

# BYLAWS OF DOWN SYNDROME ASSOCIATION FOR FAMILIES OF NEBRASKA

## ARTICLE I. OFFICES AND MEMBERS

Section 1. Principal Office. The principal office of the corporation shall be the residence of founder, Deb Safarik, which is currently located at 6425 Taylor Park Dr., Lincoln, Nebraska, 68510. The corporation may have such other offices, either in or outside the State of Nebraska, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office and Agent. The registered office and registered agent of the corporation shall be as set forth in the Articles of Incorporation and may be changed from time to time by the Board of Directors in accordance with the procedures outlined in the Nebraska Nonprofit Corporation Act (the "Act").

Section 3. Members. The membership shall consist of such individuals who remit payment of the annual fee to the corporation as the Board of Directors so designates.

## ARTICLE II. PURPOSE AND OBJECTIVES

Section 1. Purpose. The purpose of the corporation is to provide 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.

Section 2. Objectives. The corporation has the following objectives:

- a) Encourage and provide social and networking opportunities for its members;
- b) Encourage and provide educational events for its members and interested community members;
- c) Provide current information about Down syndrome to new parents, local educators, local medical practitioners, and the community; and
- d) Support other community-based organizations fulfilling in whole or in part the mission of the corporation.

## ARTICLE III. DIRECTORS

Section 1. Number of Directors. The business and affairs of the corporation shall be managed by a Board of Directors consisting of a minimum of five (5) and a maximum of twenty-one (21) directors. The number of directors may be increased or decreased from time to time by amending these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 2. Election and Tenure. Unless otherwise determined by the Board, the officers of the corporation shall be elected each year by the Board of Directors at its Winter meeting, or as soon thereafter as convenient. Each officer shall hold office until his or her successor is duly elected and qualified, unless his or her service is terminated sooner because of death, resignation, removal, or disqualification. Directors may, but need not, be members of the corporation. Directors shall serve staggered terms. Except as otherwise provided in this Article III, all directors hereafter selected to serve on the corporation's Board of Directors shall serve a three-year term. Despite the expiration of a director's term, he or she shall continue to serve until his or her successor is selected and qualified unless the Board of Directors grants approval to a request to terminate the service earlier. All directors shall be eligible to serve an unlimited number of terms.

Section 3. Resignation. A director may resign at any time by delivering written notice to the President of the corporation (or if it is the President who is resigning, by delivering such written notice to the Secretary of the corporation). Any such resignation of a director shall be effective when the notice is delivered, unless the notice specifies a later effective date.

Section 4. Removal. Any director may at any time be removed, with or without cause, by a meeting of the members or the Board of Directors if such meeting is called expressly for that purpose. The notice of the meeting shall expressly state that the purpose of the meeting is removal of the director.

Section 5. Vacancies. Any vacancy on the Board of Directors resulting from the death, resignation, removal or disqualification of a director, or resulting from an increase in the number of directors, shall be filled by the Board of Directors. A director selected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 6. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting where a quorum exists shall be

the act of the Board of Directors. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting without further notice.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in the Winter of each year for the purpose of electing Directors and officers and for the transaction of such other business as may properly come before the meeting. The Board of Directors may at any time provide, by resolution, the date, time and place, either in or outside the State of Nebraska, for additional regular meetings of the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) directors then in office, and shall be held at the corporation's principal office or at such other place, either in or outside the State of Nebraska, and at such date and time, as the notice may state.

Section 9. Notice of Meetings. Notice of the time, date and place of any meeting of the Board of Directors shall be given to each director at least two (2) days prior to the meeting; provided, however, any action which would require approval by members pursuant to the Act if the corporation had members shall not be valid unless each director is given at least seven (7) days prior written notice that the matter will be voted upon at a Board of Directors' meeting or unless notice is waived. Notice may be given in any manner permitted by the Act. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act or these Bylaws, objects to lack of notice and the director does not thereafter vote for or assent to the objected action. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting; provided, however, in the event any matter which would require approval by members of the corporation under the Act if the corporation had members will be voted upon at the meeting of the Board of Directors, the notice of the meeting at which such matter will be voted upon shall specify that such matter will be voted upon at the meeting.

