

**MASSACHUSETTS DOWN SYNDROME
CONGRESS
BYLAWS**

Adopted June 5, 2003
Amended September 19, 2019
Last Amended January 21, 2021

Article 1: ORGANIZATION

- 1.1 Name. The organization shall be known as the “Massachusetts Down Syndrome Congress, Inc.,” and can be abbreviated as either the “Massachusetts Down Syndrome Congress” or “MDSC,” when appropriate.
- 1.2 Non-profit status. The MDSC, established in 1983, is a non-profit organization.
- 1.3 Mission. To ensure that individuals with Down syndrome in Massachusetts are valued, included, and given the opportunities to pursue fulfilling lives by providing information, networking opportunities, and advocacy for people with Down syndrome and their families, educators, health care professionals, and the community-at-large.

Article 2: NO VOTING MEMBERS

The MDSC shall not have any voting members. Any action or vote permitted to be taken pursuant to Massachusetts General Laws, Chapter 180 shall be taken by action or vote by the Board of Directors of the corporation.

Article 3: GOVERNANCE

- 3.1 Powers. The MDSC shall have a Board of Directors consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The MDSC shall be managed by or under the direction of the Board of Directors. The directors shall act only as a Board and the individual directors shall have no power as such.
- 3.2 Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall not in any way, subject to any applicable conflicts of interest policy, (i) limit reimbursement of or payment for services provided to the MDSC by the Director in any capacity separate from his or her responsibilities as a Director or (ii) by any organization with which a Director is affiliated.
- 3.3 Board Organization.

3.3.a. Election and Terms. The MDSC shall have not less than 15 nor more than 18 directors, each committed to serving a minimum three-year term, elected in staggering sequence by a vote of a majority of the MDSC directors then present at the Annual Meeting. Subject to the minimum and maximum number of directors, the number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the whole Board of Directors. The term “whole Board of Directors” when used in these Bylaws shall mean the number of directors fixed immediately prior to the action or event described in a resolution of the Board of Directors. Directors may be elected at other meetings during the year upon the resignation, removal or death of a director, or to otherwise satisfy the requirements of these bylaws or the best interests of the MDSC; provided that those directors elected for their first term other than at the Annual Meeting shall have their first term be three years plus the number of months prior to the following Annual Meeting.

3.3.b. Term Limits. Directors may serve a maximum of two consecutive three-year terms (plus the additional time provided for those directors who are not elected for the first time at the Annual Meeting), renewable by approval of the Governance Committee, for a total of six years, except that the term of any person acting as an officer of MDSC may extend beyond such term for the duration of such person’s term as an officer. Persons may be reelected to the Board no sooner than 12 months after the completion of two consecutive three-year terms.

3.3.c. Selection of Board Candidates. The Governance Committee is responsible for reviewing and proposing candidates for the Board. Candidates identified by the Governance Committee may participate in Board activities prior to the Annual Meeting but shall not have voting privileges until elected by MDSC directors.

3.3.d. Attendance, Quorum and Voting. Directors are required to attend not less than three meetings in a fiscal year. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except as otherwise expressly required by statute or these Bylaws. A majority of the Directors present whether or not a quorum is present, may adjourn any meeting to another time or place or both. Notice of the time and place of any such adjourned meeting shall be given to all of the directors unless such time and place were announced at the meeting at which the adjournment was taken, in which case such notice shall be given only to the directors who were not present. At any adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called. No such requirement shall apply to Committee meetings.

3.3.e. Action by the Board of Directors. An act of the Board of Directors occurs when action is taken at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

3.3.f. Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the Directors authorize the action in writing. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

3.3.g. Attendance by Conference Call or Video Conference. Any Director, or any Committee member, may participate and vote in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.3.h. Resignation. Any director may resign at any time by delivering his or her resignation in writing to the Chairperson of the Board, Vice-Chair of the Board and/or Executive Director of the MDSC at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

3.3.i. Vacancies. Any vacancy in the Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the authorized number of directors or any other reason, may be filled following recommendation by the Governance Committee by the vote of a majority of the directors then in office, even if less than a quorum, or by the sole remaining director. Each director so elected shall hold office until the next annual meeting at which the directors are elected.

