



Down Syndrome Association of Wisconsin, Inc.
Annual Meeting Agenda
Monday, September 26, 2011

NOTE: The annual meeting will be held starting at 6:30 p.m. at the Marion Center

Babysitting services will be provided with an RSVP to Ellen at 414-327-2729

Individuals wishing to participate by teleconference, please call Ellen at 414-327-3729

- I. Report on One-Year Activities of DSAW – Tom (10 min)
- II. Report on Budget/Financial Status of DSAW – Nicole (10 min)
- III. Establishment of Annual Dues – Tom (5 min)
- IV. Revision of DSAW By-Laws – Tom (10 min)
- V. Nomination and Election of Directors (Pearson and Bare seats) – Tom (10 min)
- VI. Withdrawal and Re-grant of Authority to Sign Checks, etc. by Executive Director – Tom (10 min)
- VII. Open Floor for Members in Attendance



**Annual Meeting Agenda
(Detail with Documents to Review)**

I. Report on One-Year Activities of DSAW – Tom (10 min)

a. Outline of Report

II. Report on Budget/Financial Status of DSAW – Nicole (10 min)

III. Establishment of Annual Dues – Tom (5 min)

IV. Revision of DSAW By-Laws – Tom (10 min)

a. Draft of revisions to by-laws presented at September 12, 2011 Board meeting

V. Nomination and Election of Directors (Pearson and Bare seats) – Tom (10 min)

VI. Withdrawal and Re-grant of Authority to Sign Checks, etc. by Executive Director – Tom (10 min)

a. Excerpt from November 2010 Minutes with Prior Resolution

b. Proposed Resolution

VIII. Open Floor for Members in Attendance

TGO Notes for Annual Meeting One-Year Report

1. Ten Norms of Leadership at DSAW (attached)
2. Leadership at DSAW: Ron, Ellen, Board
 - a. All successfully moving this organization forward
 - b. Going forward, need to keep norms of leadership in mind
3. Initiatives to highlight this year:
 - a. First ever Annual Report
 - b. Philanthropy Committee
4. TGO Goals for Upcoming year
 - a. Continue to develop leaders of organization
 - i. Chapter leadership
 - ii. Board leadership
 - iii. Committee leadership
 - b. Improve member communications
 - c. Include chapters in member recruitment efforts
 - d. Status quo in terms of services offered
 - i. Monetary
 - ii. Staffing
 - iii. Focus on promoting what we do already



Down Syndrome Association of Wisconsin, Inc.

Team Leadership Norms

1. Everyone does and should bring enthusiasm to the work we do.
2. We must all be open-minded. Everyone must have the opportunity to share their opinion.
3. If we have a standstill/nonagreement, we move to the standard of “What is best for DSAW and the people we serve?”
4. When an individual is an outlier, he/she needs to go into an active listening mode; do not “hunker down.”
5. When disagreeing or challenging, don’t make it personal; keep it professional.
6. After we have all shared our opinions and engaged in discussion, the final decision is made by the majority (or where required the supermajority) of the Board.
7. No one can have a hidden agenda—we all engage in our efforts on the Board truthfully and honestly.
8. To get to the end-point, stay together as a team. We must stay disciplined and stay on point.
9. Revere similarities—trivialize differences. Our goal is to identify and leverage similarities to take and create advantage.
10. Hold yourself accountable to the decisions of the team; outliers in debate must be leaders in action.

September 2010 to September 2011, DSAW accomplished the following:

