Board of Directors.
3. Registered Office and Registered Agent. DSAF shall have and continuously maintain a registered office in the Lincoln area and registered agent in the State of Nebraska. The location of the registered office and the name of the registered agent in the State of Nebraska shall be such as are stated in the Articles of Incorporation and as may be changed and determined from time to time by the Board of Directors pursuant to the applicable provisions of law.
4. Records. DSAF shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee having any of the authority of the Board of Directors. DSAF shall keep at its principal office a) its articles or restated articles of incorporation and all amendments currently in effect; b) its bylaws or restated bylaws and all amendments currently in effect; c) resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members; d) the minutes of all meetings of the Board of Directors and records of all actions approved by the Board of Directors for the past three years; e) all written communications to members generally within the past three years; f) a record of the name and address of each current Director and officer; and g) its most recent biennial report to the Secretary of State.
5. Territory. The territory in which DSAF operates in the Lincoln area is defined as Southeastern Nebraska, which includes counties such as Lancaster. The primary activities of the DSAF shall take place within the Territory and relate to its residents, according to the Policies and Procedures from time to time in effect. Contributions shall be solicited only from residents of the Territory and neighboring areas not currently served by another organization or affiliated group of the DSAF.

ARTICLE II

PURPOSES AND OBJECTIVES

1. Purposes. DSAF provides support for individuals with Down syndrome, their families, friends, educators, and professionals who share in their lives. Every person with Down syndrome is an individual who has a unique purpose and abilities

DSAF is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. Objectives. DSAF shall have the following objectives:
 - a) to encourage and provide social and networking opportunities for its members;
 - b) to encourage and provide educational events for its members and interested community members;
 - c) to provide current information about Down syndrome to new parents, local educators, local medical practitioners, and the local community; and
 - d) to support other community-based organizations fulfilling in whole or in part the mission of DSAF and operating in DSAF's territory.

ARTICLE III

MEMBERSHIP AND DUES

1. Members. Any parent, guardian, adult family member, self-advocate or adult community member may be a member of DSAF. Members may participate in any DSAF activity or program within the parameters established by the Board of Directors. Members have no voting rights for election of a director or directors.
2. Dues. Payment of dues is on a voluntary basis; however paid members will be entitled to a Membership Directory and other benefits as approved from time to time by the Board of Directors. New members may be added at any time. Memberships shall be good for one year from the time of payment of dues.

ARTICLE IV

BOARD OF DIRECTORS

1. Directors. DSAF shall have a self-perpetuating Board of Directors to act in the best interests of the DSAF membership. The Board shall consist of the President, President-Elect, Secretary, Treasurer, Founder, Past President and Directors.

2. Powers. The property and affairs of DSAF shall be managed by the Board of Directors. The Board of Directors shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws: to hire, supervise, control, direct, and manage the staff, property, affairs and activities of DSAF, to determine the policies of DSAF, to do or cause to be done any and all lawful things for and on behalf of DSAF, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (1) the Board of Directors shall not authorize or permit DSAF to engage in any activity not permitted to be transacted by the articles of incorporation or by a not for profit corporation organized under the laws of the State of Nebraska, (2) none of the powers of DSAF shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of DSAF, and (3) all income and property of DSAF shall be applied exclusively for its not for profit purposes.

No substantial part of the activities of DSAF shall be carrying on of propaganda, or otherwise attempting, to influence legislation. DSAF shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of any candidate for public office.

No part of the net earnings or other assets of DSAF shall inure to the benefit of any director, officer, contributor, or other private individual, having directly or indirectly, a personal or private interest in the activities of DSAF.

3. Number. The minimum number of directors shall be three (3) and the maximum number of directors shall be fifteen (15). The number of directors may be increased or decreased by amendment to the bylaws, in accordance with the articles of incorporation and the applicable laws of the State of Nebraska.
4. Qualifications. All directors must be individuals. Each director shall file an application to serve on the Board of Directors. Each director must successfully pass a background check in order to serve.
5. Election. Elections will be held no later than the last meeting of the year of the Board of Directors. The Nominating Committee, chaired by the President-Elect and two additional Directors of the Board, shall select a candidate for each open Director position and Committee Chair and present the slate to the Board of Directors. At the last meeting of the year voting shall occur on the slate. Each director will be nominated and duly appointed to serve on the Board following a majority vote of the required quorum to approve his or her membership to the Board of Directors. The new director will complete an orientation and start his or her term January 1 of the following year.
6. Term. Each director will serve a term of two (2) years, except the term for President-Elect, President and Past President will be one year each. The term begins in January except for a director elected as a result of a vacancy. The term ends in December or until his or her successor has been duly elected and commenced in his or her term of office, whichever occurs later. Terms may be staggered for a period of less than two (2) years to ensure

continuity of directors. Any director whose term is about to expire may be elected to succeed himself or herself. Notwithstanding the foregoing, there will be no limit to the number of terms each director may serve.

