

FDSWF BYLAWS

ARTICLE 1 INTRODUCTION

- 1.1 The name of the private operating foundation shall be F.R.I.E.N.D.S. SUPPORT, INC.
- 1.2 DBA - F.R.I.E.N.D.S. DOWN SYNDROME WEST FLORIDA.
- 1.3. Acronym is Families Raising, Inspiring, Educating, & Networking for Down Syndrome
- 1.4 FDSWF – FRIENDS DOWN SYNDROME WEST FLORIDA
- 1.5 Motto – I CAN AND I WILL



ARTICLE 2 OFFICES

- 2.1 The Principle office for F.R.I.E.N.D.S. Down Syndrome West Florida will be in Hillsborough County.
- 2.2 The registered office of F.R.I.E.N.D.S. Down Syndrome West Florida will be P.O. Box 677, Brandon, Florida 33509-0677.
- 2.3 The registered office will be maintained in the state of Florida.

ARTICLE 3 PURPOSES

- 3.1 Adoption of bylaws – These bylaws were adopted by F.R.I.E.N.D.S. Board of Directors on March 22, 2006 for the regulation and management of its affairs. The Bylaws have been amended on February 12, 2008, January 2009, January 2013, January 2015, June 2016, January 2017, April 2018, March 2019.
- 3.2 Purpose - F.R.I.E.N.D.S. Down Syndrome West Florida was formed to operate as a 501C3, nonprofit private operating foundation, exclusively for charitable purposes.
- 3.3 Our Mission is to provide educational and support services to new parents and families. To empower special needs individuals and help them to become more independent. To promote community integration and together celebrate the lives of people impacted by Down Syndrome.
- 3.4 FDSWF Goals provide a foundation on which to meet the demands of the future.
 - To provide accurate and up-to-date information to new and expectant parents.
 - To change people’s attitudes about Down syndrome and promote respect and esteem.
 - To enable people with Down syndrome to speak up and be heard.
 - To help special needs individuals to become a productive part of society.
 - To provide financial and social service support to our members.
 - To train volunteers to represent and promote “best practices” in meeting the needs of all individuals with special needs.
 - To create a community that embraces, supports, and inspires individuals with Down syndrome to live happy, healthy, full-filling lives.
- 3.5 Our Values
 - We are TRUSTWORTHY in our daily responsibilities.
 - We use EMPATHY in our interactions and RESPECT toward others in all that we do.
 - We COLLABORATE and create PARTNERSHIPS within our community.
 - We are DEVOTED, investing our time, effort and energy to our mission.
- 3.7 F.R.I.E.N.D.S. Down Syndrome West Florida disclaims any profit motive and shall have and exercise all rights and powers conferred on a nonprofit organization under the laws of the State of Florida.

ARTICLE 4 COMPENSATIONS AND RESTRICTIONS

Board of Directors shall serve without compensation, except for reimbursement of expenses incurred in the performance of their duties. Board of Directors may not be compensated for rendering services to F.R.I.E.N.D.S Down Syndrome West Florida.

4.1 Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all assets of the organization to an exempt organization or charity under Section 501(c)(3) of the Internal Revenue Code, and as they deem fit. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which principle office of the foundation is then located.

ARTICLE 5 BOARD MEMBERSHIP

5.1 New Board of Director Members will be invited to serve on the FDSWF Board by the existing board. A period of 6-month probation will be served; at the end of six months the existing board will vote to accept/deny member.

ARTICLE 6 MEMBERSHIP

6.1 Member Qualifications - Membership in F.R.I.E.N.D.S. Down Syndrome West Florida shall be open to any persons who subscribes to its purposes and policies. A member who has given their name, address, and email to FDSWF and has attended and participated in FDSWF activities and meetings within the current fiscal year shall be considered a member of FDSWF.

6.2 Board of Directors - Directors must be members of F.R.I.E.N.D.S. Down Syndrome West Florida and will be invited to serve on the Board of Directors by existing Executive Board members.

6.3 Nonprofit Operations - F.R.I.E.N.D.S. Down Syndrome West Florida is a not for profit operating foundation. No dividend will be paid, and no part of the income or assets will be distributed to its Board of Director Officers. However, F.R.I.E.N.D.S. Down Syndrome West Florida may render services to its members.