- DSAW launched its Employment Connect program where "Job Seekers" with Down syndrome get connected by "Job Connectors" to "Hiring Managers and Employers"
- DSAW conducted sixty topic Roadmap Sessions with families on topics such as IEP's, Benefits, Trusts, Guardianship, Nutrition, Family Care, Include Respect I Self Direct (IRIS), Employment, Transition, Supported Living, Alzheimer's and Dementia, allowing DSAW staff to provide valuable information and resources to parents or caregivers in order to enhance the quality of life of their loved one with Down syndrome
- Distributed 200+ Down syndrome information packets for new and expectant families to hospitals, OB and pediatric clinics, genetic counselors, and Birth to 3 programs
- Created and distributed quarterly newsletter to 600 households and distributed walk newsletters to 2,500 households
- Created and distributed monthly eBlasts to DSAW listserv with over 600 subscribers
- DSAW Sponsored Family Events included Annual Summer Picnic, Annual Milwaukee Brewers Tailgate Party, Rockin Family Picnic and Annual Holiday Party
- DSAW Sponsored Community Education Workshops included two Day Care Presentations, two Behavior seminars two IEP Seminars, one Self Determination In Schools Presentation and one Toilet Training Seminar
- DSAW Sponsored two Sibling Presentations and one Play Date
- DSAW Sponsored Self Advocate Events included World Down Syndrome Day, Valentine's Day Dance and Annual Halloween Dance
- DSAW co-sponsored its 4th annual Lose The Training Wheels Bike Camp in partnership with The Autism Society of Southeastern Wisconsin. Seventy volunteers and forty young people with Down syndrome, autism and other challenges participated. After one week, camper success rate was at 80%
- DSAW conducted three Teacher / Community Inservice Trainings
- DSAW conducted three Paraprofessional Inservice Trainings
- DSAW conducted two inservice presentations for genetic counseling agencies
- DSAW conducted 40 School Based Peer Sensitivity Presentations reaching over 1,250 individuals to raise awareness and promote acceptance of Down syndrome within the classroom
- DSAW visited 10 families with Children hospitalized at Children's Hospital, comforting them and providing them with \$2, \$4, \$6, ate grant certificates that are used to buy meals for parents

- The Milwaukee based DADs (Dads Appreciating Down Syndrome) Chapter held eight monthly meetings, educational topic presentations on Augmentative Communication Devices and Behavior, one Dad and Child event and three family social events
- DSAW Distributed 30 financial grants totaling \$5,000
- DSAW awarded two \$1,500 scholarships to college students pursuing degrees as Special Education Teachers
- Published DSAW's first annual report
- DSAW launched its Advocacy Committee, distributed information on the budget repair bill and visited Madison to discuss long term supports with the Department of Health and Human Services
- Completed and submitted to the appropriate government agencies formal 501(C)3 Chapter Articles and Bylaws.
- Added a fourth Chapter located in Sheboygan, WI.

Note: Additional activities supported primarily by local Chapters are reported by the Chapters

**BYLAWS
OF
DOWN SYNDROME ASSOCIATION OF WISCONSIN, INC.**

**ARTICLE I
NAME**

The name of the Corporation shall be DOWN SYNDROME ASSOCIATION OF WISCONSIN, INC.

**ARTICLE II
PURPOSES AND POWERS**

2.1 Purpose. The purpose of the Corporation shall be to provide individuals with Down syndrome and their families the opportunity to achieve their full potential; to encourage and support their full participation in community life; to promote positive awareness of Down syndrome; to advocate on behalf of individuals and families with Down syndrome; and to facilitate positive self esteem in individuals with Down syndrome.

2.2 Powers. The Corporation shall enjoy all powers allowed to nonprofit corporations by Chapter 181 of the Wisconsin Statutes and the United States Internal Revenue Code except as may otherwise be provided by the Articles of Incorporation or these Bylaws.

2.3 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 in furtherance of the purposes set forth herein.

**ARTICLE III
OFFICES**

3.1 Registered Office and Agent. The address of the current registered office of Corporation is ~~9401 West Beloit Road, Milwaukee~~ 3211 South Lake Drive, Suite 113, St. Francis, Wisconsin 53227, 53235, and the name of the registered agent at this address is ~~Angie Feeh~~ Ronald Malloy. Either may be changed as provided by law, and the bylaws shall be deemed to be amended accordingly.

3.2 Other Offices. The Corporation may have offices at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require or make desirable.

**ARTICLE IV
DIRECTORS**

4.1 General Powers. The Board of Directors, hereinafter referred to as the Board, shall have the authority to control and manage the affairs and property of the Corporation, to adopt rules and regulations governing the action of the Board, staff, and volunteers. The Board shall have authority to engage such employees, consultants, contractors, etc. as it may deem

necessary and proper to carry out the purposes of the Corporation. In addition to the powers and authority by these Bylaws expressly conferred upon it, the Board may exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by law, by the Articles of Incorporation or by these Bylaws.