3.3.j. Removal. Except as otherwise provided by law, any director may be removed either with or without cause, by the affirmative vote of directors constituting at least a majority of the whole Board of Directors. For the purpose of this section, "cause" may include (i) unacceptable behavior, including that which may bring the MDSC into disrepute, (ii) the failure by any director to attend three or more meetings of the Board of Directors in any fiscal year, or (iii) unacceptable disregard for Board responsibilities.

3.4 Responsibilities. The Chair of the Board shall establish the number of Board meetings each year. Board members' responsibilities include attending regular and special meetings, serving on at least one Committee, participating in general program activities, approving corporate policies of the MDSC, taking public positions on governmental policies that affect the MDSC mission and operations, assuring that the organization remains fiscally sound, contributing financially to the organization on an annual basis, making employment decisions about and providing oversight for the Executive Director, enhancing the public image of the organization, recruiting volunteer leaders to serve on MDSC Committees, and maintaining high ethical standards. Board members shall submit Committee preferences to the Chair of the Board who will make Committee designations.

3.5 Officers of the Executive Committee. Each of the Officers is a part of the MDSC Executive Committee and may undertake interim and emergency decisions, but will report to the entire Board at the next meeting. In the event that one or more of the Officer positions are unfilled or served by the same person, the Chair of the Board may nominate other Board members to the Executive Committee so that up to seven persons total are serving.

3.5.a Selection. The selection of Officers, except the Chair of the Board and Immediate Past Chair of the Board, is a Board decision made by a majority vote. All Officers must be current Board members. When a vacancy in the Chair of the Board position occurs, the Vice Chair of the Board shall automatically assume office. In the event that the Vice Chair of the Board declines the position, the selection of Chair of the Board shall become a Board decision made by a majority vote. The Chair of the Personnel Committee can serve in a dual role (i.e., Chair of the Personnel Committee and Vice Chair of the Board).

3.5.a.i Immediate Past Chair.

3.5.a.ii Designation of Chair. The Chair of the Board (or “Chair”) shall affirm the notification of Board meetings, create the agenda, and conduct the meetings. In addition, the Chair shall oversee the activities of the Board. The Chair of the Board shall serve as the Chair of the Executive Committee. The Chair shall also serve as the spokesperson on behalf of the MDSC Board and may review any Board communications or position statements on behalf of the MDSC prior to distribution.

3.5.a.iii The Vice Chair of the Board. The “Vice Chair” shall support the actions of the Chair of the Board, substitute for the Chair as necessary, and shall succeed to that office.

3.5.a.iv The Chair of the Finance and Audit Committee. This Officer shall have a place on the Executive Committee and will be responsible for the activities outlined in Article 4.

3.5.a.v The Chair of the Governance Committee. This Officer shall have a place on the Executive Committee and will be responsible for the activities outlined in Article 4.

3.5.a.vi The Chair of the Development Committee. This Officer shall have a place on the Executive Committee and will be responsible for the activities outlined in Article 4.

3.5.a.vii The Chair of the Personnel Committee. The Officer shall have a place on the Executive Committee and will be responsible for the activities outlined in Article 4.

3.5.b Tenure. There shall be a two year term for each office, renewable in one-year increments. If vacancies in Officer positions occur by resignation, the Executive Committee will appoint an interim Officer until the Board votes on a new candidate.

3.5.c Dismissal. An Officer may be removed at any time by a two-thirds vote from the Board. All Board members, except for the officer in question, must be given an opportunity to vote.

