

Pennsylvania State Association of the Deaf

Proposed Name Change

Passed by Members in Statewide Referendum Vote March-July 2023

Ratified Name Change and Updated Language

and

Revised By-Laws as of September 30, 2023

Edited October 16, 2023

ARTICLES OF INCORPORATION

FIRST: The name of the corporation is Pennsylvania **State Association** of the Deaf.

SECOND: The location and address of its registered office of the Corporation in this Commonwealth is at Treasurer's address in state of Pennsylvania.

THIRD: The Corporation is organized exclusively for charitable, educational, and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), relating to advancing the interest of the Deaf **Community**; coordinating and improving facilities and services for the deaf, **deafblind** and **hard of hearing** persons; and to develop a better understanding of their problems by the public.

FOURTH: All activities of the Corporation shall be subject to the following restrictions:

- (A)** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, managers, 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 the furtherance of the purposes set forth in Article Third hereof.
- (B)** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- (C)** The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (D)** Notwithstanding any other provision of these Articles, the Corporation shall neither have nor exercised any power, nor shall it carry on, directly or indirectly, any other activities not permitted to be carried on
 - 1.)** by a corporation exempt from Federal income tax as an organization described in Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or
 - 2.)** by a corporation, contributions to which are deductible under Section 10 (C) (2), 2055 (a) (2), 2106 (A) (2) and 2522 (A) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Laws).
- (E)** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise to its members or to any persons who are, from time to time, exercising the rights and powers of members, managers, officers or other private persons.

(F) The Corporation will receive no more than one-third of its support from gross investment income and receive more than one-third of its support from contributions, membership fees, and gross receipts from activities relating to its exempt function.

FIFTH: The term for which the Corporation is to exist is perpetual.

SIXTH: The Corporation is organized upon a non-stock basis.

SEVENTH: In the event of dissolution of the Corporation, all of its assets and property of every nature and description whatsoever remaining, after paying or making provisions for the payment of all of the liabilities and obligations of the corporation, but not including assets held by the Corporation upon condition requiring returns, transfer or conveyance, which condition occurs by reason of the dissolution of the corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manners, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501C (3) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law), as the Board of Managers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in 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.

By-Laws

ARTICLE I – Membership Classification

Section 1: Active

All active members in Pennsylvania shall have full privileges in the organization provided their dues have been paid. Privileges shall be defined as: attending business meetings, voting and holding **Association** office.

Section 2: Associate

All associate members from out of state and/or hearing persons shall have full privileges in the organization provided their dues have been paid. Privileges shall be defined as: attending business meetings, voting except the right to hold **Association** office.

Section 3: Honorary

All honorary members shall not be liable for any dues, nor shall they be eligible to hold office or privileged to vote at any meetings of the **Association**.

Section 4: Eligibility to Vote

To be eligible to vote, a person must:

- 1.) have been an Active or Associate member in the **Association** for at least one year prior to the next biennial meeting; and
- 2.) be present at the Biennial Meeting or Chapter/Section meeting.

ARTICLE II – Biennial Conference, Special Meeting, and PSAD Event

Section 1: Biennial Conference

- A. The Biennial Meeting of the **Association** shall be called the Biennial Conference. The date and place of the regular Biennial Conference during the odd years shall be set by the Board. The conference shall be hosted by the Board of Managers, or PSAD Chapter/Section or Friends of PSAD in partnership with PSAD Board. If any Chapter/Section, or Friends of PSAD expresses interest in hosting or co- hosting, they may submit their bid at the biennial conference at least four years in advance.
- B. In case of emergency, the President, with the approval of the PSAD Board, may reschedule the planned Biennial Conference to be held at a different and appropriate time and at an appropriate Location in-person or via a virtual meeting format.

Section 2: Quorum

Fifteen (15) members in good standing shall constitute a quorum for the transaction of business meetings during the Biennial Conference and Special Meetings of the **Association**.

Section 3: Biennial Business Meeting Agenda

The usual order of business governing for the Biennial Conference shall be as follows:

- A. Roll Call
- B. Pledge to the U.S. Flag
- C. Approval of Minutes
- D. Reports of Officers* and Board Members*
- E. Reports of Committee *
- F. Unfinished Business
- G. New Business
 - 1) Bylaws Amendments
 - 2) Resolutions
 - a) Commendations
 - b) Issues
 - 3) Consideration and Determination of the Top **Three** Priorities
 - 4) Other business items
- H. Elections
- I. Announcements
- J. Adjournment

*Reports are to be printed in the conference program book

Section 4: Consideration and Determination of the Top **Three Priorities**

The conference members may discuss and vote **on up to three** top priorities of the Resolutions section on Issues during the Biennial Conference that the PSAD Board will address for the next two years.

