

# Phoenix Association of the Deaf, Inc

## By-Laws

Ratified by the members on December 18, 2008  
Revision 002 by the members on September 11, 2010  
Revision 003 by the members on November 13, 2010  
Revision 004 by the members on May 11, 2013  
Revision 004 by the members on September 10, 2016

Phoenix Association of the Deaf, Inc  
By-Laws  
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**Article I - Name**

Section 1: The name of this organization shall be the Phoenix Association of the Deaf, Inc, hereafter referred as the Association.

**Article II - Objective**

Section 1: The objective of the Association shall be to work toward social community service and common interests of the Deaf, Hard of Hearing, and Deaf-Blind community.

**Article III - Mission**

Section 1: The Association shall strive to promote the educational, social and economic well being of the Deaf, Hard of Hearing, and Deaf-Blind members and the Deaf, Hard of Hearing, and Deaf-Blind Community.

Section 2: The Association shall own the name, Phoenix Deaf Community Center known as PDCC.

**Article IV - Classification**

Section 1: The Association shall be a publicity-supported organization, not a private foundation.

**Article V - Scope of Financial Activity**

Section 1: The Association may, in any legal manner, acquire, hold, own, sell, lease, encumber, and otherwise legally dispose of all kinds or property, real and personal, for the purpose of carrying out its primary objectives.

Section 2: The Association may solicit, receive, and hold money and property by gift, contribution, bequest, in-kind service, or otherwise and such property may be sold and converted into cash for the purpose of carrying out its primary objectives.

Section 3: The Association may invest funds received, as well as the income from such property, for the purpose of carrying out its primary objectives.

**Article VI - Membership**

Section 1: The Association Membership shall be open to any person who promotes and show an interest in the Deaf, Hard of Hearing, and Deaf-Blind Community. The member shall support the objectives and goals of the Association.

Section 2: Any member wishing to run for the office or committee must be a member in good standing of the PAD (Phoenix Association for the Deaf).

### Section 3: Members' Bill of Rights

- a. Every member has the right to be respected as a human being.
- b. Every member has the right to speak his or her opinions and be heard by other members.
- c. Every member has the right to participate in any activities of this organization.
- d. Every active member shall have the right to seek both office and vote in the organization.
- e. No active member will be denied these rights such as but not limited to race, color, creed, sex, sexual orientation, and nationality, any type of disability, political affiliation, age or religion.
- f. Every member has the right to support the candidate of his or her choice and to participate in that right with others.
- g. Every member has the right to a fair hearing, to be represented by an individual of his or her choice and proper appeal procedures.
- h. Every member has the right to be secure in his or her basic rights without fear such as but not limited to political, economic, physical or psychological intimidation.

Section 4: The active members presented at the meeting, by a two-thirds (2/3) vote, may discipline or impeach any members or affiliated members upon evidence of material violation of the By-Laws, Policy & Procedure Manual, or practice of the organization. The case shall be referred to the Arbitrary Committee. The member or affiliated member in question shall be entitled to state his or her case before the Arbitrary Committee and is entitled to due process.

### **Article VII - Membership Dues**

Section 1: Members in attendance during the general meeting shall determine the amount of the membership dues.

### **Article VIII - Board of Directors**

Section 1: The association shall be governed by a Board of Directors, initially nine (9) in numbers. A simple majority vote of the directors present and voting shall be sufficient to pass on all questions.

Section 2: The Board of Directors shall consist of a Chairman, a Vice Chairman, a President, a Vice President, a Secretary, a Treasurer and three (3) Board of Director Members. They will serve a two (2) year term starting at the inauguration of the odd-numbered year and terminate at the inauguration of the newly elected directors of the odd-numbered year.

Section 3: The Board of Directors shall each serve a two-year term and shall have no limits on the numbers of terms.

Section 4: Any Director, who resigns during the term, shall not be eligible to run any office during this term.

Section 5: The Date of the Oath of Office for Board of Directors shall be held every odd-numbered year during the month of January.

