

Final

9/29/16

Final

signed

BYLAWS
OF
DOWN SYNDROME CONNECTION
OF THE BAYAREA

(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION WITH MEMBERS)

TABLE OF CONTENTS

	<u>PAGE</u>
TABLE OF CONTENTS	2-5
OFFICES & CORPORATE SEAL	6
Section 1. Principal Office	6
Section 2. Other Offices	6
Section 3. Corporate Seal	6
MEMBERS' MEETINGS AND VOTING RIGHTS	7-14
Section 4. Place of Meetings	7
Section 5. Annual Meetings	7
Section 6. Postponement of Annual Meeting	7
Section 7. Special Meetings	7
Section 8. Notice of Meetings	8
Section 9. Manner of Giving Notice	9
Section 10. Quorum and Transaction of Business	9
Section 11. Adjournment and Notice of Adjourned Meetings	10
Section 12. Waiver of Notice, Consent to meeting or Approval of Minutes	10
Section 13. Action by Written Consent Without a Meeting	11
Section 14. Voting	11
Section 15. Members Entitled to Notice of Meetings and to Vote or Consent	12
Section 16. Proxies	13
Section 17. Inspection of Election	14
BOARD OF DIRECTORS & OFFICERS OF BOARD OF DIRECTORS	15-20

TABLE OF CONTENTS

(CONTINUED)

	<u>PAGE</u>
Section 18. Powers	15
Section 19. Number of Directors	15
Section 20. Nomination and Election of Directors, Term, Orientation	15
Section 21. Resignations	17
Section 22. Removal	17
Section 23. Vacancies	17
Section 24. Regular Meetings	18
Section 25. Participation by Telephone	18
Section 26. Special Meetings	18
Section 27. Notice of Meetings	18
Section 28. Place of Meetings	18
Section 29. Action by Written Consent Without a Meeting	18
Section 30. Quorum and Transaction of Business	19
Section 31. Adjournment	19
Section 32. Organization	19
Section 33. Compensation	19
Section 34. Committees	19
Section 35. Interested Persons	20
OFFICERS OF CORPORATION	21-24
Section 36. Officers	21
Section 37. Appointment	21
Section 38. Inability to Act	21

TABLE OF CONTENTS

(CONTINUED)

	<u>PAGE</u>
Section 39. Resignations	21
Section 40. Removal	21
Section 41. Vacancies	22
Section 42. President/Executive Director	22
Section 43. Program Director	22
Section 44. Secretary	23
Section 45. Operations Director	23
Section 46. Compensation	24
CONTRACTS, LOANS, BANK ACCOUNTS, CHECKS AND DRAFTS	24-25
Section 47. Execution of Contracts and Other Instruments	24
Section 48. Loans	25
Section 49. Bank Accounts	25
Section 50. Checks, Drafts, Etc.	25
MEMBERSHIP	26
Section 51. Admission of Members	26
Section 52. Multiple or Fractional Memberships	26
Section 53. One (1) Class of Members	26
Section 54. Non-transferability of Memberships	26
Section 55. Resignation of Members	26
Section 56. Expulsion, Suspension or Termination of Members	26
Section 57. Dues, Assessments and Fees	26

TABLE OF CONTENTS

(CONTINUED)

	<u>PAGE</u>
INSPECTION OF CORPORATE RECORDS	27
Section 58. Inspection by Directors	27
Section 59. Inspection by Members	27
Section 60. Written Form	27
MISCELLANEOUS	28
Section 61. Calendar Year	28
Section 62. Annual Report	28
Section 63. Annual Statement of Certain Transactions and Indemnifications	28
Section 64. Bylaw Amendments	29
Section 65. Construction and Definition	29
INDEMNIFICATION	29
Section 66. Indemnification of Directors, Officers, Employees and Other Agents	29
APPENDIX Conflict of Interest Policy	30
CERTIFICATE OF SECRETARY	31

BYLAWS
OF
DOWN SYNDROME CONNECTION
OF THE BAY AREA

**(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION WITH
MEMBERS)**

ARTICLE I

OFFICES & CORPORATE SEAL

Our mission is to promote the unique contributions of children and adults with Down syndrome by providing direct services to them and their families, and to educate the general public by fostering inclusive and integrated involvement with the Down syndrome community and society at large.

Section 1. Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may from time to time authorize. If the principal office is located outside the State of California, and the corporation has one or more offices in the State of California, the Board of Directors shall fix and designate a principal office in the State of California.

Section 2. Other Offices. Additional offices of the corporation shall be located at such place or places, within or outside the State of California, as the Board of Directors may from time to time authorize.

Section 3. Corporate Seal. If the Board of Directors adopts a corporate seal such seal shall have inscribed thereon the name of the corporation and the state and date of its incorporation. If and when a seal is adopted by the Board of Directors, such seal may be

engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance or other instrument executed by the corporation.