7. Vacancies. Vacancies among the directors resulting from death, resignation, removal, incapacity, disqualification, an increase in the number of directors, or the failure of an elected director to accept the office of director may be filled by a majority vote of the remaining members of the Board of Directors at any regular meeting or special meeting called for that purpose. A director elected to fill a vacancy shall meet any qualifications set forth in these bylaws and shall serve the unexpired term of his or her predecessor and until his or her successor has been duly elected and commenced in his or her term of office.
8. Compensation. No director shall receive compensation from DSAF for any service he or she may render to it as a director. However, a director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering service to DSAF in the administration of its affairs.
9. Duties. It is the duty and responsibility of each director to:
 - a) make a commitment to and actively promote the purpose and objectives of DSAF;
 - b) attend and participate in Board meetings;
 - c) participate in and financially support, to the fullest extent possible and reasonable, the fund raising activities, projects, programs and special events of DSAF;
 - d) uphold and be guided by DSAF's Rules of Professional Conduct (see Article X);
 - e) adopt an annual budget and approve revisions thereof;
 - f) adopt bylaws and approve revisions thereof;
 - g) review and approve regular financial reports of DSAF;
 - h) develop and implement policies and procedures for DSAF and any revisions thereof;
 - i) review all actions and programs of DSAF Committees, Sub-committees, and Task Forces. The Board may require a Committee, Sub-committee or Task Force to appear before it at appropriate times;
 - j) actively recruit members, donors and volunteers for DSAF;
 - k) serve on at least one DSAF Committee or assignment, and serve as a volunteer for at least one DSAF program, activity or event; and
 - l) serve as an ambassador for DSAF to the community at large.
10. Committees, Sub-Committees and Task Forces. The Board of Directors may designate one or more Committees, Sub-committees, or Task Forces by a majority vote. Committees, Sub-committees, and Task Forces shall have and exercise the authority of the Board in the management of DSAF to the extent allowed in the designating resolution; provided, however, that the delegation of authority does not relieve the Board of Directors, of any responsibility imposed upon it by law.
11. Resignation. Any director may resign at any time, except that no director shall be permitted to resign while under investigation for a violation of the Rules of Professional Conduct. Such resignation shall be in writing to the President and shall be effective immediately or as such resignation may provide.

12. Removal. Disciplining of directors is performed by DSAF under the terms of the Bylaws and as provided in DSAF Policies and Procedures.

A director is automatically removed from office upon three unexcused absences from Board meetings in any twelve month period without permission from the President. The Board may vote to reinstate the director upon a request from the removed director.

ARTICLE V

MEETINGS

1. Place. Meetings of the Board of Directors of DSAF may be held at any place within or without the State of Nebraska as may be determined from time to time by resolution of the Board or by written consent of the members of the Board.
2. Regular Meetings. The Board of Directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.
3. Special Meetings. Special meetings of the Board of Directors may be held at any time and for any purpose or purposes. Special meetings may be called by the President of the Board, the Secretary or by two or more directors by notice duly signed by the officer or directors calling the same and given in the manner hereinafter provided. In the case of notification by email, a forwarded notice from the officer or director qualifies as a duly signed note.
4. Notice of Special Meetings. Written or printed notice of each special meeting of the Board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed or emailed, in conjunction with a telephone call, to each director at least five (5) business days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the director at his or her residence or usual place of business. The notice shall be given by the officer(s) or directors calling the meeting.
5. Waiver of Notice. Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
6. Quorum. Unless otherwise required by law, the presence of a majority of the whole Board shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, by the articles of incorporation or these bylaws.

7. Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.
8. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.
9. Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the articles of incorporation or these bylaws, members of the Board of Directors of DSAF, or any Committees designated by the Board, may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.
10. Action by Written Ballot. Any action that may be taken at a meeting of the Board of directors may be taken without a meeting if DSAF delivers a written ballot to every director. The quorum requirements specified in Article V, Section 6 must be met for approval of a written ballot pursuant to this section. A written ballot shall
 - a) set forth each proposed action;
 - b) provide an opportunity to vote for or against each proposed action; and
 - c) specify the time by which a ballot response must be received in order to be counted.
11. Meeting Agenda. All agenda items shall be submitted to all Board members for review at least seven (7) days prior to approval by the Board. New agenda items may be introduced at the discretion of the President and as time allows.