Section 5: PSAD Event

The PSAD Event may include information sessions, workshops, training, exhibits, and social/cultural events. The date and place of the regular PSAD Event during the even years shall be

set by the Board of Managers and hosted by a PSAD entity. The selection of a Host for the PSAD Event will be based on interest expressed by Chapter(s), Committee(s), and/or Section(s).

Section 6: Special Meeting

Special meetings of the **Association** may be called by the Executive Committee.

ARTICLE III - Board of Managers

Section 1: Board Composition

- A.** The Board of Managers of the **Association** shall consist of four (4) officers and **five (5)** Board members, elected by the PSAD members in the general assembly, beginning at biennial meeting and ending at the biennial meeting two (2) years hence.
- B.** As described in Article III, Section **7** below, after the Biennial Conference there **may be up to** three (3) appointed Board members serving a two-year term. Accordingly, from time to time the PSAD Board may be composed of **five (5)** to **twelve (12)** Board members **or thirteen (13) Board members if the Immediate Past President is included according to Section 8 of this Article.**

Section 2: Board Responsibility and Authority

- A.** The Board of Managers is responsible for overall policy and entrusts responsibility for day-to-day operations to the President. The board receives no compensation other than reasonable expenses.
- B.** The Board of Managers shall have authority to hold, take and convey any estate, real or personal, for the use of the **Association**, and shall have charge generally of all matters pertaining to the **Association**. The purchase, lease, or sale of real estate held or acquired for purpose of investment may be made at an ordinary meeting of the Board of Managers, or by the Executive Committee.

Section 3: Board Regular and Special Meetings

- A.** The Board shall meet at least 4 times a year, at agreed upon times and places.
- B.** Special meetings of the Board shall be called upon the request of the President or one-third of the Board of Managers. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.
- C.** **In case of emergency, the President may reschedule the planned regular Board meeting (s) to be held at a different and appropriate time and at an appropriate location in-person or via a virtual Meeting format.**

Section 4: Quorum for Board Regular or Special Meetings

A quorum must be attended by a majority of the Board members before business can be transacted or motions made or passed.

Section 5: Board Regular Meeting Agenda

The usual order of business governing any regular meetings of Board of Managers shall be as follows:

- A. Roll Call
- B. Approval of Minutes
- C. Communications
- D. Officer Reports
- E. Committee Reports
- F. Unfinished Business
- G. New Business
- H. Announcements
- I. Adjournment

Section 6: Election and Terms of Officers and Board Members

A. The Officers of the **Association**, to be elected for two-year terms by a majority vote of the PSAD members at each Biennial Meeting, before the election of the Board members every two years by a plurality vote **for four-year terms**, shall be as follows:

- 1. President
- 2. Vice President
- 3. Secretary
- 4. Treasurer
- 5. **Two Board Members, starting in 2003**
- 6. **Three Board Members, starting in 2025**

B. The Officers and the Board members are eligible for re-election.

Section 7: Appointed Board Members

- A. The President **may** appoint **up to** three (3) members as Appointed Board members, from among those serving as Chairs of PSAD Standing **or Special** Committees (see Article V, **Sections 3 and 4**), subject to the approval of the Board.
- B. For the appointed Board members, the Board shall consider same criteria/qualifications as in Article IV, Section 1 – Qualifications of Officer and Board Candidates, except for the timeline (60 Days) mentioned in Section 1, G. The possible person(s) for appointment shall provide his/her biographical information and/or reasons for interest in serving on the board for Board consideration and review. The board may invite the appointed board candidate(s) for an interview for possible appointment.
- C. These three (3) appointed Board members shall serve concurrently as the Chairs of the PSAD Standing **or Special** Committees and as the appointed Board members for a two-year term after the conclusion of the Biennial Conference to the end of the next Biennial Conference.

Section 8: Immediate Past President

If the term of the President of the **Association** has expired without being reelected, he/she shall be considered as the Immediate Past President and a member of the Board of Managers with all the

privileges thereto, except the right to vote as a Board member, for a two-year term, and shall be reimbursed for reasonable expenses in attending meetings of the Board.