ARTICLE II

MEMBERS' MEETINGS AND VOTING RIGHTS

Members of the Down Syndrome Connection are interested persons and/or parties utilizing Down Syndrome Connection of the Bay Area services, both paying and non-paying. Members must pay annual dues. Non-payment of dues can be cause for membership to be cancelled.

Section 4. Place of Meetings. Meetings of members shall be held at a place to be fixed by the Board of Directors.

Section 5. Annual Meetings. The meeting of the members of the corporation shall be held at the direction of the Board of Directors, on such date if such date is not a legal holiday observed by the corporation at a place to be determined by the Board of Directors. If such date is a legal holiday, the meeting will be held on the next succeeding full business day at the same time and place. At such meeting any business may be transacted which may properly come before the meeting.

Section 6. Postponement of Annual Meeting. The Board of Directors and the Chairman shall each have authority to postpone the meeting of members.

Section 7. Special Meetings.

- (a) Special Meetings of the members for any purpose or purposes may be called by the Board of Directors or the Chairman of the Board of Directors or the Vice-Chairman. Special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.
- (b) Upon written request to the Chairman of the Board of Directors, the Vice-Chairman or the Secretary of the corporation by any person or persons (other than the Board of Directors) entitled to call a special meeting of the members, such officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board of Directors, such time to be not less than thirty-five (35) nor more than ninety (90) days after receipt of such request. If such notice is not given within twenty (20) days after receipt of such request, the person or persons calling the meeting may give notice thereof in the manner provided by law or in these bylaws. Nothing contained in this Section shall be construed as

limiting, fixing or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

Section 8. Notice of Meetings. Except as otherwise may be required by law and subject to subsection (b) of Section 7 of these bylaws, written notice of each meeting of members shall be given to each member entitled to vote at that meeting (see Section 15 of these bylaws), by the Secretary, assistant secretary or other person charged with that duty, not less than ten (10) nor more than ninety (90) days before such meeting; provided, however, that any notice which is given by mail and is not mailed by first-class, registered or certified mail shall be given not less than twenty (20) days before such meeting.

Notice of any meeting of members shall state the date, place and hour of the meeting, and:

- (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted at such meeting;
- (b) in the case of a regular meeting, the general nature of matters which the Board of Directors, at the time the notice is given, intends to present for action by the members;
- (c) in the case of any meeting at which directors are to be selected, the names of all those who are nominees at the time the notice is given; and
- (d) in the case of any meeting, if action is to be taken on any of the following proposals, the general nature of such proposal:
 - (i) a proposal to approve a transaction within the provisions of California Corporations Code Section 5222 (relating to removal of directors without cause);
 - (ii) a proposal to approve a transaction within the provisions of California Corporations Code Section 5224 (relating to filling vacancies on the Board of Directors);
 - (iii) a proposal to approve a transaction within the provisions of California Corporations Code Section 902 (relating to amending the Articles of Incorporation of the corporation);
 - (iv) a proposal to approve a transaction within the provisions of California Corporations Code Section 6610 (relating to winding up and dissolution).

At a special meeting of members, notice of which has been given in accordance with this Section, action may not be taken with respect to business the general nature of which has not been stated in such notice. At a regular meeting of members, action may be taken with respect to business stated in the notice of such meeting, given in accordance with

this Section, and, subject to subsection (d) above, with respect to any other business which may properly come before the meeting.

Section 9. Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by mail or email or other written communication, addressed to the member at the address of that member appearing on the books of the corporation or given by the member to the corporation for purpose of notice. If no such address appears on the corporation's books or is gen, notice shall be deemed to have been given if sent to that member by mail or telegraphic or other written communication at the corporation's principal office, or if published at least once in the newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a member at the address of that member appearing on the books of corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at that address, all future notices shall be deemed to have been duly given without further mailing if these shall be available to the member on written demand by the member at the principal office of the corporation for a period of one (1) year from the date of the giving of the notice.

Section 10. Quorum and Transaction of Business.

- (a) At any meeting of the members, a majority of the voting power, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by law or by the Articles of Incorporation, and except as provided in subsection (b) below.
- (b) The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- (c) In the absence of a quorum, no business other than adjournment may be transacted, except as described in subsection (b) above.

Section 11. Adjournment and Notice of Adjourned Meetings. Any meeting of members may be adjourned from time to time, whether or not a quorum is present, by the affirmative vote of a majority of votes represented at such meeting either in person or by proxy.

In the event any meeting adjourned, it shall not be necessary to give notice of the time and place of such adjourned meeting pursuant to Sections 8 and 9 of these bylaws; provided that if any of the following three events occur, such notice must be given:

- (i) Announcement of the adjourned meeting's time and place is not made at the original meeting which it continues; or
- (ii) Such meeting is adjourned for more than forty-five (45) days from the date set for the original meeting; or
- (iii) A new record date is fixed for the adjourned meeting.

