BYLAWS OF RIVERBEND DOWN SYNDROME ASSOCIATION

Last Revision September 15, 2026

ARTICLE I — NAME

SECTION 1.1 NAME

The name of this Corporation shall be Riverbend Down Syndrome Association (RDSA). It shall be a nonprofit corporation incorporated under the laws of the State of Illinois.

ARTICLE II — NONPROFIT PURPOSES

SECTION 2.1 IRC SECTION 501 (C) (3) PURPOSES

Riverbend Down Syndrome Association is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2.2 PURPOSES

The purpose of this Corporation is to promote the general welfare of individuals with Down syndrome by serving as a source of support, acceptance, encouragement, understanding and information in accordance with our mission.

ARTICLE III — MEMBERSHIP

SECTION 3.1 DETERMINATION OF MEMBERS

Membership is open to anyone interested in supporting people with Down syndrome. People must request membership.

SECTION 3.2 FEES AND DUES

The annual dues payable to the Corporation by members shall be $0 per family at this time.

ARTICLE IV — BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

The Board of Directors and Executive Officers shall govern the operations of the Corporation.

SECTION 4.1 DESIGNATION OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

The Board of Directors, hereinafter referred to as the Board, shall consist of no less than five Directors, with a maximum number of Directors as may be established from time to time by a two-thirds vote of the Board. Three Directors will serve as elected Executive Officers: President, Treasurer, and Secretary. The remaining Directors will serve as elected At-Large Directors. The Board will strive to include members of the community and self-advocates. (See Amendment 1 for current Board structure and committees.) The Board shall receive no compensation.

SECTION 4.2 QUALIFICATIONS

The roles of President and Parent Outreach Chair shall be limited to parents of individuals with Down syndrome; all other roles and positions shall be open to any interested people.

SECTION 4.3 MEETINGS

The Board shall meet at least quarterly, at an agreed time and place, including video conferencing. Urgent meetings of the Board shall be called upon the request of the President or one-third of the Board. Written (electronic) notices of meetings shall be sent out by the Secretary to each Board member at least two weeks in advance unless an urgent meeting needs to be called. Then it will be at least forty-eight-hour notice to all Board members.

SECTION 4.4 TERMS

All Board members shall serve three-year terms and are eligible for re-election.

SECTION 4.5 QUORUM

A majority of the Board shall constitute a quorum before business can be transacted or motions made or passed.

SECTION 4.6 RESIGNATION, TERMINATION AND ABSENCES

Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Board member shall be dropped by excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors provided that written notice of the proposed removal is given at least fourteen days in advance and the Director has an opportunity to respond.

SECTION 4.7 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Executive Officer may be filled by appointment of the Board of Directors. The appointee shall not be required to be a current Director. A temporary appointment may happen at any time and must be approved by majority vote of the Board either by voice vote of a quorum at a meeting or by written consent without meeting.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any non-officer Directors may be filled by the Board of Directors. Once a vacancy on the Board exists, any existing Board member may submit a candidate(s) to the Secretary not less than

two weeks in advance of a regularly scheduled Board meeting. Information on all candidates shall be distributed to Board members with the regular Board meeting announcement, to be voted upon at the meeting, with a majority vote being required for appointment.

Any vacancies filled by appointment will be filled only to the end of the vacating Board member's term.

SECTION 4.8 DUTIES OF THE PRESIDENT

- Serve as the official representative of RDSA and as its spokesperson on matters of policy and positions.
- Direct and be responsible for the overall operation of the Corporation and the strategic plan.
- Call, preside and set agenda for meetings.
- Designate committees and supervise their activities.
- Serve as chair or member of one or more committees/sub-committees.

SECTION 4.9 DUTIES OF THE SECRETARY

- Record and maintain minutes of all meetings.
- Assist the President as requested.
- Oversee all mailings.
- Draft all group correspondence.
- Maintain membership database.
- Serve as chair or member of one or more committees/sub-committees.
- Preside in the absence of the President at a meeting or event.

SECTION 4.10 DUTIES OF THE TREASURER

- Receive and disburse funds with appropriate authorization.
- Maintain financial records and present them at all board meetings.
- Prepare a year-end financial report.
- Assist the President as requested.
- Serve as chair or member of one or more committees/sub-committees.
- Manage bank relations.
- Manage government documents.
- Manage tax documents.
- Manage correspondence for donations.

SECTION 4.11 DUTIES OF SELF-ADVOCATES

- Assist the President as needed.
- Serve as chair or member of one or more committees.

SECTION 4.12 DUTIES OF THE AT-LARGE DIRECTORS

- Assist the President as needed.
- Serve as chair or member of one or more committees/sub-committees.

ARTICLE V — ELECTIONS

SECTION 5.1 ELECTION DAY

Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the members present, with each member (or one designated representative per family) entitled to one vote. There will be options to meet in person or virtually.

SECTION 5.2 NOMINATION COMMITTEE

At least ninety (90) days prior to the election meeting, the president shall appoint a nomination committee of three members who are not officers, and not eligible for election, to oversee elections. This committee, through a formal correspondence to the membership, will request nominations from the membership for members who wish to serve and be added to the slate of nominees. The solicitation must take place at least sixty (60) days prior to the annual meeting. This committee will draw up a slate of nominees, who will have agreed to serve. An introduction of nominees will be given and elections will be by written ballot or electronically at the annual meeting.

