

ARIZONA DEAF SENIOR CITIZENS COALITION, INC.

BY-LAWS

Revised and Ratified: May 12, 2006

Amended: January 19, 2013

Amended: January 17, 2015

Revised and Ratified: April 16, 2016

Revised and Ratified: tbd

ARTICLE I – NAME

Section 1.1 The name of this non-profit organization shall be the Arizona Deaf Senior Citizens Coalition, Incorporated (ADSCC).

ARTICLE II – MISSION, OBJECTIVE, and PURPOSE

Section 2.1 The mission and objective of the ADSCC is to improve the quality of life and welfare of deaf senior citizens in the state of Arizona.

Section 2.2 The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.3 Additional details about ADSCC's mission, objective, and purpose are provided in ADSCC's Policy & Procedure Manual (PPM). The PPM also provides additional information on other Articles of the By-Laws, and other general information about ADSCC, where appropriate.

ARTICLE III – MEMBERSHIP

Section 3.1 Membership in ADSCC is comprised of Active and Associate members.

Section 3.2 Active membership shall be open to any deaf, hard of hearing, or deaf-blind person and any hearing spouse/partner 40 years or older who supports the mission of ADSCC.

Section 3.3 Associate membership shall be open to any deaf, hard of hearing or deaf-blind person and hearing spouse/partner ~~30~~ 39 years or younger who supports the mission of ADSCC. Associate members shall have all the privileges of active membership, with the exception of voting, making motions, and becoming a member of the Board of Directors.

Section 3.4 An Active member must be in good standing, with payment of membership dues, prior to becoming a member of the Board of Directors.

ARTICLE IV – MEMBERSHIP DUES

Section 4.1 The membership dues for Active and Associate members shall be proposed by the Board of Directors and approved by the members.

Section 4.2 The membership dues shall be in effect from January 1 to December 31 of each year.

ARTICLE V – BOARD OF DIRECTORS (“BOARD”)

Section 5.1 The business and affairs of ADSCC shall be managed by the Board of Directors comprised of four (4) Officers and four (4) Members-at-Large. The Officers of the Board shall be President, Vice-President, Secretary, and Treasurer.

Section 5.2 The Officers and Members-at-Large shall be elected for a two-year term or until a successor is appointed by the Board.

Section 5.3 No Officer or Member-at-Large shall serve for more than three (3) consecutive terms in the same role unless asked to remain by the Board until the vacancy is filled with a successor appointed by the Board.

Section 5.4 The Board shall meet at least ~~three (3)~~ two (2) times a year and may meet more often if deemed necessary by the President or the Board. The date, time, and location shall be determined by the Board, and shared with the members at least two (2) weeks prior to the meeting. The Board meetings are open to the public except when the Board goes into an executive session.

Section 5.5 A majority of the Board, but with no less than four (4) Board members present, shall constitute a quorum in order to conduct business during a Board meeting.

Section 5.6 The President may call an Executive Committee meeting involving only the Officers of the Board to address some immediate concern, or to make plans for future meetings or events, among other things. The President then shall share with the entire Board the results of the Executive Committee meeting where appropriate.

Section 5.7 The President may call for a vote of support on any proposal via email to the members of the Board, within a time limit given by the President. A favorable response from at least four (4) Board members is needed before any decision can be made in support of the proposal electronically. Otherwise, the proposal would not carry. The support or non-support shall then be ratified and recorded in the Board minutes during the next Board meeting.

ARTICLE VI – DUTIES OF THE BOARD OF DIRECTORS

Section 6.1 The Board of Directors of the ADSCC shall have oversight responsibility for general meetings, workshops, and social programs/events in line with the purpose of the organization, the power to determine the general policy of the organization, develop

laws and regulations for the guidance of this organization not otherwise provided for in the By-Laws, remove by unanimous vote Officers who are delinquent in their official duties, fill any vacancies among the Board, have general supervision of the funds of this organization, and oversee all depositories and investments managed by the Treasurer.

Section 6.2 President: The President shall preside at all meetings, shall have other incidental duties including establishing committees and appointing auditors subject to the approval of the Board, and submitting a report/agenda for each meeting.