At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

Section 12. Waiver of Notice, Consent to Meeting or Approval of Minutes.

- (a) Subject to subsection (b) below, the transaction of any meeting of members, however called and noticed, and wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if, either of after the meeting, each of the persons entitled to vote but not present in person or by proxy signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof.
- (b) A waiver of notice, consent to the holding of a meeting or approval of the minutes of a meeting need not specify the business transacted or to be transacted at nor the purpose of the meeting; provided that in the case of proposals described in subsection (d) of Section 8 by these bylaws, the general nature of such proposals described in subsection (d) of Section 8 of these bylaws, the general nature of such proposals must be described in any such waiver and such proposals can only be approved by waiver of notice, not by consent to holding of the meeting or approval of the minutes.
- (c) All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- (d) A person's attendance at a meeting shall constitute waiver of notice of and presence at such meeting, except when such person objects at the beginning of the meeting to transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters which are required by law or these bylaws to be in such notice (including those matters described in

subsection (d) of Section 8 of these bylaws), but are not so included if such person expressly objects to consideration of such matter or matters at any time during the meeting.

Section 13. Action by Written Consent Without a Meeting.

- (a) Any action (including election of directors) which may be taken at any meeting of the members may be taken without a meeting as provided in this Section if the corporation distributes (in a manner consistent with Section 9 of these bylaws) to every member entitled to vote on such action a written ballot which complies with subsection (c) below.
- (b) Action by written ballot pursuant to this Section shall be valid when, and only when, the number of votes cast by ballot equals or exceeds the quorum which would be required to be represented at a meeting authorizing the action and the number of votes in favor of the action equals or exceeds the number of votes which would be required to approve the action at a meeting which the total number of votes cast was the same as the total number of votes cast by ballot.
- (c) Every written ballot distributed to members pursuant to this Section shall set forth the Proposed action, provide an opportunity for the member to specify approval or disapproval of any proposal and shall provide, subject to reasonable specified conditions, that where the member specifies a choice with respect to any such action the vote shall be cast in accordance therewith. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum required and, with respect to ballots other than for the election of directors, the percentage of votes in favor of the proposal necessary to approve the proposal as provided in subsection (b) above. Such solicitations shall also specify the time (which shall be a reasonable time) by which the ballot must be received by the corporation in order to be counted.
- (d) No written ballot which has been received by the corporation may be withdrawn, revoked or superseded and any attempted withdrawal, revocation or supersession of any such written ballot, whether made before or after receipt of such ballot by the corporation shall be ineffective.

Section 14. Voting. Voting at any meeting of members need not be by ballot; *provided, however,* that the election of directors must be by ballot if balloting is demanded by a member at the meeting and before the voting begins.

Except as may be otherwise provided in the Articles of Incorporation or by law, each member shall be entitled to one vote on each matter submitted to a vote of the members. Members shall not be permitted to cumulate votes with respect to any matter, including election of directors.

No approval by the members, other than unanimous approval of those entitled to vote, will be valid as to proposals described in subsection (d) of Section 8 of these bylaws unless the general nature of such business was stated in the notice of meeting or in any written waiver of notice.

Section 15. Members Entitled to Notice of Meetings and to Vote or Consent.

- (a) The board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall be not more than ninety (90) and not less than ten (10) days before the date of the meeting. If no such record date is fixed, members as of the close of business on the business day preceding the day on which notice is given or, if notice is waived, as of the close of business on the business day preceding the day on which the meeting is held shall be entitled to notice of the meeting.
- (b) The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at a meeting of members. Such record date shall be not more than sixty (60) days before the date of the meeting. If no such record date is fixed, members as of the day of the meeting who are otherwise eligible to vote shall be entitled to vote at the meeting or, in the case of an adjourned meeting, members as of the day of the adjourned meeting who are otherwise eligible to vote shall be entitled to vote at the adjourned meeting.
- (c) The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to cast written ballots pursuant to Section 13 of these bylaws. Such record date shall not be more than sixty (60) days before the first such written ballot is mailed or solicited. If no such record date is fixed, members as of the day of the first such written ballot is mailed or solicited who are otherwise eligible to vote shall be eligible to cast such written ballots.
- (d) The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any lawful action not described in subsections (a), (b) or (c) above. Such record date shall not be more than sixty (60) days prior to such action. If no such record date is fixed, members as of the close of business date on which the Board of Directors adopts the resolution relating to such action, or the sixtieth (60th) day prior to the date of such action, whichever is later, shall be entitled to exercise such rights.
- (e) A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 16. Proxies.