- 3.6 Employees. The highest-ranking employee of the MDSC, the Executive Director, shall be given oversight of the day-to-day operations of the organization, including the management of other employees, and will be evaluated by the Personnel Committee, with reports on personal progress made to the Board at least once a year.
- 3.7 Executive Session. An Officer may, at any time, call for an Executive Session whereby all non-Board members must leave the meeting. The Officer may designate any or all of an agenda in Executive Session. At times, the Board can invite a non-Board member into Executive Session for specific reporting needs.
- 3.8 Honorary Board of Directors. The Honorary Board of Directors serves in an advisory capacity to the full Board of Directors. No decisions made by the Honorary Board of Directors are binding on the organization. By a majority vote, the Board of Directors may nominate persons to the Honorary Board of Directors for terms of any length. Persons may be removed from the Honorary Board of Directors at any time by a majority vote of the Executive Committee. The Chair of the Board shall serve as the Chair of the Honorary Board of Directors or may designate a person to serve in this capacity. The Chair of the Honorary Board of Directors may determine the frequency and agendas of all Honorary Board of Directors meetings.

Article 4: COMMITTEES

4.1 Organization

4.1.a Formation. The MDSC Board may form, at any time, a “Committee” to meet a particular need. “Committees” shall only refer to groupings that ultimately report to the Board of Directors. Any board member can propose the formation of a new Committee; a majority vote from Board members is necessary to initiate such a Committee. Any Committee whose duration will last more than one year must be submitted as an amendment to these bylaws. It is the responsibility of the Board to outline the scope and goals of the Committee.

4.1.b. Composition. Each Committee must be composed of at least one current MDSC board member. The rest of the Committee can be composed of board members and/or nonmembers whose expertise and interest would benefit the functions of that Committee. The Board Chair shall determine the number of Committee members and how best to fill those positions. The Board may choose to solicit the help of the Governance Committee, may designate the people to serve on the committee, or may grant the responsibilities of selecting members to the Committee Chair.

4.1.c. Governance.

4.1.c.i Designation of Chair. The Chair of the Board shall designate each Committee's Chair. All other persons serving on the committee will be designated Committee members. An MDSC Board member may chair no more than two Committees at a time. The Chair of the Board may not serve as the Chair of a Committee, except for the Executive Committee and/or Personnel Committee.

4.1.c.ii Responsibilities of Chair. Each Committee Chair shall determine the frequency, location, and formalities of the committee she or he chairs. The Committee Chair is responsible for preparing meeting agendas, meeting management, and keeping the Committee on target with the goals.

4.1.d. Reporting. Committees act solely in an advisory capacity to the MDSC board. As such, it is the obligation of the Committee Chair to brief the entire MDSC Board on the happenings of the Committee at a frequency determined by the Board at the onset of each Committee. Committees might occasionally take votes for the purpose of presenting information with unanimous or majority support to the full Board. Such Committee votes are non-binding to the organization, and only Committee members may participate in such voting, unless the Committee Chair deems otherwise, in which case non-Committee members may vote provided that a majority of those voting are Committee members.

4.1.e. Discontinuation. A Committee may be discontinued, at any time, upon majority vote from the Board members. Any Committee whose duration is greater than one year and listed in the bylaws needs to be discontinued by an amendment to the bylaws.

4.2 Finance and Audit Committee

4.2.a Purpose. The purpose of the Finance and Audit Committee is to provide regular support and oversight of the quality and integrity of the accounting, auditing, and reporting practices of the MDSC. The Committee is further responsible for ensuring that the MDSC is compliant with applicable legal, ethical, and regulatory requirements.

4.2.b Financial Statements. The Finance and Audit Committee is required to review all financial statements of the MDSC and report to the Board any concerns or questions.

4.2.c Budget. The Committee is required to work with management to develop an annual budget for Board discussion and approval; once a budget has been approved, the Committee is responsible for providing oversight of management's maintenance of the budget.