4.2 Number of Directors. The Board shall consist of no less than three (3) Directors, with such maximum of Directors as may be established from time to time by a two-thirds vote of the Board.

4.3 Election and Term of Office. New Directors shall be nominated and elected at the ~~September Board~~annual meeting by majority vote of the Board to serve for 3 year terms, or until their successors are elected. The ~~September Board~~annual meeting, or any Board meeting during which an election of new Directors is held, shall be open to the general membership of the Corporation. The President may call for a voice vote of Board members instead of a ballot. Their terms of office shall begin at the close of the Board meeting at which they are elected.

4.4 Vacancies. Vacancies in the Board which occur between election meetings shall be filled by two-thirds vote of the remaining Directors for the unexpired portion of the term of the vacancy.

4.5 Removal. Any Board member may be removed by two-thirds vote of the full Board then in office. Removal of a Board member ~~will~~may be based on the following non-exclusive criteria:

- 4.5.1 absence from three consecutive Board meetings or six Board meetings a year;
- 4.5.2 failure to fulfill specified duties;
- 4.5.3 conflict of interest, disloyalty, unbecoming conduct, or any action bringing discredit to the Corporation.

4.6 Resignation. A Board member may resign by giving written notice to the President, to be effective on the date therein specified.

4.7 Compensation. Directors shall not be compensated for serving in the capacity of Director.

ARTICLE V OFFICERS

5.1 Titles and Duties. The Officers of the Corporation shall be elected by the Board and shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall perform the duties prescribed by these Bylaws, and as follows:

- 5.1.1 President. The President shall be subject to the direction of the Board, serve as the official representative of the Corporation and as its spokesperson on matters of corporation policy and positions, and shall

serve as an exofficio member of all committees. The President shall perform all duties incident to the office, and other duties as may be assigned by the Board.

5.1.2 Vice President. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be assigned by the Board.

5.1.3 Secretary. The Secretary shall keep minutes of all meetings of the Board, shall be the custodian of corporate records, shall give notices as are required by law, by the Articles of Incorporation, or by the Bylaws, or any duties which may be assigned by the Board.

5.1.4 Treasurer. The Treasurer shall have charge and custody of all funds of this Corporation, shall insure that all funds are deposited as required by the Board, shall insure that adequate and correct accounts of the Corporation's properties and business transactions are kept and maintained, shall render reports and accounting to the Board as required by the Board, or by law, and shall perform in general all duties assigned by the Board.

5.1.5 Other agents of the Corporation may be appointed by the Board as it deems necessary and shall serve at the pleasure of the Board. They shall have only such authority and shall perform only such duties as shall be delegated to them by the Board.

5.2 Election. The officers shall be elected by the Board at the September annual meeting in even-numbered years by a majority vote of the Board to serve for two years, or until their successors are elected. The September Board annual meeting, or any Board meeting during which an election of new officers is held, shall be open to the general membership of the Corporation. ~~Voting The Board President may be bycall for a voice or vote of Board members instead of a ballot vote at the election meeting. Their terms of office shall begin at the close of the election meeting at which they are elected. The Board President may call for a voice vote instead of a ballot vote at the election meeting.~~

5.3 Restrictions on Office. No officer may hold more than one office at a time unless approved by the Board.

5.4 Resignation. Any officer or agent may resign by giving written notice to the President.

5.5 Removal. Any officer may be removed from office, or agent removed from service, by two-thirds vote of the Board.

5.6 Vacancies. Vacancies in any office shall be filled by majority vote of the full Board for the unexpired term of the office.

5.7 Compensation. The President, Vice President and Treasurer shall not be compensated for services to the Corporation.

ARTICLE VI MEETINGS

6.1 Regular Meetings. Regular meetings of the Board shall be held at a time and place to be determined by the Board.

6.2 Annual. The Annual Meeting of the Corporation shall be held in ~~September~~October of each calendar year at such time and place to be determined by the Board.

6.3 Special Meetings. Special meetings of the Board may be called by the President of the Board or at the written request of at least two-thirds of the current Board. Any and all business to be transacted at any special meeting shall be specified in the notice thereof. Any and all business shall be transacted at any special meeting.