Section 6: Board of Directors' Oath of Office:

I, (name), having been duly elected to office in the Phoenix Association of the Deaf, do solemnly pledge to uphold the By Laws and Policy & Procedure Manual of Phoenix Association of the Deaf. I further pledge to perform the duties of my office to the best of my ability. I promise that at the conclusion of my term of office, I will turn over to my successor all properties that are related to the Board of Director's duties of the Phoenix Association of the Deaf, Inc.

Section 7: Vacancies in the office of Board of Directors caused by resignation or otherwise may be filled by appointment by the President with approval of the Board of Directors. The term of appointees shall fill in for the remaining term.

Section 8: In case of vacancy in the office of President caused by resignation or otherwise, Vice President shall become Acting President until the next general meeting. The members shall elect a new President. The term of appointees shall fill in for the remaining term.

Section 9: Any Board of Directors may participate in any meetings, which are assigned to specific committees under the Policy & Procedure Manual with the exception of the Election Committee.

Section 10: The Board of Directors, by a two-thirds (2/3) vote of the entire directors, may suspend or impeach any member, officer, member-at-large, or affiliated members upon evidence of material violation of the By-Laws or any regulation or practice of the Association. The case shall be referred to the Arbitrary Committee. The member, director or officer in question shall be entitled to state his or her case before the Arbitrary Committee and is entitled to due process.

Section 11: Any Board of Directors member who has three unexcused absence for the Board of Directors meetings, or two General meetings in a calendar year, shall be removed.

## **Article IX - Duties of Board of Directors**

Section 1: The President is the principle-operating officer of the Association.

Section 2: It shall be the duty of the President of the Board of Directors to preside over the General meeting. The President and Board of Director Chair shall appoint committee chair to each standing and ad-hoc committees subject to the approval of the Board of Directors. The President shall have the right to create new committees as deemed necessary, subject to the approval of the Board of Directors.

Section 3: The President shall act as the official spokesperson for the Association, including acting as a liaison between other organizations. The President shall have the right to bring business before the general meeting and enter it into discussion. The President shall have the authority to freeze spending and stop any operational activity upon approval of the Board of Directors.

Section 4: The Outgoing President shall complete duties as a Transition President, for sixty (60) days after the election. During this transition time, the Transition President shall have the record books of the Association turning over to the new President.

Section 5: The Vice President shall assist the President with the day-to-day operation of the Association. The Vice President shall preside at the General meeting, in case the President becomes unavailable.

Section 6: The Secretary shall record the proceedings of all Board of Directors meetings and the General meetings of the Association. The Secretary shall submit a written report of all meetings and make reports on the Board of Directors' activities and decisions to members. The Secretary shall engage in any correspondence as directed by the Board of Directors. The Secretary shall post meeting minutes on the Association's website and post the meeting minutes at PDCC (Phoenix Deaf Community Center) at least fifteen (15) days before the general meeting. The Secretary must keep all written minutes and written motions for three (3) years.

Section 7: The Outgoing Secretary shall complete duties as a Transition Secretary, for sixty (60) days after the election. During this transition time, the Transition Secretary shall have the minutes' books and corresponding documents of the Association turning over to the new Secretary.

Section 8: The Treasurer shall receive all monies of the Association. The Treasurer shall keep a precise account of all monies received, give receipts for same and make a monthly report to the Auditing Committee, and when called upon to do so by the Board of Directors. The Treasurer shall pay all bills approved by the President, as authorized by the Board of Directors. A reputable bonding company subject to approval by the Board of Directors shall bond the Treasurer at the Association expense.

Section 9: The Outgoing Treasurer shall complete duties as a Transition Treasurer, for sixty (60) days after the election. During this transition time, the Transition Treasurer shall have the financial books of the Association audited prior to turning them over with the Association's funds and securities to the new Treasurer.

Section 10: The Chairman of the Board of Directors shall coordinate and preside over the Board of Directors meeting. The Chairman of the Board of Directors shall break the tie-vote.

Section 11: The Board of Directors shall have the authority to freeze spending or request the cessation any operational activity.

