

**BYLAWS OF
MADISON AREA DOWN SYNDROME SOCIETY, INC.,**

A Wisconsin Nonstock Corporation

ARTICLE 1. NAME

The name of the Corporation shall be the Madison Area Down Syndrome Society, Inc.

ARTICLE 2. PURPOSE

2.01. Purpose of Corporation. The purpose of the Corporation shall be as set forth in the Articles of Incorporation. In particular, the purpose of the Corporation shall be to enhance the quality of life for individuals with Down Syndrome by providing information, support, and resources directly to individuals with Down Syndrome and their families, and indirectly, by providing information, support, and resources to their community and the professionals who serve them.

2.02. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations, and bequests for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income may be used for the Corporation's purposes in the discretion of the Board of Directors of the Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

ARTICLE 3. MEMBERSHIP

3.01. Members. The Corporation shall have no members.

ARTICLE 4. BOARD OF DIRECTORS

4.01. General Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws, and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

4.02. Number, Term, and Election of Directors. The number of directors of this Corporation initially appointed shall be at least three (3). Each director shall hold office for a term of three years. However, in order to stagger the terms of directors so that approximately one-third of the terms expire each year, the initial directors shall, by resolution, designate the terms of the initial directors as one, two, or three years, with approximately one third in each group. Upon the end of a director's term, a director may be replaced or may be re-elected to serve another term by action of a majority of the other directors at the annual meeting of the directors. If there is no vote on the matter at the annual meeting of the directors, the director shall be deemed to be re-elected to serve another term. The directors may elect not to replace a director whose term has ended or who has ceased to

serve by reason of death, resignation, or removal; provided, however, that there shall be, at all times, at least three (3) directors of the Corporation. The directors may elect additional directors. Directors need not be residents of the State of Wisconsin.

4.03. Resignation. A director may resign at any time by filing a written resignation with the Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Chair of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.04. Removal of Directors. Any individual director may be removed from office, with cause or without cause, by the action of a majority of Directors then serving.

4.05. Vacancies. A vacancy on the Board of Directors may be filled until the next succeeding annual meeting by the vote of a majority of Directors then serving.

4.06 Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year during the first quarter of such year, at such time and place as may be designated by the Chair of the Corporation, or by any Chair-Elect if the Chair is unable to act, for the election of officers and directors and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of directors as provided in this paragraph 4.06, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting.

4.07. Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than that resolution.

4.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, or if the Chair is unavailable or is unable or refuses to act, by any Chair-Elect, or by a majority of the Directors then serving.

4.9. Notice of Meetings. With the exception of regular meetings as provided in paragraph 4.07, notice of any meeting of the Board of Directors shall be given to each director by delivering notice at least twenty-four (24) hours in advance of the meeting. Notice shall specify the place, date, and hour of the meeting. Notice may be written or oral and, except as otherwise required by law, may be communicated in person, or by telephone, electronic mail, facsimile, or other form of wire or wireless communication, or by mail or private carrier. Written notice is effective when transmitted, except that written notice provided by mail or private carrier is effective when received. Oral notice is effective when communicated. The purpose of any special meeting of the Board of Directors or the business to be transacted at such a meeting should be specified in the notice of the meeting.

4.10. Quorum. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, a majority of the number of directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

4.11. Waiver of Notice. Any business transacted at a meeting of the Board of Directors, however called and noticed, shall be valid as though transacted at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as required in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected to the transaction of business because the meeting was not properly called or convened. All such waivers shall be filed with and made part of the minutes of the meeting.

4.12. Voting Requirement. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of the majority of the directors then in office shall be the act of the Board of Directors.

4.13. Attendance by Electronic Means. The Board of Directors may permit any director to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication if:

- (a) All participating directors may simultaneously hear each other during the meeting; or
- (b) All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

If a meeting is conducted through the use of electronic means, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by electronic means is deemed to be present in person at the meeting.

4.14. Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors at a meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the action. Action taken pursuant to written consent shall be effective when the last director signs the consent or upon the effective date specified in the consent.

4.15. Compensation. Directors shall not receive any compensation for their services as directors. Subject to applicable law, the Board of Directors may by resolution authorize reimbursement of expenses incurred by directors in the performance of their duties.

4.16. Committees of the Board of Directors. The Board of Directors may authorize and appoint or remove members of standing and/or temporary committees to consider appropriate matters, make reports to the Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

ARTICLE 5. OFFICERS

5.01 Number. The principal officers of the Corporation shall be a Chair, Chair-Elect, Secretary, and Treasurer. Other officers and assistant officers, including additional Chair-Elects, may be appointed by action of the Board of Directors. If specifically authorized by the Board of Directors, a duly appointed officer may appoint one or more officers or assistant officers. Any two or more offices may be held by the same person, except the offices of Chair and Secretary, and Chair and Chair-Elect.

5.02. Election and Term of Office. The officers of the Corporation shall be appointed by action of the Board of Directors. The Chair and Chair-Elect shall be a director appointed to the office for a term of one year. The Secretary and Treasurer shall be a director appointed to the office for a term of one year, with a maximum of five consecutive terms in the same office. The appointment of an officer and designation of a term of office does not create any contract rights for the officer. Each officer shall hold office until his or her successor has been duly elected, or until his or her death, resignation, or removal.

5.03. Resignation or Removal. Any officer may resign at any time by giving written notice to the Chair. A resignation shall take effect when the notice is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary to make it effective. The Board of Directors may remove any officer, with or without cause. An officer may remove, with or without cause, any officer or assistant officer who was appointed by that officer.