4.2.d Audit. The Committee is responsible for recommending to the full board the appointment, compensation, and oversight of the public accounting firm engaged to prepare or issue an audit report on the financial statements of the MDSC. The Committee shall report any concerns from the public accounting firm to the MDSC Board of Directors.

4.2.e Investigation of Issues. The Committee is empowered to investigate any matter brought to its attention, with the full power to retain outside counsel or other experts for this purpose. When investigations do not involve Board members, the Committee shall notify the Board of its investigation and provide regular updates on the progress of the investigation. When the investigation does involve a Board member, the Chair of the Finance and Audit Committee shall work with the Chair of the Board (or Vice Chair of the Board when the Chair of the Board is being investigated) in providing regular updates to the Board members not being investigated.

4.3 Governance Committee

4.3.a Purposes. The purposes of the Governance Committee are to make recommendations to the MDSC Board for new and renewing Board members, manage the MDSC Board policies and procedures, review the organization's bylaws annually, initiate bylaws amendments as requested by an MDSC Officer, conduct the Board's self-assessment on an annual basis, oversee the orientation and mentoring of new Board members, conduct exit interviews for departing Board members, and ensure that persons with diverse talents are represented on the Board.

4.3.b Filling New Board Positions. Whenever seeking to fill a new Board member position, the Governance Committee must send a notice to the MDSC Board giving them no less than three weeks to submit nominations. The Committee may also seek nominations from non-Board members.

4.3.c Additional Information. The Committee may seek additional information from the nominator and/or the nominee.

4.3.d Board Members Nominations. The Committee shall review all nominations in a timely manner and submit its recommendation of the top candidates to MDSC Board members for new and renewing Board member selection. The Committee shall be attentive to the goal of ensuring that the composition of the Board reflects the diversity of MDSC's members. A slate of new and renewing Board member nominees must be prepared by the Governance Committee and submitted to the MDSC Board at least two weeks in advance of the Annual Meeting.

4.3.e New and Renewing Board Members. The MDSC Board members shall, by a majority vote, select the candidate(s) to fill a vacant position(s) at the Annual Meeting.

4.4 Development Committee

5.3.e. Purpose. The purpose of the Development Committee is to maximize Board involvement in fundraising initiatives for the organization and work with the management team to oversee fundraising efforts.

4.4.b. Development Plan. The Development Committee will ensure that the MDSC continues to operate according to a Development Plan, reviewed annually.

4.5 Personnel Committee

4.5.a. Purpose. The purpose of the Personnel Committee is to conduct an annual review of the MDSC's highest ranking employee, the Executive Director, and to discuss the review with the Board of Directors.

4.5.b. Executive Director Oversight. The Committee also has the responsibility of reviewing and recommending for approval by the Board of Directors the compensation of the MDSC's highest ranking employee. The Committee may further evaluate and submit for approval all benefit programs, incentive compensation programs, separation pay programs, and other employment contractual arrangements for the MDSC's highest ranking employee.

4.5.c. Executive Director Issues. The Committee can also bring to the Board's attention any special circumstances regarding the MDSC's highest ranking employee that merit attention.

4.5.d. Committee Structure. The Committee shall be composed of three persons. One person shall be the Chair of the Board and another person shall be a Board member who does not serve on the Executive Committee.

Article 5: OPERATIONS

5.1 Financial Planning. The MDSC will file financial statements in accordance with state and federal laws.

5.2 Mailing Lists. The MDSC shall not share or sell its mailing lists.

5.3 Awards. The following awards have been established by the MDSC.

5.3.a. Allen C. Crocker Award of Excellence. Established in 1994, this award is given in recognition of Dr. Allen Crocker's many years of nurturing individuals with Down syndrome and their families throughout their life's journey. The award is presented to a person or group that celebrates the excellence of persons with Down syndrome and significantly advances the Down syndrome movement. Whenever seeking to select a recipient for this award, the Executive Director must send a notice to all Board members giving them no less than three weeks to submit nominations. The Executive Director will oversee a process to review all nominations for this award in a timely manner and will submit his or her recommendation of the award winner to the Board for award recipient selection. Board members shall, by a majority vote, select the awardee. The MDSC Board can also choose to request more information from the Executive Director before a vote is made.