ARTICLE VI

OFFICERS

1. General. The officers of DSAF shall be President, President-Elect, Secretary, Treasurer, Founder, and Past President and such other officers as the Board of Directors may elect. The President shall be elected from among the Board of Directors and shall at all time while holding office be a member of the Board of Directors. The President shall be the prior term's President-Elect.

An officer shall be deemed qualified when he or she enters upon the duties of the office to which he has been elected or appointed and furnishes any bond required by the Board or these bylaws; but the Board may also require his or her written acceptance and promise faithfully to discharge the duties of such office.

2. Election and Terms. Officers are appointed by resolution of the Board. A resolution to initiate a new officer's term shall be presented at the last regularly scheduled meeting of the fiscal year. Officers shall serve a two year term unless otherwise specified by a Board resolution, except the term for President-Elect, President and Past President will be one year each. The Board reserves the power to determine the schedule of officer's terms.
3. Removal. Any officer of DSAF may be removed or discharged by the Board of Directors whenever in its judgment the best interests of DSAF would be served thereby. If for any reason any officer who is also a member of the Board of Directors ceases to be a member, then such officer shall automatically be removed from his or her office in DSAF.
4. Compensation. No officer who is also a member of the Board of Directors shall receive any salary or compensation for serving as such. Salaries and compensation of all other agents and employees of DSAF, if any, may be fixed, increased or decreased by the Board of Directors. Each officer may be reimbursed for his or her actual expenses if they are reasonable and incurred in conjunction with the business and activities of DSAF.
5. Vacancies. Vacancies caused by death, resignation, incapacity, removal or disqualification of an officer of DSAF shall be filled by a majority vote of the remaining members of the Board of Directors at any regular or special meeting called for that purpose. Such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board for the duration of the current term, until his or her successor is duly elected and qualified.
6. Delegation of Authority. The Board of Directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of DSAF or other responsible person provided that a majority of the whole Board concurs. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.
7. Duties of President. The President shall:
 - a) preside at and prepare the agenda for all meetings of the Board of Directors and Executive Committee as well as all general membership meetings and events;
 - b) serve as a primary contact of DSAF;
 - c) represent DSAF at outside meetings and conferences, as necessary;
 - d) sign and execute all bonds, notes, debentures, mortgages, and all other contracts and instruments for and in the name of DSAF;
 - e) coordinate with the Program Director; and
 - f) perform other duties as assigned from time to time by the Board of Directors.
8. Duties of President-Elect. The President-Elect shall:
 - a) assist the President and carry out the President's duties in his or her absence or inability to serve;
 - b) chair the Nominating Committee;
 - c) automatically assume the office of President in the subsequent term;
 - d) take and distribute minutes when the Secretary is absent;

- e) ensure annual forms, permits, applications, and other assigned paperwork is completed in a timely fashion;
- f) prepare the annual report with assistance from the Treasurer and Program Director; and
- g) perform other duties as assigned from time to time by the Board of Directors.

9. Duties of Secretary. The Secretary shall:

- a) prepare or cause to be prepared minutes of all proceedings at meetings of the Board of Directors;
- b) preserve them in the minute book of DSAF to be kept for that purpose;
- c) act as custodian of all the books, papers, and records of DSAF and at such reasonable times as may be requested permit an inspection of such books, papers and records by any director of DSAF, except as specified elsewhere in the bylaws;
- d) furnish a full, true and correct copy of any book, paper or record in his or her possession upon reasonable demand;
- e) write correspondence as directed by the Board of Directors; and
- f) perform other duties as assigned from time to time by the Board of Directors.

10. Duties of Treasurer. The Treasurer shall:

- a) have supervision and custody of all monies, funds, and credits of DSAF and shall cause to be kept full and accurate accounts of the receipts and disbursements of DSAF in books belonging to it;
- b) cause all monies and credits to be deposited in the name and to the credit of DSAF in such accounts and depositories as may be designated by the Board of Directors;
- c) disburse or permit the disbursement of funds of DSAF in accordance with the authority granted by the Board of Directors and in accordance with the approved budget;
- d) obtain director's and officer's liability insurance;
- e) present financial statements and reports at every Board of Director meeting and at other times of the year as requested by the Executive Committee;
- f) prepare the budget for the new fiscal year;
- g) assist the President-Elect with the annual report;
- h) cause all necessary tax returns or reports to be filed;
- i) obtain and maintain financial accounts as authorized by the Board of Directors; and
- j) perform other duties as assigned from time to time by the Board of Directors.