Section 10. Action Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors, or of any committee established by the Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote, and may be described as such in any document. The consent may be executed by the directors or committee members in counterparts.

Section 11. Voting. Each director shall be entitled to cast one vote on all matters which properly come before any meeting of the Board of Directors.

Section 12. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at meetings of the Board of Directors, but shall not be paid any other compensation for attendance. This provision shall not prevent a director from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of all the directors then in office, appoint an executive committee and one or more other committees. Each such committee shall consist of two (2) or more directors of the corporation who shall serve at the pleasure of the Board of Directors. Any such committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be delegated to them. The appointment of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 14. Telephonic Meetings. Members of the Board of Directors or of any committee established by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV.  
OFFICERS AND AGENTS

Section 1. Number, Qualifications and Term. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, who shall have such duties and authority as set forth in these Bylaws. The corporation's Board of Directors shall have authority to elect or appoint such additional officers or agents for the corporation as they deem necessary or appropriate with such duties and authority as shall be assigned to them by the Board of Directors. All officers must be directors of the corporation. Unless otherwise determined by the Board of Directors, newly elected officers shall take office on January 1 of the year following after their election.

Section 2. Election and Tenure. Unless otherwise determined by the Board, the officers of the corporation shall be elected each year by the Board of Directors at its regular annual meeting as set forth in these Bylaws, or as soon thereafter as convenient. Each officer shall hold office until his or her successor is duly elected and qualified, unless his or her service is terminated sooner because of death, resignation, removal or disqualification.

Section 3. Resignation. An officer may resign at any time by delivering written notice thereof to the President of the corporation or, if it is the President who is resigning, then by delivering same to the Secretary of the corporation. Any such resignation of an officer is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 4. Removal. Any officer or agent of the corporation may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed and such person's right to remain on the Board of Directors until removed therefrom in accordance with these Bylaws. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in an office due to death, resignation, removal, disqualification or otherwise may be filled by appointment of the Board of Directors for the unexpired portion of the term for which the appointed officer's predecessor was elected.

Section 6. Duties and Authority of Officers.

(a) President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President

may sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, deeds, mortgages, deeds of trust, bonds, leases, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice-President. In the absence of the President, or in the event of his or her death or his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) Secretary. The Secretary shall: (i) see that minutes of the meetings of the Board of Directors are timely prepared and distributed; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) serve as the custodian of the corporate records; (iv) upon request, authenticate records of the corporation; and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall: (i) have charge and custody and be responsible for all funds and securities of the corporation; (ii) receive and give receipts for all securities and monies due and payable to the corporation from any source whatsoever; (iii) deposit all such monies in the name of the corporation in such banks, trust companies or other depositories designated by the Board of Directors; and (iv) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7. Appointment, Duties and Authority of Agents. The corporation's Board of Directors shall have authority to elect, appoint or hire such additional agents and employees for the corporation as it deems necessary or appropriate with such duties and authority as shall be assigned to them by the Board of Directors. Without limiting the scope of the foregoing, the Board of Directors shall have authority to hire an Executive Director who shall serve at the pleasure of the Board and to whom may be delegated some of the duties and authority of the officers. Likewise, the Board of Directors shall have authority to engage an outside bookkeeper or accountant who shall

serve at the pleasure of the Board of Directors and to whom may be delegated some of the duties and responsibilities assigned to the Secretary and Treasurer of the corporation. If an agent or employee is engaged by the Board of Directors to carry out one or more of the functions of any of the officers of the corporation, the officer otherwise responsible for carrying out such duties shall be relieved of having to perform such duties and responsibilities.

## ARTICLE V. MEETING OF MEMBERS

Section 1. Annual Meetings. A regular annual meeting of the members shall be held in the State of Nebraska during the corporation's annual March event, at such time and place as shall be stated in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members of the corporation may be called at any time by the President or by a majority of the Board of Directors, or upon written request of the members representing at least twenty percent (20%) of the voting power of the corporation. Special meetings shall be held at such place and at such date and time as shall be stated in the notice of meeting required with respect thereto.