5.3.b. Media Award. Established in 2000, this award is presented to a person or company who exemplifies the MDSC mission to disseminate up-to-date information about Down syndrome. Whenever seeking to select a recipient for this award, the Executive Director must send a notice to all Board members giving them no less than three weeks to submit nominations. The Executive Director will oversee a process to review all nominations for this award in a timely manner and will submit his or her recommendation of the award winner to the Board for award recipient selection. Board members shall, by a majority vote, select the awardee. The MDSC Board can also choose to request more information from the Executive Director before a vote is made.

5.3.c. Outstanding Educator Award. Established in 2003, this award is given in recognition of an educator in Massachusetts who maximizes the full potential of students with Down syndrome. A financial stipend may be given to the recipient of the award, and a matching stipend may be given to the educator's school system or associated educational program, as determined by the Board. Whenever seeking to select a recipient for this award, the Executive Director must send a notice to all Board members giving them no less than three weeks to submit nominations. The Executive Director will oversee a process to review all nominations for this award in a timely manner and will submit his or her recommendation of the award winner to the Board for award recipient selection. Board members shall, by a majority vote, select the awardee. The MDSC Board can also choose to request more information from the Executive Director before a vote is made.

5.3.d. Leadership Award. Established in 2010, up to two Leadership Awards may be presented to any individual or organization to recognize significant contributions to the MDSC or its mission. Each award recipient is nominated by the Chair of the Board and approved by the MDSC Board of Directors.

5.3.e. Employer Award. Established in 2016, the Employer Award may be presented to an individual or company who is an exemplary employer in creating a welcoming, inclusive work environment for individuals with Down syndrome and/or other disabilities. Employers of the Year recognize the inherent value that people with Down syndrome can bring to the workforce and act as role models for other employers to emulate. Whenever seeking to select a recipient for this award, the Executive Director must send a notice to all Board members giving them no less than three weeks to submit nominations. The Executive Director will oversee a process to review all nominations for this award in a timely manner and will submit his or her recommendation of the award winner to the Board for award recipient selection. Board members shall, by a majority vote, select the awardee. The MDSC Board can also choose to request more information from the Executive Director before a vote is made.

Article 6: PERSONAL LIABILITY

The directors and officers of the MDSC shall not be personally liable for any debt, liability or obligation of the MDSC. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the MDSC, may look only to the funds and property of the MDSC for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the MDSC.

Article 7: INDEMNIFICATION

The MDSC shall, to the extent legally permissible and only to the extent that the status of the MDSC as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its Directors, officers, employees, and other agents only to the extent of any available liability insurance for doing so, (including persons who serve at its request as Directors, officers, employees or other agents of any organization in which it has an interest) against liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by her/him in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which she/he, may be involved or with which she/he may be threatened, while in office or thereafter, by reason of her/his being or having been a Director, officer, employee, or agent, except with respect to any matter as disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the MDSC, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors in office, or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director, officer, employee, or agent appears to have acted in good faith in the reasonable belief that his/her action was in the best interests of the MDSC. Expenses including counsel fees, reasonably incurred by any such Director, officer, trustee, employee, or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the MDSC in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the MDSC if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Director, officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which MDSC personnel may be entitled by law. As used in this paragraph, the terms "Directors," "officer," "employee," and "agent" include their respective heirs, executors, and administrators, and "interested" Director is one against whom in such capacity the proceedings in question or other proceeding on the same or similar grounds is then pending.

Article 8: AMENDMENTS

- 8.1 Proposal of a New Amendment. An amendment can be proposed at any time by a Board member and shall be approved if passed during two successive Board meetings.