6.4 Notice of Meetings. Notice of the time and place of each annual, regular, or special meeting of the Board shall be given by or at the direction of the person or persons calling the meeting. Notice of the annual and special meetings shall be provided to each Board member at least five (5) days prior to the meeting. Notices of regular and election meetings need not specify the business to be transacted.

6.5 Quorum and Vote Required for Action. At all meetings of the Board, the presence of the majority of the number of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by the Bylaws. In the absence of a quorum a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum be established.

6.6 Action by Directors Without a Meeting. Any action required or permitted of the Board or of any committee thereof may be taken without a meeting, if written consent is signed by all Directors on the Board or committee, as the case may be, and is filed with the minutes of the proceedings of the Board or committee. For purposes of this Section 6.6, written consent by individual Directors or committee members may take the form of individual electronic signatures in the form of electronic mail.

6.7 Proxy Votes. Directors may not vote by proxy.

6.8 Procedure of Meetings. Every meeting of the Board shall be presided over by the President of the Board, or in the absence of that officer, by the Vice President. The Secretary of the Board shall act as the Secretary of the meeting, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. All meetings shall be conducted in accordance with the parliamentary authority described by these Bylaws or otherwise adopted by the Board.

ARTICLE VII COMMITTEES

7.1 Appointment. With the exception of the Executive Committee, over which the President shall preside, each committee leader~~chair~~ shall be appointed by the President of the Board, with the advice and counsel of the full Board. All committee appointments expire at the end of the calendar year~~term of the President,~~ but not until ~~suecessors~~successor committee chairs are appointed.

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 have and exercise the authority of the general membership in the management of the organization.~~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 from time to time prescribe.

7.3 Executive Committee. The Executive Committee shall consist of the President, Vice 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 any meeting at which a quorum is present shall be the act of the Executive Committee.

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 from time to time prescribe.~~

ARTICLE VIII MEMBERSHIP

8.1 Membership. The Board of Directors may admit persons to membership in the Corporation on and subject to the terms and conditions of the Articles of Incorporation and these Bylaws. Members shall not have any property rights in the assets of the Corporation. A member pays nominal annual dues for which he/she receives meeting notices and publications, as well as other services provided by the organization. A member has a right to nominate individuals for consideration as officers or Directors from the floor and vote at the Annual Meeting.

8.2 Annual Meetings. The Annual Meeting of the membership shall be held in ~~September~~October of each calendar year at such time and place to be determined by the Board.

8.3 Dues. The Board shall establish annual dues at each Annual Meeting.

ARTICLE IX PRESIDENT

9.1 Election. The President shall be elected by the Board of Directors.

9.2 Term of Office. The President shall serve a two year term.

9.3 Duties and Responsibilities. The President shall be the principal executive officer and shall in general supervise all of the business and affairs of the Corporation. The President shall preside at all meetings of the general membership. The President may sign, with the secretary, or any other proper agent authorized by the ~~general membership~~Board, any deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the ~~general membership~~Board or by these Bylaws or by statute ~~or by statute~~ to some other officer or agent of the Corporation; and shall in general perform all duties as may be prescribed by the general membership from time to time.

ARTICLE X CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

10.1 Checks, Notes and Contracts. The Board is authorized to select such banks for depositories as it shall deem proper for the funds of the Corporation. The President and Treasurer, or, in the absence of the President, the Vice President and Treasurer, shall be authorized from time to time, on the Corporation's behalf, to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or execute and deliver documents and other instruments. The President and Treasurer may delegate the authority in this Paragraph, in writing approved by the Board of Directors, to an agent of the Corporation who is a paid staff member of the Corporation. The President, Treasurer or the Board may withdraw the delegation of authorization at any time, with or without notice to the agent of the Corporation.

