

## **BYLAWS of DASN International**

### **ARTICLE I: OFFICES**

#### **Section 1. PRINCIPAL OFFICE**

The principal office of the DASN International shall be in Maricopa County, State of Arizona.

#### **Section 2. REGISTERED OFFICE**

The registered office of the corporation shall be established and maintained at: 519 N. Evergreen Street, Chandler, AZ 85225 in Maricopa County, Arizona.

### **ARTICLE II: MEETINGS**

#### **Section 1. ANNUAL MEETINGS**

Annual meetings of directors for the election of directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, or shall be held at such places, either within or without the State of Montana and at such times and dates as the Board of Directors, by resolution, shall determine and set forth in the notice of the meeting.

In the event the Board of Directors fails to so determine the time, date and place of the meeting, the annual meeting of directors shall be held at the principal office of the corporation on the 31 day of July at 1 P.M. in each year.

**Section 2.** Other meetings of directors for any purpose other than the election of directors may be held at such a time and place, within or without the State of Montana, as shall be stated in the notice of the meeting.

### **ARTICLE III: DIRECTORS**

#### **Section 1. NUMBER AND TERMS AND QUALIFICATIONS**

The number of directors shall be 15 or fewer but in no case fewer than required by law. The directors shall be elected at an annual meeting of Directors and each director shall be elected to serve until his successor shall be elected and shall qualify.

The length of term a director shall serve shall be determined by the Board of Directors.

The majority of the directors must be PwiDs, (Persons with Dementia).

A PwiD (Person with Dementia) and her or her care-partner/spouse/significant other may jointly fill one director position.

If either person jointly holding the director position chooses to resign, the Board of Directors shall review the position and either permit the remaining joint holder of the position to serve the remainder of the term or shall declare the position vacant and shall appoint someone to fill the position for the remainder of the term in accordance with ARTICLE III, SECTIONS 2,3 & 4.

#### **Section 2. RESIGNATIONS**

Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time

of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary for it to be effective.

### **Section 3. VACANCIES**

If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

### **Section 4. REMOVAL**

Any director or directors shall be removed either for or without cause by the majority vote of the directors, at a special meeting called by the directors for the purpose and the vacancies thus created may be filled, at the meeting held for the purpose of removal by the affirmative vote of the directors.

### **Section 5. INCREASE IN NUMBER**

The number of directors may be increased by amendment of these Bylaws by the affirmative vote of a majority of the directors, though less than a quorum, at an annual meeting or a special meeting called for that purpose and the additional director(s) may be chooses at such meeting to hold office until the next annual election and until their successors are elected and qualify.

### **Section 6. COMPENSATION**

Directors shall not receive any stated salary for their services as directors or members of committees, but by resolution of the Board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise and receiving compensation therefore.

### **Section 7. ACTION WITHOUT MEETING**

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board, or of such committee as the case may be, and such written consent is filed with the minutes of the Board or committee.

### **Section 8. PROVISION FOR ACTION WITHOUT A MEETING BUT WITH ELECTRONIC CONSENT**

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if written consent thereto in the form of electronic mail (e-mail) sent by a majority of the members of the board, or of such committee as the case may be, and such electronic consent is filed with the minutes of the Board or committee.

## **ARTICLE IV OFFICERS**

### **Section 1. OFFICERS**

The officers of the corporation shall consist of a president, a treasurer, and a secretary.

### **Section 2. OTHER OFFICERS and AGENTS**

The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

### **Section 3. CHAIRMAN**

The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors, and he or she shall have and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

### **Section 4. PRESIDENT**

The President shall be the chief executive officer of the corporation shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. In the absence of the Chairman, he or she shall preside at all meetings of the Board of Directors. He or she will have general supervision, direction and control of the affairs of the corporation. Except as the Board of Directors shall authorize the execution thereof in some manner, he or she shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer or an assistant secretary or assistant treasurer.

### **Section 5. VICE-PRESIDENT**

Each vice-president shall have such powers and shall perform such duties as shall be assigned to him by the directors.

### **Section 6. TREASURER**

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in such depositories as may be designated by the Board of Directors.

### **Section 7. SECRETARY**

The secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these Bylaws, and in the case of his absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the president, or by the directors upon whose requisition the meeting is called as provided by these Bylaws. He or she shall record all the proceedings of the meetings of the directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors or the president, and attest the same.

### **Section 8. ASSISTANT TREASURERS & ASSISTANT SECRETARIES**

Assistant treasurers and assistant secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors.

## **ARTICLE V. PROHIBITION OF DIVIDENDS**

### **Section 1.**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, as dividends or in any other manner 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 and distributions in furtherance of the purpose set forth in the Certificate of Incorporation.

Further, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific

purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any Such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County of which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VI. CORPORATE SEAL**

The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL DASN INTERNATIONAL" Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

## **ARTICLE VII. FISCAL YEAR**

The Fiscal Year of the Corporation shall be from August 1 to July 31 of the next year.

## **ARTICLE VIII. EXECUTION OF CORPORATION INSTRUMENTS.**

### **Section 1. INSTRUMENTS**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents, of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

## **ARTICLE IX. NOTICE AND WAIVER OF NOTICE**

### **Section 1. NOTICE**

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Notice may also be given by electronic mail (e-mail) to the e-mail address as it appears on the records of the corporation.

### **Section 2. WAIVER OF NOTICE**

Whenever any notice whatever is Required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

## **ARTICLE X. AMENDMENTS.**

These Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the Board of Directors or at any regular or special meeting thereof if notice thereof is contained in the notice of such meeting.

**DASN ANNUAL GENERAL MEETING - OFFICIAL BUSINESS**  
**24 JUNE 2001**

Directors **AGREED** the following:

The Executive should comprise:

- President
- Vice President
- Treasurer
- Co-Secretary
- Co-Secretary
  
- The Executive should serve from the date of election until the next Annual General Meeting, when all positions fall vacant.

Directors **AGREED** that:

- a Quorum at meeting shall be 7 Directors, with a majority being four of the 7 present;
- business can be conducted by e-mail, with response required within 7 days. In the event of a no-response, confirmation that any message has been received and opened will be taken to indicate a proxy vote for the President or Chair of a Committee;
- Directors may assign their proxy to another Director;
- a 2/3 majority of Directors would be required to suspend a Director from their position due to incapacity.

Directors **AGREED** that:

- there would be no censorship on chat room or e-mail;
- any inappropriate behaviour will be dealt with by the Board on a case by case basis, dealing directly with the individual concerned;
- with the approval of the Board, a Member may remove his or her posting from the DASN archive;
- Members would be advised of these policy positions, and new Members will be advised on joining DASN.

**Election of Officers**

The Following Officers were elected unopposed:

- |                  |                 |
|------------------|-----------------|
| • President      | Phillip Hardt   |
| • Vice President | Lynn Jackson    |
| • Treasurer      | Morris Friedell |
| • Co-Secretary   | Jan Phillips    |
| • Co-Secretary   | Carole Mulliken |

## **Committees**

Directors **APPOINTED** the following Directors to be responsible for DASN Committees:

Website (DASN.org)	Phil
Chatroom	Mary Alice and Laura
e-mails (Yahoo)	Mary and Carole
Publications and media relations	Jan and Lynn
Policy and Strategy	Morris and Christine
Next AGM	Jean
Funding	Candy
Correspondence	Jan and Carole