Section 3. Voting. A minimum of one percent (1%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. Each adult member shall be entitled to cast one vote on all matters which properly come before any meeting of the members.

Section 4. Participation. Members may participate in a meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Members may also be represented by proxy designated in a writing signed by the represented member. Participation by any such means shall constitute presence in person at a meeting.

ARTICLE VI.  
CONTRACTS, LOANS, CHECKS, DEPOSITS AND VOTING OF SECURITIES

Section 1. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or any other person shall have any authority to bind the corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.

Section 2. Loans. No loans shall be contracted on behalf of the corporation unless authorized by resolution of the Board of Directors, and any such authority granted by the Board of Directors may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or any other person shall have authority to bind the corporation to any indebtedness or to render the corporation liable for the repayment of same. The corporation shall not lend money to or guarantee an obligation of any director, officer or agent of the corporation.

Section 3. Checks, Drafts, Etc. All checks, drafts, other orders for payment of money, notes and other evidences of indebtedness issued in the name of the corporation shall be signed by the officer(s) or agent(s) of the corporation designated by the Board of Directors.

Section 4. Deposits. The funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 5. Voting of Securities. Unless otherwise directed by a resolution adopted by the Board of Directors, the President shall have full power and authority to exercise on behalf of the corporation, either in person or by proxy, all voting rights and all other rights and powers incident to any securities owned by the corporation.

ARTICLE VII.  
GIFTS AND INVESTMENTS

Section 1. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise (a "gift") for one or more of the purposes of the corporation as set forth in the corporation's Articles of Incorporation, as amended or restated from time to time. Upon acceptance of a gift by the corporation with certain restrictions or specifications regarding the use or investment thereof, the corporation shall exercise its best efforts to honor such restrictions or specifications. The Board of Directors reserves the right to reject any gift made to the corporation and shall be

required to do so in the event such gift directly or indirectly jeopardizes the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or governing regulations.

Section 2. Investments. The corporation shall have the right, subject to any restrictions contained in the Articles of Incorporation or these Bylaws, as amended or restated from time to time, to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors; provided, however, no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial or revocation of the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or governing regulations.

ARTICLE VIII.  
INDEMNIFICATION OF DIRECTORS, OFFICERS  
EMPLOYEES AND AGENTS

Section 1. Scope of Indemnification. To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Insurance. To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

Section 3. Exclusivity. The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these Bylaws.

ARTICLE IX.  
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of the Articles of Incorporation, these Bylaws or the Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice, and any such notice shall be filed with the corporation's minutes or corporate records.

Section 3. Emergency Bylaws. The Board of Directors may adopt separate emergency bylaws which shall become effective only if a quorum of the directors cannot be readily assembled because of some catastrophic event. All provisions of these Bylaws, which are consistent with the emergency bylaws, shall remain effective during the emergency. The emergency bylaws shall not be effective after the emergency has ended.

Section 4. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. To be effective, the amendment must be approved by a majority of the directors then in office. Notice shall be provided of any meeting of directors at which an amendment to the Bylaws is to be voted upon. The notice shall be in writing and shall be delivered to each director at least seven (7) days prior to the date of the meeting in the same manner in which notice of any special meeting of the Board of Directors is to be delivered, as set forth in Article III of these Bylaws. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Section 5. Exempt Activity. Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization of the type described in Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Section 6. Rules, Process, and Procedures. The Board of Directors may adopt such rules, processes and procedures as it deems appropriate to carry out the purposes and intent of the corporation.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
Deb Safarik, President

#### CERTIFICATE

The foregoing bylaws were duly adopted as and for the bylaws of the Down Syndrome Association for Families of Nebraska by the Board of Directors of said corporation at its annual membership meeting held on the \_\_\_\_ day of March, 2014.

By: \_\_\_\_\_  
Lori Prange, Secretary

Dated: \_\_\_\_\_