## **Article X - Election and Terms**

Section 1: To be eligible to vote in the Elections Meeting, a member has to be accepted into membership a minimum of 30 days prior to Elections Meeting.

Section 2: Candidates for the Board of Directors may be nominated from the floor and from names submitted by the election committee; candidates must be presented at the election meeting. Such candidates shall have been active or life members in good standing for 12 months immediately prior to the PAD meeting during which elections take place, as reflected in the official membership rolls.

Section 3: Election meetings shall be held every even-numbered year during the month of November.

Section 4: Each voting member may elect President, Vice President, Secretary, Treasurer, Chairman, Vice Chairman, and three (3) Board of Directors candidates.

Section 5: Nepotism (more than one family and/or relative member) shall not be permitted to serve on the Board of Directors.

## **Article XI - Nomination and Election of Officers**

Section 1: Two months before the election, the Election Committee shall prepare for and conduct the nominating and election process. Members of the Election Committee shall not be eligible to run for any elected office or position on the Board of Directors.

Section 2: Active members in good standing desiring to be a candidate for any Board of Directors office and position may announce his or her intention in the official publication of the Association preceding the election.

Section 3: The Election Committee shall post in the Association's official publication and website an announcement of the upcoming election for all elected Board of Directors offices and positions.

Section 4: Nominations may be made from the floor during the open nominating period of the Election.

Section 5: The Election Committee shall determine which attendees are members in good standing and are eligible to vote during the Election and shall also ensure that all candidates are qualified based on the Association's record.

Section 6: The Election Committee shall collect and count all votes from the eligible voting members. Upon completion of the vote count, the Election Committee shall declare the candidate with a total majority of the vote and then certify the results.

## **Article XII - Meetings**

Section 1: The Association shall have at least three (3) meetings per a year; during General Meeting in the month of January, the members shall determine the dates of the general meetings.

Section 2: Special General Meetings may be called at the request of

- a. The President with approval from the Board of Directors
- b. The active members in good standing in writing

The date and location of the special meeting shall be given at least ten (10) days prior thereto by written notice delivered by mail or e-mail to all members at the respective members address as shown on the records of the Association. The general nature of the business to be transacted at the special meeting should be specified in the notice.

Section 3: The meetings of the Board of Directors shall be at least five (5) meetings a year (except June, July, and August) for the purpose of carrying the business of the association. The public is welcome to observe the proceeding and ask questions.

Section 4: Special Board of Directors meetings may be called at the request of

- a. The Chairman with approval from the Board of Directors
- b. The majority of the Board of Directors

The date and location of the special Association Directors meeting shall be given ten (10) days prior thereto by written notice delivered by mail or e-mail to all Association Directors at the respective address as shown on the records of the Association. The general nature of the business to be transacted at the special meeting should be specified in the notice.

Section 5: To be eligible to vote in the general meeting, a member has to be accepted into membership a minimum of 30 days prior to the general meeting.

Section 6: The agenda for the general meetings shall be decided by a majority vote of the Board of Directors.

## **Article XIII - Minutes**

Section 1: The minutes of the meeting shall be recorded at every general and election meeting. The members shall be approved the previous minutes of the general or election meetings with corrections.

Section 2: The minutes of the Board of Directors meeting shall be recorded at every meeting. The directors shall approve the previous minutes of the meeting with corrections. The members shall read the approved minutes of the Board of Directors meeting at the general meeting with final approval.



Section 3: The minutes of the committee meeting shall be recorded at every meeting with exception of the Auditing and Arbitrary Committees. The Auditing and Arbitrary Committees shall submit a summary report. The committee shall approve the previous minutes of the meeting with corrections. The approved minutes of the committee meeting shall be read at the Board of Directors meeting and attached to the Board of Directors minutes of the meeting.

#### **Article XIV - Quorum**

Section 1: A quorum equal to ten percent (10%) of any active members of the association shall be necessary to transact any business at any general meeting or special meeting of this association. This quorum does not include the Board of Directors.

