

Constitution and By-laws

(Updated May 2023)

Article 1 - NAME

The name of the organization shall be the Down Syndrome Association of Hamilton [DSAH] (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. A Community 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. There is no fee for self-advocates to join DSAH.
- IV. Membership will run from January 1 to December 31 regardless of what date the membership is registered. Consideration will be given to reduced membership fees for applications after June.
- V. Membership may be terminated by written notification to a member of the Board of Directors
- VI. Membership may also be terminated by the Board of Directors, should a member be acting in contravention of interests of the Association.

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, Past 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 Fundraising Coordinator, 2 Self-Advocate Positions, a Membership Director, and a Programming Director. Non-voting members may include contract paid positions and subcommittee members.

Section 3. Election of Officers

- I. The Officers shall be elected by the membership at the Annual General Meeting for a term of two years and may serve up to three times on the Board.
- II. The Officers must be members of the Association.
- III. Officers must be age of majority, and Canadian citizens or 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

- I. 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 canceled.
- II. 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.
- III. 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.
- IV. The Board of Directors is made of up to 15 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).
- V. 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:

- i. preside at all meetings of the Board and of the membership,
- ii. exercise general supervision over the interests and welfare of the Association,
- iii. be an ex-officio member of all sub-committees,
- iv. shall establish ad-hoc committees as needed,
- v. call all Board and General Meetings of the Association,
- vi. shall be one of the three signatories for the financial accounts of the Association,
- vii. be the public face of the organization for purposes of public relations and promotion
- viii. represent DSAH as the CDSS Affiliate Committee Member, and
- ix. oversee Operations Director employee and any other employees
- x. perform other duties as decided by the Board

Section 2: Duties of the Vice Chair

The Vice Chair shall:

- i. act in the absence of or during the incapacity of the Chair,
- ii. shall be one of the three signatories for the financial accounts of the Association,
- i. iii.. be the public face of the organization for purposes of public relations and promotion
- ii. iv Chair the Education and Advocacy Sub-Committee
- iii. perform other duties as decided by the Board of Directors.

Section 3: Duties of the Secretary & DSAO Representative (Joint position to be re-evaluated May 2024)

The Secretary shall:

- i. prepare, distribute, and maintain (both electronic and paper) agendas and minutes of the Board meetings, meeting dates, agendas, and minutes to the membership,
- ii. conduct and receive correspondence as necessary,

- i. represent the Association at meetings of the Down Syndrome Association of
- ii. Ontario (DSAO), (Sunday evenings) act as the liaison with the DSAO, ensuring members in Hamilton are aware of issues occurring at the provincial level,
- iii. 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,
- iv. attend and assist as needed the DSAO annual conference or other DSAO initiatives/events, and
- v. Perform duties as may be assigned by the Chair or Board of Directors.

Section 4: Duties of the Treasurer

The Treasurer shall:

- i. receive, account for and deposit in a bank all funds of the Association as directed by the Board of Directors,
- ii. make authorized payments by the issuance of cheques, e-transfer, co-signed by another officer empowered to do so,
- iii. keep accurate records of all financial transactions,
- iv. oversee, complete, and manage all charitable receipts,
- v. maintain appropriate financial records which shall be subject to inspection and audit as directed by the Board of Directors,
- vi. 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),
- vii. prepare an annual budget to be presented to the Board of Directors for approval and maintain oversight of it during each fiscal year,
- viii. prepare reports for the Board of Directors as requested, co-manage the Bursary Support Program, and oversee its administration,
- ix. perform duties as may be assigned by the Chair or Board.

Section 5: Duties of the Social Convener

The Social Convener shall:

- i. shall establish and Chair a Social Sub-Committee of the Board responsible for all social events, (Summer Picnic, Halloween, Christmas, World DS Day, and social nights)
- ii. the sub-committee shall be responsible for: determining dates, venues, themes, entertainment, food, and drink for social events
- i. provide the Board with monthly verbal or where appropriate or requested written reports to provide regular updates
- ii. perform duties as may be assigned by the Chair or Board.

Section 6: Duties of the Fundraising Director

The Fundraising Coordinator shall:

- i. establish and Chair a Fundraising Sub-Committee of the Board responsible for all fundraising events (including but not limited to the Annual WALK),
- ii. (The Fundraising Sub-Committee) will organize and execute all fundraising events and campaigns to raise funds for the day-to-day operations of the association,

- iii. (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,
- iv. Provide a written report after all fundraising activities
- v. perform duties as may be assigned by the Chair or Board.

Section 7: Duties of the Self-Advocates

The Self-Advocates (2) shall:

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

Section 8: Duties of the (2) Special Education Advisory Committee Representative (Public and Separate School Boards of Hamilton)

The SEAC representatives shall:

- i. 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 District School Board at SEAC meetings,
- ii. assist parents of children with Down syndrome with advocacy to the applicable Board, on an as needed basis,
- iii. 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
- iv. perform duties as may be assigned by the Chair or Board.