6.4 No Loans to the Board of Directors Officers - F.R.I.E.N.D.S. Down Syndrome West Florida will not loan money to any of its Board of Director Officers.

6.5 No Vested Rights - No Board of Director Officer will have any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the foundation.

ARTICLE 7 BOARD OF DIRECTORS

7.1 Powers - F.R.I.E.N.D.S. Down Syndrome West Florida shall have all powers to the fullest extent allowed by law. All powers and activities of F.R.I.E.N.D.S. Down Syndrome West Florida shall be exercised and managed by the Board of Directors of F.R.I.E.N.D.S. Down Syndrome West Florida directly or, if delegated, under the ultimate direction of the Board of Directors.

7.2 Number of Board of Directors - The authorized number of Board of Directors shall not be less than 3, or more than 10, unless changed by amendment to the Bylaws.

7.3 Election and Terms of Office - The Board of Directors shall be invited by the current Board of Directors, serve a six-month probationary period, then if voted in, shall serve no less than two years, or until a successor is appointed.

ARTICLE 8 EXECUTIVE BOARD OF DIRECTORS

8.1 Board of Directors Positions - The Officers of F.R.I.E.N.D.S. Down Syndrome West Florida shall be a President, a Vice-President, Secretary, Treasurer, and Executive Director.

8.2 Qualifications, Invitation, and Term of Office - The Board of Directors of F.R.I.E.N.D.S. Down Syndrome West Florida must be current members in good standing. Such officers shall be invited and elected to serve by the existing Executive Board of Directors.

8.3 Resignation - Any Board of Director officer may resign at any given time by giving written notice to the Board of Directors.

8.4 Vacancies - A vacancy in any office shall be filled by the Executive Board of Directors of F.R.I.E.N.D.S. Down Syndrome West Florida as soon as it is deemed appropriate. If the vacancy is in the office of the President, the Vice-President, as Acting President, shall assume the duties for the remainder of the term, or until a successor is elected.

ARTICLE 9 DUTIES OF BOARD OF DIRECTORS

9.1 Duties of the President

- The President shall be the principal officer of F.R.I.E.N.D.S. Down Syndrome West Florida shall have overall responsibility for leadership, coordination, and supervision of the activities of F.R.I.E.N.D.S. Down Syndrome West Florida.
- He or she shall perform all duties incident to his or her office, and such other duties as may be required by law, or by these Bylaws.
- He or She shall preside at all meetings, teleconferences, or Facebook IM meetings of the Board of Directors. Preparing of agendas for monthly meetings if needed.
- The President shall preside at all meetings of the members.
- He or she shall find a source of funding for F.R.I.E.N.D.S Down Syndrome West Florida.
- He or She shall continue with distribution of FDSWF Parent Packets.
- He or She shall continue with distribution of Scholarships or Hardship fund.
- He or She shall maintain management of the FDSWF Website, Facebook page, Twitter accounts.
- He or She will recruit new Board, Staff, and Advisory Board Members.
- He or she shall, in the name of F.R.I.E.N.D.S. Down Syndrome West Florida execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He or she will promote and organize all FDSWF Events.
- He or she will be listed as a responsible party for the FDSWF bank account.

9.2 Duties of the Vice-President

- In absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all duties of the President, and where so acting shall have all the powers of and be subject to all the restrictions on the President.
- The Vice-President shall have other powers and perform such other duties as may be prescribed by law, or by these Bylaws. He or she will attend all FDSWF functions.
- He or she will aid in sourcing of funds.
- He or she will oversee the committee chairs.
- He or she will manage all information and technology.
- He or she will attend all FDSWF functions
- He or she will help organize the October Buddy Walk.

9.4 Duties of the Secretary

- Communication: The secretary is an active communication between board members, by giving proper notice of any meetings and timely distribution of materials (if needed) such as agendas and meeting minutes. The secretary should be knowledgeable of the organization's records and related materials and should be able to provide advice and resources to the board. The secretary should aim to be helpful to the board with any duties.
- Minutes: The secretary is also charged with recording minutes of meetings. Minutes should contain information such as board actions, elections of officers, and certain reports from committees and staff.
- Records: He or she will also maintain data bases, mailing and email list, and social media platforms.
- He or she will attend all FDSWF functions

9.5 Duties of the Treasurer

- The Treasurer shall be responsible for oversight of the accounting activities to include processing of cash receipts and cash disbursements.
- Shall review and enter monthly expenses into the Quick Books.
- Review disbursement checks signed by the President to ensure the expense has been properly supported and are in accordance within the parameters of the annual operating budget.
- Provide the necessary support to the external independent accountant for annual audit of the financial statement of FDSWF.
- He or she will attend all FDSWF functions
- He or she will be listed as a responsible party for the FDSWF bank account.
- He or she will help organize the Buddy Walk.