5.04. Vacancies. A vacancy in any office because of death, resignation, removal, or other reason shall be filled in the manner prescribed for regular appointments to the office.

5.05. Powers, Authority, and Duties. Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the officer who appointed them, in addition to and to the extent not inconsistent with those specified in other sections of this Article 5.

5.06. Chair. The Chair shall be the principal officer of the Corporation, shall (when present) preside at all meetings of members and of the Board of Directors, and shall have power to call meetings of the members, the Board, and any committee of the Board. The Chair shall perform such other duties as are necessary to the office of Chair or as may be prescribed by the Board of Directors. At the conclusion of the Chair's term, the Chair progresses to the office of Immediate Past Chair. The Past-Chair shall not be eligible for the office of Chair-Elect in the year following his or her term of office as Immediate Past Chair.

5.07. Chair-Elect. The Chair-Elect shall perform any other duties and have any other authority as is assigned to the Chair-Elect by the Chair or by the Board of Directors. In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Chair-Elect shall perform the duties of the Chair, and when so acting, shall have all the powers and be subject to all the restrictions upon the Chair. If there is no Chair-Elect, the Treasurer shall perform these duties. At

the conclusion of the Chair-Elect's term, the Chair-Elect progresses to the office of Chair followed by a term as Immediate Past Chair.

5.08. Secretary. The Secretary shall keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and maintain the records of the Corporation. The Secretary shall, upon request, exhibit for inspection the relevant books and records of the Corporation for any proper purpose at any reasonable time.

5.09. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall render interim statements of the finances of the Corporation to the Board of Directors upon request and shall render a financial report at the annual meeting of the Board of Directors and at the annual meeting of the members.

5.10. Compensation. Officers shall not receive any compensation for their services as officers. Subject to applicable law, the directors may by resolution authorize reimbursement of expenses incurred by officers in the performance of their duties.

ARTICLE 6. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

6.01. Contracts. These Bylaws or the Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. The authorization may be general or confined to specific instances. When an instrument is so executed, no other party to the instrument or any third party shall be required to inquire into the authority of the signing officer or officers, or agent or agents.

6.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. The authorization may be general or confined to specific instances.

6.03 Checks and Drafts. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an officer or officers, or agent or agents of the Corporation in the manner determined by the Board of Directors.

6.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in banks, trust companies, or other depositories as may be determined by the Board of Directors.

ARTICLE 7. INDEMNIFICATION

7.01 Indemnification of Directors and Officers. The Corporation shall, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any director or officer of the Corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he or she was a party because he or she was a director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which

the director or officer may otherwise be entitled. The Corporation may, to the fullest extent authorized by Chapter 181, indemnify, reimburse, or advance expenses of directors or officers. A director or officer who seeks indemnification under these Bylaws and Chapter 181 shall make written request to the Corporation.

7.02. Indemnification of Employees and Agents. The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer to the extent provided by general or specific action of the Board of Directors or by contract.

7.03. Private Foundation Limitation. Notwithstanding paragraphs 7.01 and 7.02, at any time when the Corporation is or becomes a “private foundation” within the meaning of section 509(a) of the Internal Revenue Code of 1986, as amended (the “Code”), or section 181.0320 of the Wisconsin Statutes, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the Code, or is prohibited under section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

7.04. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (hereinafter “volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from any act or omission as a volunteer, to the fullest extent provided by section 181.0850 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this paragraph 7.04, it shall be conclusively presumed that any volunteer who is licensed, certified, permitted, or registered under stat law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit, or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE 8. TRANSACTIONS WITH DIRECTORS

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any entity of which one or more of its directors are owners, members, officers, agents, or employees or in which one or more of its directors are interested, shall not be voidable by the Corporation solely because of the director's interest, whether direct or indirect, in the transaction if:

- (a) The material facts of the transaction and the director's interest were disclosed or known to the Board of Directors, and a majority of disinterested members of the Board of Directors authorized, approved, or specifically ratified the transaction; or
- (b) The material facts of the transaction and the director's interest were disclosed or known to the members entitled to vote, and they authorized, approved, or ratified the transaction by vote; or
- (c) The transaction was fair and reasonable to the Corporation.

For purposes of this Article 8, a majority of directors having no direct or indirect interest in the transaction shall constitute a quorum of the Board acting on the matter.

ARTICLE 9. SEAL

The Corporation shall not have a corporate seal.

ARTICLE 10. AMENDMENTS

10.01. By Directors. The Board of Directors may by resolution and an affirmative two-thirds vote of the quorum amend or repeal these Bylaws, or adopt new Bylaws, without prior notice to the members.

10.02. Implied Amendments. If the Board of Directors takes any action that would be inconsistent with these Bylaws, and the action is authorized by the affirmative two-thirds vote of a majority of the directors then in office, then the Bylaws shall be deemed temporarily amended or suspended to the extent, but only to the extent, necessary to permit the action taken.

ARTICLE 11. DISSOLUTION AND LIQUIDATION OF ASSETS

Upon dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the Board of Directors shall distribute any remaining assets to such organization(s), foundation(s), fund(s) or corporation(s), however organized, which is (are) organized and operated for charitable, educational, religious or scientific purposes under Code Section 501(c)(3) (or under any successor section of the Code) and which further purposes most similar to those of the Corporation as described in these Bylaws and the Corporation's Articles of Incorporation. If no organization, foundation, fund or corporation which advances purposes similar to those of the Corporation can be found, the Board of Directors shall distribute the remaining assets of the Corporation to such entity or entities organized and operated pursuant to Code Section 501(c)(3) as a majority of the Board of Directors deems most appropriate.