Section 6.3 Vice-President: In the event where the President may be unable to perform his/her duties, the Vice-President shall assume responsibilities assigned to the President. He/She shall serve as Chair of the ADSCC By-Laws/PPM committee. Also, he/she shall provide assistance to the President where needed.

Section 6.4 Secretary: The Secretary shall be responsible for all meeting records, including Board and General Meeting minutes. He/she is responsible for the distribution of meeting minutes to the Board and members prior to meetings, provide updated information to the webmaster, and shall maintain and preserve records for archives.

Section 6.5 Treasurer: The Treasurer shall be responsible for all the funds of the organization, shall monitor the financial affairs of the organization, maintain a database of members, and present a financial report at all meetings.

Section 6.6 Members-at-Large: The Members-at-Large shall provide assistance to any of the Officers upon request; be assigned to committees as determined by the Board; and perform other duties as assigned.

ARTICLE VII – CONFLICT OF INTEREST

Section 7.1 Any member of the Board of Directors shall disclose to the Board possible or perceived personal/professional conflict of interest with an agenda item or issue on hand during a meeting. Then the Board shall determine whether it would be most appropriate for the member to be recused from discussion and/or voting on that matter.

ARTICLE VIII – MEMBERSHIP MEETINGS

Section 8.1 General Meeting – The general meeting of the ADSCC shall be held at least once a year, with its annual general meeting to occur in November, ~~or~~ December, or January each year. The date, time, and location shall be determined by the Board, with at least three (3) weeks prior notice to the members.

Section 8.2 Special Meeting – A special meeting may be called by the President (a) upon the consent of the majority of the Board, or (b) upon the written request and rationale from at least 10% of Active members not on the Board. The Board shall send out notices at least 24 hours in advance stating the purpose of such special meeting. The special meeting shall be limited to that purpose alone.

Section 8.3 Quorum – The quorum for any General or Special meeting consists of the presence of at least ten percent (10%) of Active members, excluding the members of the Board.

Section 8.4 Roberts' Rules of Order – All meetings shall be governed by Roberts' Rules of Order Newly Revised.

ARTICLE IX – COMMITTEES

Section 9.1 The President, with the approval of the Board, may form committees in the best interests of the organization.

Section 9.2 Such committees shall serve at the will of the Board in accordance with the primary objective or purpose of the organization.

ARTICLE X – FISCAL POLICY

Section 10.1 The Fiscal Year shall be based on calendar year from January 1 through December 31.

Section 10.2 All checks, drafts, and orders for payment shall be signed in the name of ADSCC by the President and/or Treasurer.

Section 10.3 The President and Treasurer are listed as authorized signatures for ADSCC checking and savings accounts, and for ADSCC Endowment Management Account. Administratively, the Treasurer shall be the only person responsible for the receiving and disbursing of ADSCC monies.

Section 10.4 Any expenditure of at least \$100 requires the approval of the Board.

ARTICLE XI – OATH OF OFFICERS

Section 11.1 The oath of members of the Board shall be administered after the election during a general meeting, or else during a subsequent Board meeting.

Section 11.2 The oath shall be read as follows: "I, *(name)* as *(position)*, do solemnly swear upon my honor to uphold the duties of my office to the best of my knowledge and ability."

ARTICLE XII – AMENDMENTS

Section 12.1 Amendments to the ADSCC By-Laws shall be submitted to the Board of Directors for consideration at least ~~sixty (60)~~ thirty (30) days and the proposed revisions be shared with the members at least thirty (30) days prior to a general meeting.

Section 12.2 A two-thirds (2/3) vote of those Active members present at the general meeting shall be necessary for ratification.

ARTICLE XIII – DISSOLUTION

Section 13.1 In the event the organization is dissolved or otherwise cease to exist all assets of organization shall be earmarked to Arizona Association of the Deaf, or in case of its nonexistence, be otherwise reverted to a 501(c)(3) organization whose primary objective is the social and economic well-being and common interest of deaf senior citizens in Arizona as provided by the laws of the State of Arizona.