- (a) Every person entitled to vote a membership or execute consents may do so either in person or by one or more agents authorized to act by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the corporation. No such proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy except that the maximum term of any proxy shall be three (3) years from the date of execution. The proxy of a member may not be irrevocable. The manner of execution, suspension, revocation, exercise and effect of proxies is governed by law.
- (b) Anything herein to the contrary notwithstanding, a proxy concerning the election of directors shall not be valid as to such election unless it lists those persons nominated as of the time of the notice of the such election is given to the members, and a proxy concerning any of the following matters requiring a vote of the members shall not be valid as to any such matter unless it sets forth the general nature of the matter to be voted on:
- (i) A proposal to approve a transaction within the provisions of California Corporations Code Section 5222 (relating to removal of directors without cause);
 - (ii) A proposal to approve a transaction within the provisions of California Corporations Code Section 5224 (relating to fillings vacancies on the Board of Directors);
 - (iii) A Proposal to approve a transaction within the provisions of subdivision (e) of the California Corporations Code Section 5613 (relating to amendment of the Articles of Incorporation or bylaws to repeal, restrict, create or expand proxy rights);
 - (iv) A proposal to approve a transaction within the provisions of California Corporations Code Section 5812 (relating to amendment of the Articles of Incorporation);
 - (v) A proposal to approve a transaction within the provisions of paragraph (2) of subdivision (a) of California Corporations Code Section 5911 (relating to sales or dispositions of substantially all of the assets of the corporation);

- (vi) A proposal to approve a transaction within the provisions of California Corporations Code Section 6012 (relating to mergers);
- (vii) A proposal to approve a transaction within the provisions of subdivision (a) of California Corporations Code Section 6015 (relating to amendment of an agreement of merger);
or
- (viii) A proposal to approve a transaction within the provision of California Corporations Code Section 6610 (relating to winding up and dissolution).

Section 17. Inspection of Election. Before any meeting of the members, the Board of Directors may appoint any persons, other than nominees for office, to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the chairman of the meeting day, and on request of any member or a member's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or proxy shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the chairman of the meeting may, and upon the request of any member or a member's proxy shall, appoint a person to fill that vacancy.

These Inspectors Shall:

- (a) Determine the number of memberships outstanding and the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (b) Receive votes, ballots, or consents;
- (c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (d) Count and tabulate all votes or consents;
- (e) Determine when the polls shall close;
- (f) Determine the results; and
- (g) Do any other acts that may be proper to conduct the election or vote with fairness to all members.
- (h) The right of a member to vote and all his rights, title and interest in or to the Corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.
- (i) No person who is now, or who later becomes, a member of this Corporation shall be personally liable to its creditors for any indebtedness or liability, and

any and all creditors of this Corporation shall look only to the assets of this Corporation for payment.

ARTICLE III

BOARD OF DIRECTORS & OFFICERS OF BOARD OF DIRECTORS

Section 18. Powers. Subject to the provisions of law or any limitations in the Articles of Incorporation of these bylaws as to action required to be approved by the members or by a majority of all members, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The person or persons, management company or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 19. Number of Directors. The authorized number of directors of the corporation shall be not less than a minimum of three (3) nor more than a maximum of fifteen (15). The exact number of directors shall be set within these limits from time to time (a) by approval of the Board of Directors, or (b) by affirmative vote of a majority of the members represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitute at least a majority of the required quorum) or by written ballot pursuant to Section 13 of these bylaws.

Any amendment of these bylaws changing the maximum or minimum number of directors may be adopted only by the affirmative vote of a majority of the members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute at least a majority of the required quorum) or by written ballot pursuant to Section 13 of these bylaws.

No reduction of the authorized number of directors shall remove any director prior to the expiration of such director's term of office.

Section 20. Nomination and Election of Directors, Term, Orientation.

- (a) Each director including a director elected or appointed to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. (See Section 20 (c) and (e) for terms.)
- (b) Subject to the provisions of law and these bylaws, the procedures followed in nominating and electing directors shall be established by the Board of

Directors. Such procedure shall be reasonable in light of the nature, size and operations of the corporation and shall include:

- (i) a reasonable means of nominating persons for elections as directors;
 - (ii) a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reason for the nominee's candidacy;
 - (iii) a reasonable opportunity for all nominees to solicit votes; and
 - (iv) A reasonable opportunity for all members to choose among the nominees.
- (c) Board member terms shall be 2 years. Board members can rejoin the board for one additional term if the Board member petitions for an additional year and with Board approval.
- (d) Ninety-Day Orientation Requirements, within the first ninety days, a new board member will:
- (i) Be assigned a mentor to:
 - Field any questions or concerns
 - Define all the acronyms
 - (ii) Be given a "tour" of the office by the President/Executive Director and personally introduced to the greatest number of staff members possible.
 - (iii) Attend a minimum of three of our classes:
 - Step classes
 - Music therapy
 - CRP
 - Educator seminar given by the Director of Education Support Services
 - (iv) Speak with a member from each committee one-on-one (phone conversation) to better understand the function of each committee to help determine where (s)he can best serve the Board/DSC.
 - (v) Meet with Board Chairperson or Recruiting Chairperson for feedback and to select committees on which to serve at end of ninety-day period.
- (e) Board officer (Chairman, Vice-Chairman, Secretary and Treasurer) terms shall be 3 years. After one (1) year of not serving in any capacity, past board officers can reapply to join the board, subject to application review and board approval.

