



# Down syndrome Association of Hamilton Constitution & By-Laws (Revised May 2017)

## Article I -NAME

The name of the organization shall be the Down syndrome Association of Hamilton (herein called the *Association*).

## Article 2 -GEOGRAPHICAL LOCATION

The Association shall primarily serve individuals and families with members with Down syndrome within the civic boundaries of Hamilton, Ontario, and Hamilton and Wentworth Counties. Families outside this jurisdiction can join by approval of the Board of Directors and would be expected to be active participants supporting the well-being of the Association and its membership.

## Article 3 -MISSION AND OBJECTIVES

### Mission

The Association will:

- i. Support people and families impacted by Down syndrome throughout their lives.
- ii. Assist our members in accessing information, services, and supports that enhance health, development and education of people with Down syndrome.
- iii. Advocate for excellent, coordinated and accessible medical, educational and recreational services and meaningful paid employment for all people with Down syndrome.
- iv. Create a social support network for people with Down syndrome and their families.
- v. Promote the abilities of people with Down syndrome in our community.
- vi. Bring understanding to the challenges people with Down syndrome may face and how they can be supported to reach their full potential.
- vii. Support local, provincial and national initiatives that challenge stereotypes and further the health, well-being, education and economic contribution of people with Down syndrome.

## Article 4 -MEMBERSHIP and DUES

### Section 1. Membership

- i. *Family membership* shall be open to any family with an immediate member who has been diagnosed with Down syndrome
- ii. *An individual membership* shall be open to any individual who has been diagnosed with Down syndrome (hereafter referred to as a *Self-Advocate*)
- iii. *An Associate Membership* shall be open to any person with either a professional or personal interest in the lives of those with Down syndrome, who seeks to further the Association's mission of Celebration, Advocacy and Education.



## Section 2. Dues

- i. Members shall become voting members on payment of an annual membership fee
- ii. The fee shall be determined by the Board of Directors on an annual basis
- iii. Membership shall be valid for one year, and shall be valid for the fiscal year in which it was paid
- iv. Membership may be terminated by written notification to a member of the Board of Directors

## Section 3. Termination of Membership

Membership is automatically terminated if membership dues are in arrears and may be reinstated upon payment.

## Article 5 –Board of Directors

### Section 1. Role of the Board of Directors

The Board of Directors of the Association shall be entrusted to make decisions on behalf of the Association between meetings of the general membership.

### Section 2. Composition of Board of Directors

The Board of Directors shall be composed of a Chair, Vice Chair, Secretary, Treasurer, Social Convener, Down syndrome Association of Ontario (DSAO) Representative, 2 Special Education Advisory Committee (SEAC) Representatives (Public and Catholic), Communications Director, a Fund Raising Coordinator, 2 Self-Advocate Positions, a Membership Director and a Programming Director.

### Section 3. Election of officers

- i. The officers shall be elected by the membership at the Annual General Meeting for a term of one year and may serve as many terms as they may be elected
- ii. Officers must be age of majority, Canadian citizens, and permanent residents of Canada.

### Section 4. Executive Vacancies

The Board of Directors may appoint members to fill any vacant positions and will notify the membership of such appointments.

## Article 6 - Down Syndrome Association of Hamilton Board of Directors - General

*All Board members must commit to attending all 12 monthly meetings (either in person or via video/teleconference) and the annual AGM. It is understood that some meetings will be missed due to unforeseen circumstances. When this is the case, the Chair should be advised as soon as possible to ensure quorum for meetings to take place. Where a quorum cannot be established, the meeting may be cancelled.*



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*Where a Board member misses more than three (3) meetings (cumulative), their participation on the Board will be reviewed by the Chair and Vice Chair and may be terminated.*

*Meeting dates and locations will be set at the first Board meeting following the AGM each year. All efforts will be made to accommodate the majority in determining meeting dates and locations. The Board of Directors is made up of 14 voting positions. To achieve quorum where a voting is required, there must be a majority plus one of voting board members present (either virtually or physically). Where a board member holds more than one position or there is a vacancy, the number required for quorum will change accordingly.*

### **Section 1: Duties of the Chair**

#### **The Chair shall:**

- preside at all meetings of the Board and of the membership,
- exercise general supervision over the interests and welfare of the Association,
- be an ex-officio member of all sub-committees,
- shall establish ad-hoc committees as needed,
- call all Board and General Meetings of the Association,
- shall be one of the three signatories for the financial accounts of the Association,
- be the public face of the organization for purposes of public relations and promotion,
- represent DSAH as the CDSS Affiliate Committee Member, and
- perform other duties as decided by the Board.