The Treasurer shall be bonded unless the Board of Directors expressly waives the requirement of such bonding.

11. Duties of Founder. The Founder shall:

- a) coordinate satellite groups within the DSAF territory;
- b) coordinate speakers for community engagements as requested;
- c) serve on community Boards requesting DSAF representation as determined by the Board;
- d) serve as backup contact of DSAF;
- e) coordinate event mailings and emails with the Program Director and Web Content Engineer;
- f) coordinate SEAS Summer Program in conjunction with the Program Director; and
- g) perform other duties as assigned from time to time by the Board of Directors.

12. Duties of Past President. The Past President shall:
 - a) coordinate the strategic plan;
 - b) create, maintain and update bylaws as necessary; and
 - c) perform other duties as assigned from time to time by the Board of Directors.

13. Transfer of Records. The Officers of DSAF shall deliver, as soon as possible, to their successors in office, to the Secretary, or to the President all books, records, documents, and any other DSAF property held in their possession by virtue of the office not later than ten (10) days following their resignation, removal, or the election of their successors.

ARTICLE VII

EXECUTIVE COMMITTEE

1. Membership. The Executive Committee shall consist of the President, President-Elect and Treasurer.

2. Duties. The duties of the Executive Committee shall be to transact business between meetings in preparation for the Board of Director meetings, approve routine bills, and prepare reports and recommendations to the Board of Directors. The Executive Committee is authorized to approve financial contracts with a maximum limit of \$ 5,000 on behalf of the Board of Directors.

3. Meetings. Regular meetings shall be held monthly, at a time to be determined by the Executive Committee. Special meetings may be called by any two members, with 24 hours' notice.

4. Meeting Agenda. All agenda items shall be submitted to all Executive Committee members for review at least seven (7) days prior to meeting.

5. Meeting Minutes. The Executive Committee shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose by the Secretary and shall report the same to the Board of Directors at or prior to its next meeting. The Executive Committee shall be responsible for taking meeting minutes and providing them to the Secretary within ten (10) calendar days.

6. Quorum. A majority of the Executive Committee constitutes a quorum.

7. Supervision. The Executive Committee shall be responsible for day to day supervision of all hired DSAF staff.

ARTICLE VIII

COMMITTEES, SUB-COMMITTEES AND TASK FORCES

1. Meetings. All Committees, Sub-committees and Task Forces so appointed shall, unless otherwise provided by the Board of Directors, keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose by the Secretary and shall report the same to the Board of Directors at or prior to its next meeting. The Committee, Sub-committee, or Task Force Chair shall be responsible for taking his or her Committee, Sub-committee or Task Force meeting minutes and providing them to the Secretary within ten (10) calendar days. All meetings shall be conducted in accordance with meeting conduct and rules of professional conduct contained in Articles IX and X respectively in these bylaws.
2. Committees. All Committees must be authorized by the Board of Directors and may include the Capital City Step Up Walk Committee, Events Committee, Library/Donations Committee, Information Technology Committee, Membership Committee, Scholarship Committee, Super Stars Committee, Lil' Stars Committee, Medical Outreach Committee, Newsletter Committee, Parents and Teens Committee, Finance Committee, and Bylaws/Procedures Committee. No committee work may be undertaken without the consent of the Board of Directors.
3. Committee Chair. Each Committee authorized by the Board of Directors will be chaired or co-chaired by one or more individuals. Each Committee Chair shall present a plan of work, including any budgetary requests, to the Board of Directors for approval. Committee Chairs will be asked to attend Board of Director meetings as needed. Committee Chairs have no voting rights on the Board of Directors.
4. Election. Elections will be held no later than the last meeting of the year of the Board of Directors. The Nominating Committee, chaired by the President-Elect and two additional Directors of the Board, shall select a candidate for each open Director position and Committee Chair and present the slate to the Board of Directors. At the last meeting of the year voting shall occur on the slate. Each Committee Chair will be nominated and duly appointed to serve following a majority vote of the required quorum to approve his or her appointment.
5. Term. Each Committee, Sub-committee, and Task Force Chair and member shall serve a term of one year. The term is defined by the date of the Chair's or member's first official meeting. Any Committee Chair or member whose term is about to expire may be elected to succeed himself or herself. Notwithstanding the foregoing, there will be no limit to the number of terms each Committee Chair or member may serve.
6. Vacancies. Vacancies among the Committee Chairs resulting from death, resignation, removal, incapacity, disqualification, and an increase in the number of Committees, or the failure of a Committee Chair to accept the position may be filled by a majority vote of the Board of Directors at any regular meeting or special meeting called for that purpose. A

Committee Chair elected to fill a vacancy shall meet any qualifications set forth in these bylaws and shall serve the unexpired term of his or her predecessor until his or her successor has been duly elected and commenced in his or her term of the position.