Section 21. Resignations. Any director of the corporation may resign effective upon giving written notice to the Chairman of the Board, the Vice Chairman, the Secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Section 23 of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California, no director may resign if such resignation would leave the corporation without a duly elected director or directors in charge of its affairs. 90-day written notice of resignation is required of board members, barring any uncontrolled and/or unexpected situations. 120-day written notice of resignation is required of board officers (Chairman, Vice-Chairman, Secretary and Treasurer).

Section 22. Removal. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 5230) of Part 2 of Division 2 of the California Corporations Code.

The entire Board of Directors or any individual director may be removed from office without cause;

- (a) If the corporation has fewer than fifty (50) members, by the affirmative vote (or written ballot pursuant to Section 13 of these bylaws) of a majority of the members entitled to vote for such removal; or
- (b) If the corporation has (50) or more members, by the affirmative vote (or written ballot pursuant to Section 13 of these bylaws) of a majority of the members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum.)

Section 23. Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any director, or upon increase in the authorized number of directors or if the members fail to elect the full authorized number of directors at a regular meeting of members or if, for whatever reason, there are fewer directors on the Board of Directors than the full number authorized. Such vacancy or vacancies may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. The members may elect a director at any time to fill any vacancy not filled by the directors.

Section 24. Regular Meetings. Immediately after each regular meeting of members, and at such place fixed by the Board of Directors, or if no such place is fixed at the place of the regular meeting of members, the Board of Directors shall hold a regular meeting for the purposes of organization, appointment of officers and transaction of other business. Other regular meetings of the Board of Directors shall be held at such times, places and dates as fixed in these bylaws or by the Board of Directors; *provided, however*, that if the date for such a meeting falls on a legal holiday, then the meeting shall be held at the same time on the next succeeding full business day. Regular meetings of the Board of Directors held pursuant to this Section may be held without notice.

Section 25. Participation by Telephone. Directors may participate in a Board of Directors Meeting through use of conference telephone or similar communications equipment, so long as the directors participating in such meeting can hear one another. Such participation constitutes presence in person at such meeting.

Section 26. Special Meetings. Special meetings of the Board of Directors for any purpose may be called by the Chairman of the Board or the Vice-Chairman or the Secretary of the corporation or the Treasurer or any two (2) directors.

Section 27. Notice of Meetings. Notice of the date, time and place of all meetings of the Board of Directors, other than regular meetings held pursuant to Section 24 of these bylaws, shall be delivered personally, orally or in writing, or by telephone or email to each director, at least forty-eight (48) hours before the meeting, or sent in writing to each director by first-class mail, charges prepaid, at least four (4) days before the meeting. Such notice may be given by the Secretary of the corporation or by the person or persons who called the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of such meeting, or a consent to holding the meeting or an approval of minutes thereof, either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement such director's lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 28. Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the state which has been designated in the bylaws or by resolution of the Board of Directors.

Section 29. Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of all directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 30. Quorum and Transaction of Business. A Majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the law, the Articles of Incorporation or these bylaws specifically require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of directors, if any action taken is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, as provided in Section 31 of these bylaws.

Section 31. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 32. Organization. The Chairman of the Board shall preside at every meeting of the Board of Directors, if present. If there is no Chairman or if the Chairman is not present, the Vice-Chairman shall act as chairman. The Secretary of the corporation or, in the absence of the Secretary, any person appointed by the Chairman shall act as secretary of the meeting.

Section 33. Compensation. Directors and members of committees shall serve without compensation. Directors and members of committees may receive reimbursement for expenses, as may be fixed or determined by the Board of Directors.