9.7 Duties of Executive Director

- He or she will be responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach.
- He or she will act as the FDSWF Public Relations/Media contact.
- He or she will be the point of contact to conduct interviews with the media on FDSWF behalf in order to promote the organization.
- He or she will help organized the Buddy Walk.
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ARTICLE 10 ADVISORY BOARD - The purpose of the Advisory Board is to keep key stakeholders engaged with FDSWF and to be available to advise the Board and participate on the Buddy Walk Committee with regard to fundraising initiatives, public relations and programming issues. The ADVISORY BOARD does not have any authority to govern FDSWF; such authority resides with the full board.

10.2 ADVISORY BOARD

The purpose of the Advisory Board is to keep key stakeholders engaged with FDSWF. To be available to advise the Board, participate on the Buddy Walk Committee, and to help with fundraising initiatives, public relations and programming issues. The ADVISORY BOARD does not have any authority to govern FDSWF; such authority resides with the full board.

This council consists of thoughtful community leaders who meet three times per year to advise the FDSWF Executive Board of Directors. The responsibilities of Advisory Council members are to:

- Attend quarterly board meetings and other events/functions (as requested) via in person or by phone.
- Contribute your expertise and thinking to the current and future work of FDSWF.
- Attend 75% of FDSWF Events.
- Allow FDSWF to publish your name as a member of the Advisory Council.
- A complimentary membership during your term on the Advisory Council.
- An appreciation of your time and a commitment not to abuse your time or your generosity.
- Advisory Council terms are for two years.
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ARTICLE 11 FDSWF SCHOLARSHIPS

11.1 FDSWF Scholarships will be on a case to case basis.

11.2 Recipients will be required to apply for the Scholarship via our website.

11.3 Scholarships will be awarded in amounts up to and including \$500 with special consideration given to those who have not previously received funds from FDSWF.

11.5 Scholarship money will be paid directly to the approved provider. Funds will not be distributed in cash and will not be given to the recipient.

11.6 A Hardship donation shall be up to and to not exceed \$500 and shall be a onetime donation or subject to the Board of Directors decision.

11.7 Approval - All Scholarships will be approved at the discretion of the FDSWF Board of Directors.

- Applications will be accepted and considered without regard to sex, religion, ethnic background, race, or national origin.
- One Scholarship per individual or family per year, not to exceed \$500.
- All persons applying for scholarships must be active members of FDSWF and have attended at least one FDSWF function within the last year to be considered.

11.8 If approved, recipient must agree to:

- Complete the FDSWF Scholarship form
- Write a small article about your family to be featured in our newsletter.
- Volunteer four hours at a FDSWF event **or** volunteer on a committee **or** host a Playgroup/Social Club event/outing

ARTICLE 12 OPERATIONS

12.1 Fiscal Year - The fiscal year will be from January to January.

12.2 Books and Records - F.R.I.E.N.D.S. Down Syndrome West Florida will keep correct and complete books and records of all accounts and will also keep minutes of the proceedings of its Board of Directors. Upon request of a member, books and records will be available within in thirty (30) days.

12.3 Inspection of Books and Records - All books and records of F.R.I.E.N.D.S. Down Syndrome West Florida may be inspected by any officer, member, agent, or attorney for any proper purpose when given a 30 days request.

12.4 FDSWF will make available for public inspection the last three years of its tax documents, including Internal Revenue Service Forms 990. Copies will be provided within 30 days of the request. The requestor may be charged a reasonable fee for the cost of copying and postage.

12.5 FDSWF members may request a copy of the latest Profit & Loss balance sheet, Annual Budget, and yearly IRS 990. All are to be posted on our website.

12.6 Budget - An annual budget will be created in preparation for review by March and approved by April.