### **Section 2: Duties of the Vice Chair**

#### **The Vice Chair shall:**

- act in the absence of or during the incapacity of the Chair,
- shall be one of the three signatories for the financial accounts of the Association,
- shall oversee the office and its management, and
- perform other duties as decided by the Board Of Directors.

### **Section 3: Duties of the Secretary**

#### **The Secretary shall:**

- prepare, distribute and maintain (both electronic and paper) agendas and minutes of the Board meetings,
- meeting dates, agendas, and minutes to the membership,
- conduct and receive correspondence as necessary,
- manage and respond to all email inquiries and/or direct emails for response publish, and
- perform other duties as decided by the Board of Directors.

#### **Section 4: Duties of the Treasurer**

**The Treasurer shall:**

- receive, account for and deposit in a bank all funds of the Association as directed by the Board of Directors,
- make authorized payments by the issuance of cheques co-signed by another officer empowered to do so,
- keep accurate records of all financial transactions,
- oversee, complete, and manage all charitable receipts,
- maintain appropriate financial records which shall be subject to inspection and audit as directed by the Board of Directors,
- prepare and submit such financial statements or reports as may be required by laws or regulations and/or as requested by the Board of Directors or the Association (including but not limited to CRA tax filing),
- prepare an annual budget to be presented to the Board of Directors for approval and maintain oversight of it during each fiscal year,
- prepare reports for the Board of Directors as requested, co-manage the Bursary Support Program and oversee its administration, and
- perform duties as may be assigned by the Chair or Board.

#### **Section 5: Duties of the Social Convener**

**The Social Convener shall:**

- shall establish and Chair a Social Sub-Committee<sup>1</sup> of the Board responsible for all social events,
- the sub-committee shall be responsible for: determining dates, venues, themes, entertainment, food and drink for regularly established social events (e.g. Halloween party, Holiday party, summer BBQ),
- The social sub-committee will have responsibility for organizing the annual World Down Syndrome Day celebration – with the option of inviting additional members to join for this purpose,
- provide the Board with monthly verbal or where appropriate or requested written reports to provide regular updates, and
- perform duties as may be assigned by the Chair or Board.

#### **Section 6: Duties of the Down Syndrome Association of Ontario Representative**

**The DSAO Representative shall:**

- represent the Association at meetings of the Down Syndrome Association of Ontario (DSAO), act as the liaison with the DSAO, ensuring members in Hamilton are aware of issues occurring at the provincial level,
- prepare a verbal or where appropriate or requested, written reports (following each DSAO meeting) for the Board to advise on DSAO business and provincial level activities,

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<sup>1</sup> Sub-committees shall include at least one Board member.



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- attend and assist as needed the DSAO annual conference or other DSAO initiatives/events, and
- Perform duties as may be assigned by the Chair or Board of Directors.

### **Section 7: Duties of the Fundraising Director**

#### **The Fund Raising Coordinator shall:**

- shall establish and Chair a Fundraising Sub-Committee of the Board responsible for all fundraising events (*including but not limited to the Annual WALK*),
- (*the Fundraising Sub-Committee*) will organize and execute all fund raising events and campaigns to raise funds for the day to day operations of the association,
- (*the Fundraising Sub-Committee*) will organize and execute fund raising events and campaigns to raise funds for capital needs of the association, should such needs be determined by the Board of Directors,
- perform duties as may be assigned by the Chair or Board.

### **Section 8: Duties of the Communications Director**

#### **The Communications Director shall:**

- set and guide the strategy for all communications, website, and public relations messages and collateral to consistently articulate DSAH vision and goals,
- manage the development, distribution, and maintenance of all print and electronic material including, but not limited to, monthly newsletters, brochures, and the Annual Report
- co-ordinate webpage maintenance—ensure that new and consistent information (article links, stories, and events) is posted regularly,
- assist and coordinate when necessary all media contacts; and
- have social media responsibility – Facebook, Twitter, YouTube and Instagram.

### **Section 9: Duties of the Self-Advocates**

#### **The Self-Advocates (2) shall:**

- be a person of the age of majority in the Province of Ontario, who is living with Down syndrome,
- represent the perspective of people with Down syndrome in the deliberation and decision making of the Board of Directors,
- shall attend meetings with the Chair as needed, and
- perform duties as may be assigned by the Chair or Board.