Section 34. Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees, each consisting of one (1) or more directors, to serve at the pleasure of the Board of Directors. Appointments of such committees shall be by a majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any committee, to replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board of Directors, and may have all the authority of the Board of Directors in the management of the activities and affairs of the corporation, except with respect to:

- (a) the approval of any action for which approval of the members or approval of a majority of all the members also is required by the California Corporations Code;
- (b) the filling of vacancies on the Board of Directors or any committee which has the authority of the Board of Directors;
- (c) the fixing of compensation of directors for serving on the Board of Directors or any of its committees;
- (d) the amendment or repeal of these bylaws or the adoption of new bylaws;
- (e) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or replaceable;
- (f) the appointment of other committees of the Board of Directors or the members thereof;
- (g) the expenditure of funds of the corporation to support a nominee for director after there are more persons nominated than can be elected; or
- (h) the approval of any transaction within the provisions of California Corporations Code Section 5233, except as provided in California Corporations Code Section 5233(d)(3).

The foregoing provisions of this Section shall not apply to any committee which is not authorized to exercise the authority of the Board of Directors.

Any committee may from time to time provide by resolution for regular meetings at specified times and places. If the date of such a meeting falls on a legal holiday, then the meeting shall be held at the same time on the next succeeding full business day. No notice of such a meeting need be given. Such regular meetings need not be held if the committee shall so determine at any time before or after the time when such meeting would otherwise have taken place. Special meetings may be called at any time in the same manner and by the same persons as stating in Sections 26 and 27 of these bylaws for meetings of the Board of the Directors. The provisions of Sections 25, 28, 30, 31 and 32 of these bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee member" were situated for the word "Board of Directors", and "director", respectively, throughout such sections.

Section 35. Interested Persons. At no time shall more than forty-nine percent (49%) of the directors of the corporation be either:

- (a) persons currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as a director; or
- (b) any brother, sister, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law or son or daughter of any person described in subsection (a) above.

ARTICLE IV

OFFICERS OF CORPORATION

Section 36. Officers. The corporation shall have a President/Executive Director, a Program Director, an Operations Director and such other officers with such titles and duties as the Board of Directors may determine. Any two (2) or more offices may be held by the same person, except that neither the Program Director nor the Operations Director may serve concurrently as the President/Executive Director or Chairman of the Board.

Section 37. Appointment. All officers shall be chosen and appointed by the Board of Directors *provided, however* that the Board of Directors may empower the President/Executive Director of the corporation to appoint such officers, other than Chairman or Vice-Chairman of the Board, or Secretary or Treasurer of the Board, as the activities of the corporation may require. All officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under a contract of employment.

Section 38. Inability to Act. In the case of absence or inability to act of any officer of the corporation or of any person authorized by these bylaws to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or director or other person whom it may select, for such period of time as the Board of Directors deems necessary.

Section 39. Resignations. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the President/Executive Director, the Secretary or the Board of Directors, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

Section 40. Removal. Any officer may be removed from the office at any time, with or without, but subject to the rights, if any, of such officer under any contract of employment, by the Board of Directors or by any committee to whom such power of removal has been duly delegated, or, with regard to any officer who has been appointed by the President/Executive Director pursuant to Section 37 of these bylaws, by the President/Executive Director or any other officer upon whom such power of removal may be conferred by the Board of Directors.

Section 41. Vacancies. A vacancy occurring in any office for any reason may be filled by the Board of Directors in the manner prescribed by this Article of the bylaws for initial appointment to such office.

Section 42. President/Executive Director. Subject to such powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President/Executive Director shall be the general manager and chief executive officer of the corporation and shall have general supervision and control over the activities and affairs of the corporation, subject to the control of the Board of Directors. The President/Executive Director may sign and execute, in the name of the corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation. The President/Executive Director of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or these bylaws. The President/Executive Director shall have discretion to prescribe the duties of other officers and employees of the corporation in a manner not inconsistent with the provisions of these bylaws and the directions of the Board of Directors.

Section 43. Program Director. In the absence or disability of the President/Executive Director, in the event of a vacancy in the office of President/Executive Director, or in the event such officer refuses to act, the Program Director shall perform all the duties of the President/Executive Director and, when so acting, shall have all the Powers of, and be subject to all the restrictions on, the President/Executive Director. If at any such time the corporation has more than one Program Director, the duties and powers of the President/Executive Director shall pass to each Program Director in order of such Program Director's rank as fixed by the Board of Directors or, if the Program Directors are not so ranked, to the Program Director designated by the Board of Directors. The Program Directors shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors or pursuant to sections 36 and 37 of these bylaws or otherwise pursuant to these bylaws.

Section 44. Secretary. The Secretary shall:

- (a) Keep, or cause to be kept, minutes of all meetings of the corporation's members, Board of Directors and committees of the Board of Directors, if any. Such minutes shall be kept in written form.