SECTION 5.3 TERMS

Directors will serve a three-year term and may seek re-election. Officers shall be re-elected to the Board of Directors from among its members and will serve a three-year term. Officers may seek re-election. In any given year, only two members of the executive committee will be elected. In any given year, at least one self-advocate and one-third of the At-Large Directors shall be elected.

SECTION 5.4 NUMBER OF VOTES

Each member (or one designated representative per family) shall have one vote.

ARTICLE VI — EXECUTIVE COMMITTEE

The Executive Committee shall act on behalf of the Board between Board meetings but shall not supersede the authority of the full Board of Directors, and shall consist of the officers listed in Article IV.

SECTION 6.1

The Executive Committee shall not reverse or rescind any prior formal action of the full membership if action was voted on by the members under provisions of this article.

SECTION 6.2

The Executive Committee shall fix its own rules of procedure. A majority of its members shall constitute a quorum.

SECTION 6.3

The President does not vote on matters brought before the Board except in the case of a tie, where the President may cast the deciding vote.

ARTICLE VII — COMMITTEES

SECTION 7.1 APPOINTMENT

Except for the Executive Committee, over which the President shall preside, each committee leader shall be appointed by the Board of Directors. All committee appointments expire at the end of two calendar years, but not until successors are appointed.

SECTION 7.2 COMMITTEES

The Board of Directors by resolution adopted by a majority of the Board of Directors may designate one or more committees, each of which shall consist of two or more individuals selected from the Board or general membership. The committees to the extent provided in said resolution or by these Bylaws shall advise and support the Board of Directors and may exercise only such authority as is specifically delegated by the Board.

SECTION 7.3 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Treasurer, Secretary, and such other members as the Board may appoint. Meetings of the Executive Committee may be called during intervals between meetings by the President or Secretary or when requested by any two members of the Executive Committee. All actions of the Executive Committee between Board meetings shall be presented to the Board at its next succeeding meeting. A simple majority of members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

SECTION 7.4 OTHER COMMITTEES

The Board of Directors may authorize such other committees, including both standing and ad hoc committees, as it may deem advisable from time to time for the purpose of advising or aiding the officers in the management of the affairs of the Corporation. Such committees shall have such authorities and duties as the Board may prescribe from time to time. See AMENDMENT 1.

ARTICLE VIII — GENERAL MEETINGS

SECTION 8.1 MEETINGS

A General meeting will be held at least once a year, at a time and place designated by the Executive Committee and shall include any elections.

SECTION 8.2 ATTENDANCE

These meetings shall be open to membership and other interested people.

ARTICLE IX — IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

SECTION 9.1 LIMITATIONS ON ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not continue any activities not permitted to be continued (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by Section 170 (c)(2) of the Internal Revenue Code.

SECTION 9.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

SECTION 9.3 DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to the state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Illinois.

ARTICLE X — AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors present and voting at a general board meeting, provided notice of the proposed amendment is given in writing through formal correspondence, at least thirty (30) days in advance of the meeting at which action is to be taken.

ARTICLE XI — MISCELLANEOUS

SECTION 11.1 NOTIFICATION

"Notification" where required by these bylaws, is defined as written notice delivered by mail and/or email to the membership at the most up-to-date address available to the Riverbend Down Syndrome Association. It is the members' responsibility to notify the Secretary of any change of contact information.

SECTION 11.2 GIFTS

The Riverbend Down Syndrome Association may apply for, and accept grants, gifts, and bequests necessary or desirable to continue any program in keeping with the purpose of the Riverbend Down Syndrome Association as stated in these by-laws.

AMENDMENT 1 — COMMITTEES

As per Section 7.4, the Board shall establish one or more of the following committees as needed, with Board member or member appointed as the committee chair.

Standing Committees:

Ongoing committees which address major activities and functions.

Executive Committee: The Executive Committee shall act on behalf of the Board between meetings as authorized by these Bylaws.

Development Committee: Oversees development and implementation of the fundraising plan; identifies and solicits funds from external sources of support.

Communication Committee: Oversees development, implementation and maintenance of communication plan and media outlets chosen to be utilized for the Corporation.

Advocacy Committee: Identifies and communicates to members opportunities for system advocacy and awareness building events that ensure equitable opportunities are available for adults and children with Down syndrome.

Membership Committee: Oversees current membership database; identifies and solicits membership opportunities.

Ad Hoc Committees:

Address short-term activities.

Nomination Committee: Identifies needed board member skills, suggests potential members and orients new members.

Program Committees

Support specific programs or organizational activities.

New Parent Outreach Committee: Oversees development and implementation of new parent packets for use in Corporation outreach; identifies new parents of children with Down syndrome in the Southwestern, IL area.

Monthly Parent Meeting Committee: Plan and organize monthly meeting and events to further our commitment to connecting families and raising awareness.

Special Event Committees

Manage and support special events.

Annual Meeting Committee: Plan and organize the annual meeting to further our commitment to connecting families and raising awareness. Board elections will be conducted at this meeting if necessary.

FINAL APPROVAL

These Bylaws were approved by the Board of Directors on September/15/2026.

Riverbend Down Syndrome Association Board of Directors:

- Marc Mitchell — President, Edwardsville
- Shana Knight — Secretary, Glen Carbon
- Jennifer Bonner — Treasurer, Glen Carbon
- Doug Bonner, Glen Carbon
- Karen Brewster, Edwardsville
- Mary Jo Cote, Grafton
- Ron Cote, Grafton
- Diane Gassiraro, Edwardsville
- Becky Hazelwood, Brighton
- Lisa Khan, Swansea
- Peggy Mitchell, Edwardsville
- Katie Nicoloff, Edwardsville