### **Section 10: Duties of the (2) Special Education Advisory Committee Representative (Public and Separate School Boards of Hamilton)**



**The SEAC representatives will:**

- represent the interests of the association, and of students in Hamilton with Down syndrome who attend a school within the Hamilton Wentworth District School Board or the Hamilton Wentworth Catholic School Board at SEAC meetings,
- assist parents of children with Down syndrome with advocacy to the applicable Board, on an as needed basis,
- assist parents of children with Down syndrome and self-advocates with advocacy within private schools and post-secondary schools, on an as needed basis, and
- perform duties as may be assigned by the Chair or Board.

**Section 11: Duties of the Membership Director**

- collect membership forms, manage online memberships, maintain a current contact list of members,
- develop and support membership drives throughout the year at DSAH events, act as the DSAH liaison for the joint membership with CDSS,
- will co-manage, oversee and administer the Bursary Support Program (recreational and therapeutic) in conjunction with the Treasurer; and
- be aware of and maintain the duty of confidentiality, and maintain private information in a secure manner.

**Section 12: Duties of the Programming Director**

**The Programming Director shall:**

- establish and Chair a Programming Sub-Committee,
- (*the Programming Sub-Committee*) identify, develop and administer programs across the membership from prenatal to adulthood,
- (*the Programming Sub-Committee*) identify and support access of the membership to approved programs offered by community partners (including but not limited to partnerships with neighboring associations and community partners), and
- will provide the Board with monthly written updates on current and proposed programs.

**Article 7 -MEETINGS**

**Section 1. Overview**

1. All meetings of the Association, the Board of Directors, and other committees shall make decisions by a process of majority vote
2. In the case of a tied vote, proposals on which a vote is taken will be rejected
3. In the case of disputes over decision-making procedures, the meeting will rely on the current edition of Robert's Rules of Order
4. Any motion involving a financial transaction shall require the approval of the majority of the Board of Director, meeting under quorum, and must be properly described in the minutes.

## **Section 2. General Membership Meetings**

1. An Annual General Meeting of all members shall take place in the month of May.
2. The Executive Officers will be elected at the Annual General Meeting
3. At the Annual General Meeting, the Treasurer shall make a report of the financial state of the Association
4. Special Membership Meetings may be called by the Executive Committee and must be called at the written request of 10% of the voting membership
5. A quorum of any properly called and noticed meeting of the general membership shall consist of the voting members present
6. Notice for any meetings of the general membership including special meetings, shall be given to the members, in writing, at least fourteen days in advance of the date of the meeting. Such notice may also be given by electronic distribution.

## **Section 3. Board of Directors Meetings**

1. Regular meetings of the Board of Directors shall be held monthly on dates determined by the Board. Such meetings are open to all members of the Association, but only members of the Board of Directors will be entitled to vote
2. Special meetings of the Board of Directors must be called in response to a written request for such a meeting by a minimum of three members of the Board
3. A quorum of any properly called and noticed meeting of the Board of Directors shall consist of fifty percent of the officers currently elected and appointed, plus one member
4. Notice for any special meetings of the Board of Directors must be provided to the members of the Board of Directors at least three days in advance of the date of the meeting
5. The Board may, in cases where confidential information is discussed, hold a portion of meetings in camera. Matters discussed in camera should be restricted to:
  - i. the security of the assets, personnel or property of the Association,
  - ii. personal matters about any identifiable individual, including any Director, employee or member of the Association,
  - iii. labour relations, personnel matters, and employee compensation,
  - iv. litigation or potential litigation including, without limitation, matters before administrative tribunals affecting the Association, or
  - v. the receiving of advice that is subject to privilege, including communications necessary for that purpose.

### **NOTES:**

- 1 No resolutions shall be made or voted on while the committee is in camera.
- 2 No minutes shall be kept of **in-camera** portions of the meeting.

## **Article 8 -FISCAL YEAR**

The fiscal year of the association shall be from April 1<sup>st</sup> to March 31<sup>st</sup>.



**Article 9 -AMENDMENTS**

These by-laws may be amended by a two thirds vote at any properly called and noticed meeting of the general membership provided that prior notification of the proposed amendments has been given to the members in accordance with the Article 7, Section 2, Sub-section 6

**Article 11 -DISSOLUTION**

The Association may be dissolved at any time by a vote of two thirds of the members present at a properly called and noticed special meeting of the Association called for that purpose. Upon dissolution and after payments of all debts and liabilities, the remaining assets of the Association shall be distributed to the Canadian Down syndrome Society, or any other national organization for the representation and support of people with Down syndrome that may exist at that time.