- (b) Keep, or cause to be kept, at the principal office of the corporation, a record of the corporation's members, showing the names and addresses of all members, and the class of membership held by each. Such records shall be kept in writing form or any other form capable of being converted into written form.
- (c) Keep, or cause to be kept, at the principal office of the corporation, or if the principal office is not in California, at its principal office in California, an original or copy of the Articles of Incorporation and these bylaws, as amended.
- (d) Give, or cause to be given, notice of all meetings of members, directors and committees of the Board of Directors, as required by law or these bylaws.
- (e) Keep the seal of the corporation, if any, in safe custody.
- (f) Exercise such powers and perform such duties as are usually vested in office of a secretary of a corporation, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these bylaws.

If any assistant secretaries are appointed, the assistant secretary, or one of the assistant secretaries in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant secretary designated by the Board of Directors, in the absence or disability of the Secretary or in the event of such officer's refusal to act or if a vacancy exist in the office of Secretary, shall perform the duties and exercise the powers of the Secretary and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

Section 45. Operations Director. The Operations Director shall:

- (a) Be responsible for all financial functions and duties of the corporation
- (b) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the corporation
- (c) Receive or be responsible for receipt of all monies due and payable to the corporation from any source whatsoever; have charge and custody of, and be responsible for, all monies and other valuables of the corporation and be responsible for deposit of all such monies in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors or a duty appointed and authorized committee of the Board of Directors.

- (d) Disburse or be responsible for the disbursement of the funds of the corporation as may be order by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.
- (e) Render to the chief executive officer and the Board of Directors a statement of the financial condition of the corporation if called upon to do so.
- (f) Exercise such powers and perform such duties as are usually vested in the office of chief financial officer of a corporation, and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

If any assistant financial officer is appointed, the assistant financial officer, or one of the assistant financial officers, if there are more than one in the order of their rank a's fixed by the Board of Directors or, if they are not so ranked, the assistant financial officer designated by the Board of Directors, shall, in the absence or disability of the Chief Financial Officer or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Chief Financial Officer, and shall have such powers and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

Section 46. Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the corporation.

ARTICLE V

CONTRACTS, LOANS, BANK ACCOUNTS, CHECKS AND DRAFTS

Section 47. Execution of Contracts and other Instruments. Except as these by laws may otherwise provide, the Board of Directors or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these bylaws, no officer, agent or employee shall have any such power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 48. Loans. No loans shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or its duly appointed and authorized committee. When so authorized by the Board of Directors or such committee, any officer or agent of the corporation may effect loans and advances at any time for the corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the corporation and, when authorized as foresaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the corporation. Such authorization may be general or confined to specific instances.

Section 49. Bank Accounts. The Board of Directors or its duly appointed and authorized committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board of Directors, its duly appointed and authorized committee or by any officer or officers, agent or agents, of the corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors or its duly appointed authorized committee may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, are deemed advisable.

Section 50. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors or its duly appointed and authorized committee. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositaries may be made, without counter-signature, by the President/Executive Director or or Operations Director or any assistant financial officer or by any other officer or agent of the corporation to whom the Board of Directors or its duly appointed and authorized committee, by resolution, shall have delegated such power or by hand-stamped impression in the name of the corporation.

ARTICLE VI MEMBERSHIP

Section 51. Admission of Members. The corporation shall admit as members such persons as the Board of Directors may from time to time select. Memberships may be issued for no consideration or for such consideration as is determined by the Board of Directors. Such memberships shall be declared and taken to be fully paid memberships and not liable for any further call or payments for such memberships; *provided, however*, that the Board of Directors may (i) issue all or any part of the memberships of the corporation as partly paid and subject to call for the remainder of the consideration to be paid therefore, and (ii) levy dues, assessments or fees upon the members pursuant to Section 57 of these bylaws. Members of the Down Syndrome Connection are interested persons and/or parties utilizing Down Syndrome Connection of the Bay Area services, both paying and non-paying. Members must pay annual dues. Non-payment of dues can be cause for membership to be cancelled.

Section 52. Multiple or Fractional Memberships. No person may hold more than one membership, and no fractional membership may be held; *provided, however*, that two (2) or more persons may have an indivisible interest in a single membership when, and in such manner and under such circumstances as, authorized by the Board of Directors.

Section 53. One (1) Class of Members. The corporation shall have only one (1) class of members, and each member shall have one (1) vote in all matters to be voted upon by the members. All memberships shall have the same rights, privileges, preferences, restrictions and conditions.

Section 54. Non-transferability of Memberships. Except as provided by law or Section 16 of these bylaws, no member may transfer a membership or any right arising therefrom, and all rights of membership cease upon a member's death or dissolution.

Section 55. Resignation of Members. A member may resign from membership at any time by delivery of written notice to the corporation. Except as otherwise provided in Section 57 of these bylaws, such resignation shall not relieve the resigning member from any obligation for charges incurred, service or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise.

Section 56. Expulsion, Suspension or Termination, of Members. No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except with the consent of such member.