ARTICLE XI INDEMNIFICATION

11.1 Indemnification. The Corporation shall, to the fullest extent allowed by applicable law, indemnify any person from and against any claim, suit, action, proceeding, prosecution, judgment, fine, loss, damage, and/or cost including reasonable attorney's fees, reasonably arising from the fact that said person, or his or her testator or intestate:

11.1.1 is or was a director, officer, employee, or agent of the Corporation and was acting in the scope of authority provided under the Articles or these by-laws as a director or officer of the Corporation or, as applicable, was acting under the scope of employment as an employee or agent of the Corporation; or

11.1.2 served any other corporations, organization, or enterprise in any legal capacity at the request of the Corporation; and so long as such liability reasonably arose from acts or omissions performed in good faith and reasonably believed to be in, or in the case of service for another corporation, organization, or enterprise, not reasonably opposed to the best interests of the Corporation and, with regard to criminal actions, were performed with reasonable cause to believe that his or her conduct was in fact lawful.

ARTICLE XII AUDIT

12.1 Audit. At least 60 days prior to the close of ~~the~~every third fiscal year, ~~which date shall be determined by the Board commencing with the fiscal year of 2012,~~ the Board shall appoint or retain an auditor who shall be responsible for preparing the Corporation's Annual Financial Report.

ARTICLE XIII PARLIAMENTARY PROCEDURE

13.1 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised as published by the trustees as Robert's Rules Association, as amended, shall govern the Corporation in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order that the Corporation may adopt from time to time.

ARTICLE IV AMENDMENT AND RESCINDING OF BYLAWS

14.1 Rescinding Prior Bylaws. By adopting the above Articles, all Bylaws of the Corporation existing prior to the adopting of said Articles are rescinded.

14.2 Amendment of laws. These Bylaws may be amended at any regular meeting of the Corporation by two-thirds vote of those Board members present, providing that the amendment has been submitted in writing and distributed to each Board member at the previous regular meeting.

14.3 Date of these Bylaws. These Bylaws were voted on and approved as of

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FROM NOVEMBER 8, 2010 BOARD MEETING MINUTES

Motion for Executive Director of DSAW, Inc. to increase spending authority (resolution below). Tom moves, Brian seconds, motion passes unanimously.

DSAW RESOLUTION

Adopted: _____

Pursuant to Article X of the Down Syndrome Association of Wisconsin by-laws, Ronald Malloy, Executive Director, is hereby authorized, on the Corporation's behalf, to sign checks, drafts, or other orders for the payment of money for any recurring fiscal needs, including but not limited to office rent, monthly bills and costs of mailings.

In addition, Ronald Malloy is hereby authorized to sign checks, drafts or other orders for the payment of any non-recurring fiscal need in an amount not to exceed \$1,500, provided that he attains oral or written authorization from two of either the President, Vice President or Treasurer in advance.

This resolution may be withdrawn at any time, with or without notice to Ronald Malloy, by the President, Treasurer or Board. This resolution shall automatically expire and the powers hereunder shall terminate immediately upon the end, for whatever reason, of Ronald Malloy's employment as Executive Director of the Corporation.

All previous authorization under Article X of the by-laws is hereby rescinded, including but not limited to the authority granted in a resolution passed by the Board on May 13, 2008.

This resolution shall not be effective unless passed by a majority of the Board or as otherwise required under the by-laws.

PROPOSED RESOLUTION FOR 2011 ANNUAL MEETING

DSAW RESOLUTION

Adopted: _____

Pursuant to Article X of the Down Syndrome Association of Wisconsin by-laws, Ronald Malloy, Executive Director, is hereby authorized, on the Corporation's behalf, to sign checks, drafts, or other orders for the payment of money for any recurring fiscal needs, including but not limited to office rent, monthly bills and costs of mailings.

In addition, Ronald Malloy is hereby authorized to sign checks, drafts or other orders for the payment of any non-recurring fiscal need in an amount not to exceed \$1,500, provided that he attains oral or written authorization from two of either the President, Vice President or Treasurer in advance.

This resolution may be withdrawn at any time, with or without notice to Ronald Malloy, by the President, Treasurer or Board. This resolution shall automatically expire and the powers hereunder shall terminate immediately upon the end, for whatever reason, of Ronald Malloy's employment as Executive Director of the Corporation.

All previous authorization under Article X of the by-laws is hereby rescinded, including but not limited to the authority granted in a resolution passed by the Board on May 13, 2008 and November 8, 2010.

This resolution shall not be effective unless passed by a majority of the Board or as otherwise required under the by-laws.