Article 9: Duties and Responsibilities of Officers and Board Members

They are as follows:

- A. The President shall convene regularly scheduled Biennial and Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting **in his/her absence** in the following order: Vice-President, Secretary and Treasurer. The President shall appoint, with the approval of the Board, Chairs of Standing and Special Committees, Chapter/ Section/ Member Liaison Coordinator and Membership Secretary. He/she shall be an ex-officio member of all committees.
- B. The Vice-President shall function as the principal associate to the President and shall serve as the Chair of Conference Arrangements Committee. He/she will chair committees on special subjects as designated by the President or the Board of Managers. Upon the resignation or death of the President, he/she shall become the President.
- C. The Secretary shall be responsible for keeping records of Biennial, Board and Executive Committee meetings, Board actions, including Conference registration/member attendance records, overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that organization records are maintained.
- D. The Treasurer shall have supervision of all funds of the **Association**, subject to the direction of the Board of Managers. He/she shall make a report at each Board meeting and shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- E. **The Board Members shall attend board and committee (of which he or she is a Chair or member) meetings; respond to board emails seeking his/her views and vote; perform as chair or member of standing and/or special committees; and attend some PSAD events/functions.**

Section 10: Resignations, Termination, Absences and Filling Vacancies

- A. Resignation from the Board of Managers must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board of Managers.
- B. Any unexpired vacancies in the Board of Managers shall be appointed by the PSAD President with approval from the PSAD Board of Managers for the remainder of the term.

ARTICLE IV – Qualifications of Officer and Board Candidates, Election, and Board Appointment for Officer/Board Vacancy

Section 1: Qualifications of Officer and Board Candidates

Each candidate to qualify for election to the Board of Managers shall:

- A. be PSAD Member for at least one year;
- B. be a registered voter of Pennsylvania before the election and maintain Pennsylvania residency during the term of office;
- C. be thoroughly conversant with American Sign Language;
- D. attend at least one PSAD biennial conference or one PSAD chapter or section meeting prior to the forthcoming PSAD biennial conference.
- E. be responsible to pay for his/her own criminal history check;
- F. submit his/her intention to submit to the Secretary a written communication giving a suitable reason for absence, if he/she will be absent from the meeting at which the election is to be held;
- G. become an Officer or Board candidate in writing 60 days prior to the upcoming conference to the PSAD Secretary for posting via PSAD e-zine, webpage and the conference program book for membership review; Such a candidate shall provide his/her biographical information and reason(s) for his/her candidacy to serve on the PSAD Board.

Section 2: Board Appointment(s) to Fill Officer/Board Vacancy

Should there be an officer/board vacancy, the Board shall consider same criteria/qualifications as in Article IV, Section 1 – Qualifications of Officer and Board Candidates, except for the timeline (60 Days) mentioned in Section 1, G. The possible person(s) for appointment shall provide his/her biographical information and/or reasons for interest in serving on the board for Board consideration and review. The board may invite the officer/board candidate(s) for an interview for possible appointment.

Section 3: Criminal Record/Conviction

No member with a record of serious criminal conviction shall serve as a member of the Board of Managers. A “serious conviction” shall constitute a felony offense or being in prison for more than two years. In the event any current member of the Board of Managers shall be convicted of said serious criminal offense that member shall automatically be removed from the Board of Managers.

ARTICLE V - Committees

Section 1: Executive Committee

There shall be four (4) officers and three (3) Board members of the Executive Committee consisting of a President, Vice President, Secretary, Treasurer, and three (3) Board members to be elected by the Board of Managers. The Executive Committee shall have all of the powers and authority of the Board of Managers in the intervals between meetings of the Board of Managers, subject to the direction and control of the Board of Managers except for the power to amend the Articles of Incorporation and Bylaws.

Section 2: Establishment of Committees

The Board may create Standing and Special Committees as needed. The establishment and/or work of these committees will depend on such factors as levels of interest/concerns, availability of members to accept committee responsibility/leadership and availability of funding. The Board President appoints all committee chairs.

Section 3: Standing Committees

The Standing Committees may be such as following:

- A. Awards
- B. By-Laws
- C. Conference Arrangements (Vice President as Chair)
- D. Finance (Treasurer as Chair)
- E. Fundraising
 - Development & Grants
 - Events
- F. Legislative Committee
 - Deaf + (including DeafBlind and Deaf Disabled)
 - Education
 - Interpreting & Communication Access
 - Mental Health
- G. Media & Technology
- H. Outreach
 - Youth Day Program
 - Young Adult Program
- I. PSADland Camp
- J. Public Relations
- K. Scholarships

Section 4: Special Committees

- A. Emergency Management
- B. History & Preservation
- C. Leadership Training Program
- D. Standard Operating Procedures (SOP)/Board Handbook

Section 5: Representation

From time to time various Pennsylvania state boards, councils, and advisory boards/committees have PSAD representatives as participating members representing the Pennsylvania Deaf Community in terms of representation of interests and concerns of Deaf, DeafBlind, Deaf Disabled, Hard of Hearing citizens and Deaf BIPOC community members. (BIPOC stands for Black, Indigenous, and People of Color).