Section 57. Dues, Assessments and Fees. The Board of Directors may levy upon the members such dues, assessments and fees as it shall deem appropriate; *provided, however*, that a member who resigns as a member promptly upon learning of any such dues, assessment or fee, may avoid liability there for, except such liability as may be imposed by contract.

ARTICLE VII

INSPECTION OF CORPORATE RECORDS

Section 58. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind of the corporation and any of its subsidiaries and to inspect the physical properties of the corporation and any of its subsidiaries. Such inspection may be made by the director in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 59. Inspection by Members.

(a) **Inspection of Corporate Records.** The accounting books and records and minutes of proceedings of the members and the Board of Directors and its committees shall be open to inspection upon written demand on the corporation of any member at any responsible time for a purpose reasonably related to such person's interest as a member. Such inspection may be made by the member in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

(b) **Inspection of List of Members.** Any member or members shall have the right to inspect and copy the record of members' names, addresses and voting rights to the extent, and only to the extent, provided bylaw.

(c) **Inspection of Articles and Bylaws.** The original or a copy of the Articles of Incorporation and these bylaws shall be kept as provided in Section 44 of these bylaws and shall be open to inspection by the members, their agents and attorneys, at all reasonable times during office hours. If the corporation has no office in the state of California, a current copy of the Articles of Incorporation or these bylaws shall be furnished to any member upon written request.

Section 60. Written Form. If any record subject to inspection pursuant to Section 58 or 59 of these bylaws is not maintained in written form, a request for inspection is not complied with unless and until the corporation at its expense makes such record available in written form.

ARTICLE VIII

MISCELLANEOUS

Section 61. Calendar Year. Unless otherwise fixed by resolution of the Board of Directors, the fiscal year of the corporation shall end on the 31st day of December in each calendar year.

Section 62. Annual Report.

- (a) The Board of Directors shall cause to be prepared annually, within one hundred twenty (120) days after the close of the corporation's calendar year, a report (hereinafter referred to as the "Annual Report") containing, in appropriate detail, the information required by California Corporations Code Section 6321 to be included in such report and post this report on the DSCBA website.
- (b) The Board of Directors shall cause a copy of each Annual Report to be furnished annually in the manner provided in Section 9 of these bylaws to each director of the corporation and each member who requests in writing to receive such report.
- (c) If at any time during a calendar year, the corporation has more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets, the Board of Directors shall cause a copy of the Annual Report covering such year to be sent to each member of the corporation in the manner provided in Section 9 of these bylaws not later than one hundred twenty (120) days after the end of such fiscal year; *provided, however*, that if the Articles of Incorporation or these bylaws provide for the holding of regular meetings of members less often than annually, the report required by this subsection (c) need be sent to members only with the frequency with which such regular meetings are required to be held.

Section 63. Annual Statement of Certain Transaction and Indemnifications. To the extent and with the frequency required by the California Corporations Code Section 6322, the Board of Directors shall cause to be furnished to the members a statement of any transaction or indemnification described in said Section 6322.

Section 64. Bylaw Amendments.

- (a) Except at otherwise provided by law or Section 19 of these bylaws, these bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors, unless such amendment, repeal or adoption would materially and adversely affect the rights of members as to voting or transfer of memberships. Notwithstanding the foregoing, a bylaw (i) repealing, restricting, creating or expanding the proxy rights set forth in Section 16 of these bylaws, or (ii) specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the members provided herein.
- (b) These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative voting of a majority of the members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute at least a majority of the required quorum) or by written ballot pursuant to Section 13 of these bylaws; *provided, however*, that such amendment, repeal or adoption also requires approval by the members of a class if such amendment, repeal or adoption also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer of memberships in a manner different from the manner in which such action would affect the members of any other class.

Section 65. Construction and Definition. Unless the context requires otherwise, the general provisions, rules of construction and definition contained in the California Corporations Code shall govern the construction of these bylaws. Without limiting the foregoing, "shall" is mandatory and "may" is permissive.

ARTICLE IX

INDEMNIFICATION

Section 66. Indemnification of Directors, Officers, Employees and Other Agents

The corporation shall have the power to indemnify its agents as set forth in California Corporations Code Section 5238. The Corporation shall have no obligation to grant such indemnification except as expressly set forth in said Section 5238.

APPENDIX

CONFLICT OF INTEREST POLICY

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of **DOWN SYNDROME CONNECTION**, a California nonprofit public benefit corporation, and the above Bylaws, consisting of thirty one (31) pages, are the Bylaws of this corporation as adopted by an Action by Written Consent of Sold Incorporator dated 9/29/16 2016, and ratified and affirmed by an Action by Unanimous Written Consent in Lieu of the Organizational Meeting of the Board of Directors dated as of 9/29 2016.

Dated: 9/29 2016

Kendra Quintella
Kendra Quintella, Secretary