7. Committee Descriptions. Committee descriptions may be found in the DSAF Policy and Procedure Manual.

ARTICLE IX

MEETING CONDUCT

1. Chairperson. Authority for the conduct of each meeting is assigned to the Chairperson. The Chairperson is responsible for the agenda and the conduct of the meeting. The President is the Chairperson for Board of Director meetings. In the absence of the President, the officer to preside shall be determined in the following succession: President-Elect, Past President, Founder, Secretary and Treasurer.
2. Meeting Agenda. The Chairperson shall produce a written agenda consistent with the bylaws a minimum of seven (7) days prior to each meeting. New agenda items may be introduced at the discretion of the Chairperson and as time allows. New business arising during the course of the meeting shall be placed after business that is described on the agenda.
3. Preliminary Matters For the Meeting. Upon the initiation of the meeting, the Chairperson shall determine whether a quorum is present. If a quorum is present, the Chairperson shall seek approval for the minutes of prior business. In the event of an objection to the minutes, the matter shall be resolved by majority vote. The Chairperson shall also identify a member or other attendee to take minutes of the present meeting.
4. Professional Conduct. Meeting participants are bound by the Rules of Professional Conduct in Article X.
5. Discussion of Matters Appearing On the Meeting Agenda. The Chairperson shall facilitate discussion of the matters appearing on the agenda. At any time during the discussion, any member may call for a vote on the matter. The vote shall proceed unless there is a timely objection by any member to the vote. An objection to the vote shall continue the discussion until there is a new call for a vote. This process shall continue until there are no timely objections to the vote.
6. Adjournment. Upon completion of the meeting's agenda, and if no other business is indicated, the Chairperson shall adjourn the meeting.
7. Minutes. The Chairperson shall ensure regular minutes of the transactions of their meetings are kept and shall cause them to be recorded in books kept for that purpose by the Secretary and shall report the same to the Board of Directors at or prior to its next meeting. Meeting minutes shall be distributed to each member within seven (7) days after the meeting.

ARTICLE X

RULES OF PROFESSIONAL CONDUCT

1. Application. The Rules of Professional Conduct apply to all members of the Board of Directors, to all members of Committees, Sub-Committees and Task Forces and to all agents of DSAF.
2. Meeting Conduct. The Rules of Professional Conduct require that all meeting participants exercise professional decorum during the meetings. Professional decorum requires that all Members of the Board are mindful of their fiduciary obligations to DSAF, and therefore use their talents to promote the furthering of the DSAF mission statement through careful and thoughtful discussion of all matters before the Board and its Committees, Sub-Committees and Task Forces. Professional decorum also requires full attendance to the matters at hand, which includes participation and pre-empts side conversations, interruptions, telephone calls, etc. In the case of an emergency, the meeting participant shall handle the emergency by first removing himself from the meeting.
3. Non-Meeting Conduct. The Rules of Professional Conduct require that all members of the Board are mindful of their fiduciary obligations to DSAF and therefore act accordingly in the public.
4. Misconduct. Upon a finding of misconduct by the Board, the Committee, Sub-Committee, Task Force, or Board member shall be removed from office and/or position. The Board may reinstate the Board, Committee, Sub-Committee, or Task Force Member through an affirmative vote.

