

**BYLAWS OF  
DOWN SYNDROME RESEARCH, EDUCATION, ADVOCACY IN MONTANA  
(D.R.E.A.M.)**

The Bylaws following constitute the Bylaws of Down Syndrome Research, Education, Advocacy in Montana (DREAM), a Montana Not For Profit Corporation, hereinafter called the "Organization."

**I. The Organization**

1. The name of the organization is Down Syndrome Research, Education, and Advocacy of Montana (DREAM)
2. The mission of DREAM is to increase the acceptance and understanding of individuals with Down syndrome in Montana through support, education, and advocacy.
3. The Organization is organized exclusively for charitable, religious, educational, scientific and conservation purposes, not for profit, for the transaction of the business and promotion and conduct of the objectives and purposes hereinafter stated, under and by virtue of Sections 501(c)(3) of the Internal Revenue Code of 1954 as amended, and under and by virtue of the Montana Statutes.
4. No part of the net earnings shall inure to the benefit of or be distributed to, director, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.
5. Upon the dissolution of this organization, assets shall be distributed to like organizations organized and operated exclusively with activities similar to those of the Corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**II. Board of Directors**

1. The business and affairs of the Corporation shall be managed, conducted and controlled by the Board of Directors. Board members will attend all Board meetings and, as much as possible, other meetings related to the Corporation.
2. The Board of Directors shall serve without pay and consist of a minimum of four members and up to a maximum of nine members, as determined by the Board from time to time.
3. At all times, a majority of the Board will consist of individuals who are first degree relatives of an individual with Down syndrome.
4. Board members shall serve three-year terms and are eligible for re-election for up to three terms.
5. Vacancies shall be filled by the Board, with the recommendations from Board officers. After the appointed board member fulfills the remaining term of the vacancy, s/he may stand for election to the board.

6. Board members absent from 50 percent of the meetings in one calendar year may be removed from the Board. A board member may be removed for any other reason by a three fourths vote of the other Board members.
7. The first Board will have three members with two-year terms in order to stagger terms. The first Board shall determine by majority vote which directors have such terms.
8. Resignation from the Board must be in writing and given to the Chair.
9. Elections to the board shall take place at the last board meeting of the calendar year. Individuals must submit their application to the board for review prior to that meeting. A simple majority of board members constitutes election to the board. The new board shall begin service in January of the following year.
10. A Director shall discharge the Director's duties:
  1. In good faith;
  2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  3. In a manner the Director reasonably believes to be in the Organization's best interests.
11. To the extent allowed by law, a Director is not liable to the Organization for action taken, or not taken, as a Director which either satisfies the requirements of these Bylaws or satisfies the standards of Montana law.

### **III. Officers**

1. The officers of the board shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated by the Board and voted into office. The positions of Secretary and Treasurer may be, but need not be, held by the same person.
2. Elected officers will serve a term of three year as officers.
3. Duties
  - (a) The Chair shall:
    - a. Organize and preside at all meetings, call meetings, and draft agendas
    - b. Appoint committee members and coordinate with committees (Buddy Walk, Project Search, New Families, and Advocacy.)
    - c. Perform other duties as associated with the office.
  - (b) The Vice-Chair shall:
    - a. Assume the duties of the Chair in the event of the Chair's absence
    - b. Ascend to the Chair position for the following three-year term
    - c. Plan social events and act as "host" at those events
    - d. Coordinate website updates.

- (c) The Secretary shall:
  - a. Be responsible for the minutes of the Board, keep all approved minutes in a minutes' book, and send out copies of minutes to all board members
  - b. Keep a copy of all grant applications, financial and tax documents, as well as any other significant records.
- (d) The Treasurer shall:
  - a. Keep record of the organization's budget, prepare semi-annual financial reports, and help develop fundraising plans
  - b. Contact grant applicants after each grant cycle
  - c. Write and delivers thank you/tax EIN letters for non-Buddy Walk donations.

#### **IV. Committees and Meetings**

1. Regular meetings shall be held at least quarterly.
2. Special meetings may be held at any time when called for by the Chair or a majority of Board members.
3. Agendas shall be provided in advance.
4. The Board may appoint standing and ad hoc committees as needed.

#### **V. Voting**

1. A majority of board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Except as set forth herein or in the Articles, passage of a motion requires a simple majority of those voting.

#### **VI. Conflict of Interest**

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.
2. If a board member applies for a grant of funds from the Organization for his or her child or family member, or if a family member of a board member applies for funds, that board member must excuse him or herself from the meeting where the application is discussed and voted upon and must not vote on such application. Board members will receive no greater priority than any other applicant for funds.
3. The board may adopt other policies consistent with the Bylaw.

#### **VIII. Fiscal Policies and Matters**

1. The fiscal year of the Organization shall be January 1 to December 31.

2. The Board of Directors may authorize any officer or officers or agents of Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Corporation and such authority may be general or confined to specific instances.
3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Corporation, shall be signed by such officer or officers, agent or agents of Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or Vice President of Corporation.
4. All funds of the Corporation shall be deposited from time to time to the credit of Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
5. The Board of Directors may accept on behalf of the corporation and for the general benefit and purpose of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of Corporation.
6. Corporation shall cause to be kept detailed and accurate records of the receipts, expenditures and itemize the expenses incurred and will also keep minutes of the proceedings of the general meetings and meetings of the Board. Payment vouchers may be approved in such manner as the board may determine. All books and records may be inspected by any member for any proper purpose, at any reasonable time at the official office or otherwise agreed upon location.

**IX. Amendments**

1. These by-laws may be amended by a two-thirds vote at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

These bylaws go into effect with the signatures of the first four officers:

_____	_____	_____
Chair (print)	signature	Date
_____	_____	_____
Vice-Chair (print)	signature	Date
_____	_____	_____
Secretary (print)	signature	Date
_____	_____	_____
Treasurer (print)	signature	Date