Section 9: Duties of the Membership Director

The Membership Director shall:

- i. develop and support membership drives throughout the year at DSAH events,
- ii. act as the DSAH liaison for the joint membership with CDSS, be aware of and maintain the duty of confidentiality
- iii. Overseeing the development, ongoing maintenance of new parent packages and membership packages
- iv. Support Bursary program as it relates to memberships, tracking volunteer hours
- v. perform duties as may be assigned by the Chair or Board

Section 10: Duties of the Programming Director

The Programming Director shall:

- i. Establish and Chair a Programming Sub-Committee(s),
- ii. (The Programming Sub-Committee(s) identify, develop, and administer programs across the membership from prenatal to adulthood,

- iii. (The Programming Sub-Committee(s) 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
- iv. will provide the Board with monthly written updates on current and proposed programs
- v. perform duties as may be assigned by the Chair or Board

Section 11: Duties of the Past Chair

The Past Chair shall:

- i. act as a support to the incoming Chair for their first term in office and as needed ongoing
- ii. perform other duties as requested by the Board to support the work and mission of the Association.

Section 12: Operations Director (Contract Paid Position)

The Operations Director shall.

- i. Be a non-voting position
- ii. Shall oversee the office and its management, and
- iii. Collect membership forms, manage online memberships, maintain a current contact list of members, provide membership updates to Membership Director
- iv. Manage and respond to all email inquiries and/or direct emails for response publish, and
- v. Provide administration and reporting for Bursary Support Program (recreational and therapeutic, including volunteer hour tracking, in conjunction with the Treasurer, and Chair
- vi. Act as Event Coordinator for Walk and as member of other sub-committees as directed
- vii. Oversee, complete, and manage all charitable receipts,
- viii. Act as DSAH representative on Project Search Steering Committee (HWDSB)
- ix. Submit a report (template) for monthly board meetings
- x. Act as Communications Director, and shall:
 - a. Guide the strategy for all communications, website, and public relations messages and collateral to consistently articulate DSAH vision and goals,
 - b. Manage the development, distribution, and maintenance of all print and electronic material including, but not limited to, monthly newsletters, brochures, and Annual Report
 - c. co-ordinate webpage maintenance—ensure that new and consistent information (article links, stories, and events) is posted regularly,
 - d. assist and coordinate, when necessary, all media contacts; and
 - e. have social media responsibility – Facebook, Twitter, YouTube, and Instagram.

Section 13: Club Gain Representative

The Club Gain representative shall:

- i. be a non-voting position on matters not directly related to Club Gain
- ii. represent Club Gain and adults with Down syndrome and other disabilities, in the deliberation and decision making of the Board of Directors,
- iii. perform duties as may be assigned by the Chair or Board.
- iv. Encourage and help facilitate Club Gain members to participate in DSAH programs and events

Section 14 Sub Committees:

Sub Committees shall include at least one board member.

Programming Sub Committees

- i. Researches, Organizes, and executes programming, separated by age groups, including dates and venues
- ii. Provides information for communication to members
- iii. Solicits feedback from members after programming completed

Social Sub Committee

Organizes and runs all social events including but not limited to

- i. World Down Syndrome Day – March 21st, Summer Picnic, Halloween, Christmas
- ii. Solicits feedback from members about events

Advocacy & Education Committee

- i. Develops and facilitates presentations to Health Care providers
- ii. Advises and assists individuals, as needed, or requested, in matters related to education and advocacy

Walk & Fundraising Committee

Shall include Fundraising Chair, Operations Director, and Volunteer Coordinator
Organizing and running annual walk event

Article 7 -MEETINGS

Section 1. Overview

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

Section 2. General Membership Meetings

- i. An Annual General Meeting (AGM) of all members shall take place in the month of May.
- ii. The AGM can take place either in person or virtually if required
- iii. The Executive Officers will be elected at the Annual General Meeting
- iv. At the Annual General Meeting, the Treasurer shall make a report of the financial state of the Association
- v. Special Membership Meetings may be called by the Executive Committee and must be called at the written request of 10% of the voting membership

- vi. A quorum of any properly called and noticed meeting of the general membership shall consist of the voting members present
- vii. 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

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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
- v. 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:
 - a. the security of the assets, personnel, or property of the Association,
 - b. personal matters about any identifiable individual, including any Director, employee, or member of the Association,
 - c. labour relations, personnel matters, and employee compensation,
 - d. litigation or potential litigation including, without limitation, matters before administrative tribunals affecting the Association, or
 - e. the receiving of advice that is subject to privilege, including communications necessary for that purpose.

NOTES:

- 1. No resolutions shall be voted on while the Board of Directors 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 1st to March 31st.

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.



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Article 10 - 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.