ARTICLE XI

EMPLOYEES

1. Employees. As it deems necessary, the Board of Directors may employ a Program Director and other employees to assist in performing the work of DSAF.
2. Supervision. The Executive Committee shall be responsible for the day to day supervision of all hired DSAF staff.
3. Removal and vacancy. The Board of Directors may remove the Program Director and any other employees, whenever in its judgment, the best interests of DSAF would be served.
4. Duties of Program Director. The Program Director shall:
 - a) enhance public awareness of DSAF's presence, mission and activities;
 - b) oversee event planning for existing programs;

- c) oversee annual educational conference planning;
- d) develop new programs driven by the Board of Director's vision plan and DSAF mission;
- e) research and obtain grants to provide funding for existing and new programs;
- f) assist Committees as requested;
- g) attend national, regional, or local training, as needed;
- h) attend Board of Director meetings;
- i) attend Executive Committee meetings;
- j) create and maintain operating policies, procedures and forms requested by the Board;
- k) maintain files and records related to DSAF operations;
- l) maintain the membership database;
- m) produce and distribute an annual membership directory;
- n) oversee DSAF mailings; and
- o) perform other duties as assigned from time to time by the Board of Directors

ARTICLE XII

GENERAL PROVISIONS

1. Depositories and Checks. The monies of DSAF shall be deposited in such manner as the directors shall direct, in such banks or trust companies as the directors may designate, and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.
2. Bonds. Any officer or employee handling money of DSAF may be, and shall be (if required elsewhere in these bylaws), bonded at DSAF's expense in such amounts as may be determined by the Board of Directors.
3. 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 DSAF, 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.
4. Annual Year-End Compilation Report. An annual Compilation Report of the books of account and financial records of DSAF is required by the Board of Directors to be performed by an independent accounting firm.
5. Certain Loans Prohibited. DSAF shall not make any loan to any officer or director of DSAF.
6. Indemnification and Liability of Directors and Officers. Each person who is or was a director or officer of DSAF or is or was serving at the request of DSAF as a director or officer of another corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by DSAF as of right to the full extent permitted or authorized by the laws of the State of Nebraska, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including

attorney's fees) asserted or threatened against and incurred by such person in his or her capacity as or arising out of his or her status as a director or officer of DSAF or, if serving at the request of DSAF, as a director or 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 DSAF may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to DSAF for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as a director or officer of DSAF or any other corporation which he serves as a director or officer at the request of DSAF, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for DSAF, or for other such corporation, or upon statements made or furnished by the directors, officers, employees or agents of DSAF, or of such other corporation, which he had no reasonable grounds to disbelieve.

7. Director and Officer Liability Insurance. The Board or Directors will ensure Director and Officer Liability insurance is in force at all times.
8. Personnel System. Unless such requirement is waived by the Board of Directors, the Board of Directors shall adopt an orderly and consistent personnel system which shall apply to all employees of DSAF.
9. Absence of Personal Liability. The officers and directors of DSAF are not individually or personally liable for the debts, liabilities or obligations of DSAF.
10. Non Discriminatory Clause. No person is excluded from services because of race, color, religion, sex, national origin, disability or sexual orientation. There is no segregation of persons served on the basis of race, color, religion, sex, national origin, disability or sexual orientation. There is no discrimination on the basis of race, color, religion, sex, national origin, disability or sexual orientation with regard to hiring, assignment, promotion or other conditions of staff employment. There is no discrimination on the basis of race, color, religion, sex, national origin, disability or sexual orientation in membership on the agency's governing body.
11. Policy and Procedure Manual. The Board shall approve policies and procedures governing DSAF operations as needed.

ARTICLE XIII

FISCAL YEAR

The Board of Directors shall have the power to fix and from time to time change the fiscal year of DSAF. In the absence of action by the Board of Directors, however, the fiscal year of DSAF shall end each year on the date which DSAF treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

ARTICLE XV

DISSOLUTION

In the event of liquidation, dissolution or winding up of the business and affairs of DSAF, whether voluntary or involuntary or by operation of law, the Executive Committee shall, after paying or making provisions for payment of all liabilities of DSAF, dispose of all assets exclusively for the purpose of DSAF or to such Association or organization as shall at the time qualify as except under Section 501(c)(3) of the Internal Revenue Code, in such manner as the Executive Committee shall determine. Any assets not so distributed shall be disposed of by the United States District Court for Lancaster County exclusively for such purposes or to such corporations or organizations as said court shall determine are organized and operated solely for public purpose.

ARTICLE XVI

AMENDMENTS

The Board of Directors of DSAF shall have the power, to make, alter, amend and repeal the bylaws of DSAF and to adopt new bylaws, which power may be exercised by a vote of majority of the full Board of Directors. DSAF shall keep on its website and/or at its principal office a copy of the bylaws, as amended, which shall be available for inspection by the public. The bylaws shall be available at all reasonable times during the office hours.

CERTIFICATE

The foregoing bylaws and amendments were duly adopted as and for the bylaws of The Down Syndrome Association for Families by the Board of Directors of said corporation at the DSAF Board meeting held on February 21, 2011.