Such state boards, councils, advisory boards and committees are:

- Advisory Council for the Deaf & Hard of Hearing (ACDHH)
- ACT 57 Stakeholders
- Educational Resources for Children with Hearing Loss (ERCHL)
- PA Registry of Interpreters of the Deaf (PARID)
- PA Statewide Independent Living Council (SILC)

PSAD shall endeavor that such representation continues and shall support this by providing travel expenses to such appointed individuals, if needed.

ARTICLE VI – Finance

Section 1: Fiscal Calendar

The Fiscal Year of the **Association** shall be April 1st to March 31st.

Section 2: Accounting Services

In view of increasing State and Federal requirements for financial reporting for non-profit organizations, PSAD shall continue to contract with a professional accounting firm with CPA licensure for appropriate services.

ARTICLE VII - Chapters and/or Special Sections of the **Association**

Section 1: Establishment

Chapters and/or Sections of the **Association** may be established in Pennsylvania where at least five (5) members of the **Association** in good standing are associated for the purpose of promoting the welfare and objectives of the **Association**. Chapter areas may be geographically defined by the Board of Managers. Sections may be established on the basis of special interests by the members such as senior citizens, parents, or interpreters.

Section 2: Chapter/Section Fund

Each chapter and/or section may create a fund from which to defray all legitimate expenses, subject to limits and procedures that may be set by Board of Managers. The Chapter and/or Section President shall report such chapter and/or section financial decisions to the Board of Managers.

Section 3: Chapter and/or Section Officers and Duties

There shall be four officers consisting of a President, Vice President, Secretary, and Treasurer. Chapter and/or Section officers shall begin their term on January 1st. Their duties are as follows:

- (a) Chapter and/or Section President shall convene regularly scheduled meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. He/she shall be an ex-officio member of all committees.
- (b) Chapter and/or Section Vice-President will chair committees on special subjects
- (c) Chapter and/or Section Secretary shall be responsible for keeping records of chapter and/or section actions, including member attendance records, and overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each chapter and/or section members, and assuring that organization records are maintained. He/she shall send the minutes of the chapter and/or section meetings to the Board Member at Large.
- (d) Chapter and/or Section Treasurer shall have supervision of all funds of the chapter/section, subject to the direction of **Association** Treasurer. He/she make a report at each chapter and/or section meeting, make quarterly report to **Association** Treasurer, shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to chapter/section members and the Board of

Managers. **Association** Treasurer's name being listed is required to be on such bank accounts.

Section 4: Quorum

In all regular **or special** chapter and/or section meetings, five (5) members including two (2) chapter and/or section officers in good standing, shall constitute a quorum for the transaction of all business.

Section 5: Vacancies

When a vacancy in any office of the chapter and/or section exists, nominations for new officers may be received from present chapter and/or section members by the chapter and/or section secretary two weeks in advance of a chapter and/or section meeting. These nominations shall be sent out to chapter members with the regular chapter and/or section meeting announcement, to be voted upon at the next chapter and/or section meeting. These vacancies will be filled only to the end of the particular chapter and/or section officer's term.

Section 6: Resignation, Termination and Absences

Resignation from the chapter and/or section officer must be in writing and received by the chapter and/or section secretary. A chapter and/or section officer shall be dropped for excess absences from the Chapter and/or section if s/he has three unexcused absences from chapter and/or section meetings in a year. A chapter and/or section officer may be removed for other reasons by a three-fourths vote of the remaining chapter officers.

Section 7: Chapter/Section Fiscal Year

Fiscal year of all chapters/sections shall begin on the 1st day of April and end on 31st of March.

Section 8: Dissolution

In case of the dissolution of chapter and/or section, all funds in treasury at the time of such dissolution shall be turned over to the **Association**.

ARTICLE VIII - Parliamentary Authority

Section 1: Robert's Rules of Order

Current edition of Robert's Rules of Order shall be the standard of all questions of parliamentary practice at all meetings of the **Association**, of the Board of Managers and of the Chapters/Sections.

ARTICLE IX – Amendments to the By-Laws

Section 1: Amendments to the By-Laws

These By-Laws may be amended at the biennial meeting by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing and/or by electronic means to the By-Laws committee at least sixty (60) days prior to the biennial meeting. The By-Laws committee shall submit by email and/or by electronic means the proposed amendments to the membership thirty (30) days prior to the biennial meeting.