Section 2: A quorum of the Board of Directors shall be five (5) of the Directors and as such shall be authorized to determine the policies of the business of the association.

#### **Article XV - Committees**

Section 1: There shall be two (2) types of committees: Standing Committee and *ad hoc* Committee. The Standing Committee and *ad hoc* Committee may be formed subject to the approval of the Board of Directors.

Section 2: The Standing Committee may be formed for a general purpose or permanently subject to the approval of the Board of Directors. The purpose and direction must be defined prior to its operation. The committee shall be disbanded as soon as its purpose has been served or completed.

Section 3: The *ad hoc* Committee may be formed for a specific purpose. The purpose and direction must be defined prior to its operation. The committee shall be disbanded as soon as its purpose has been served or completed.

Section 4: The Standing Committee shall be

- A. Auditing Committee
- B. Building Committee
- C. By-Laws Committee
- D. Election Committee
- E. Financial Committee
- F. Arbitrary Committee
- G. And committees defined by the Board of Directors

Section 5: The Board of Directors shall not serve on the standing committees as read from above Section 4, item A. to G.

Section 6: Reports or minutes from the committee every 15 days in writing shall be sent to the Board of Directors so the Board of Directors can monitor the direction of the committee.

## **Article XVI - Auditing Committee**

Section 1: The Auditing Committee shall be responsible for audits of the Association's assets, treasury and funds. The committee shall work with the Treasurer to audit the financial records.

Section 2: The committee shall consist of three Auditors. The Auditors' term shall be three (3) years and shall be three-tiered terms. Third-year Auditor shall be Chair of the Auditing Committee.

Section 3: The members shall elect one Auditor during the month of November annually. The Auditor's term shall begin the following January. The newly-elected Auditor shall replace the first-year Auditor. The first-year Auditor shall replace the second-year Auditor. The second-year Auditor shall replace the third-year Auditor.

## **Article XVII - Building Committee**

Section 1: The Building Committee shall be responsible for the improvement and the upkeep of the buildings and campus of the PDCC (Phoenix Deaf Community Center).

Section 2: The Board of Directors shall appoint the Chair of the Building Committee. The Board of Directors shall replace the chair with good cause or in event the chair resigns.

Section 3: The chair of the committee shall appoint the members to the committee.

## **Article XVIII - By-Laws Committee**

Section 1: The By-Laws Committee shall be responsible for the revision and the upkeep of the By-Laws and Policy & Procedures Manual submitted by the Association members. The committee shall work with the Vice-President to oversee and interpret the By-Laws and Policy & Procedures Manual.

Section 2: The Board of Directors shall appoint the Chair of the By-Laws Committee. The Board of Directors shall replace the chair with good cause or in event the chair resigns.

Section 3: The Chair of the committee shall appoint the members to the committee.

## **Article XIX - Election Committee**

Section 1: The Election Committee shall be responsible for the nominations and election of the officers and member-at-large. The committee shall be formed during the election season.

Section 2: The Board of Directors shall appoint the Chair of the Election Committee. The Board of Directors shall replace the chair with good cause or in event the chair resigns.

Section 3: The Chair of the committee shall appoint the members to the committee.

### **Article XX - Financial Committee**

Section 1: The Financial Committee shall be responsible for the well-being of the Association treasury and funds. The committee shall work with the Treasurer to develop the annual budget.

Section 3: The Board of Directors shall appoint the Chair of the Financial Committee. The Board of Directors shall replace the chair with good cause or in event the chair resign.

Section 4: The Chair of the committee shall appoint the members to the committee.

### **Article XXI - Arbitrary Committees**

Section 1: The Arbitrary Committees shall be responsible for grievance procedures after receiving the formal request from the members and directors. The committee shall mediate the grievance procedures.

Section 2: The Arbitrary Committee shall be responsible for discipline or impeachment procedures after receiving the request from the motions carried by the Board of Directors meeting and General meeting.

Section 3: The Arbitrary Committee shall recommend the decision at the general meeting with summary report; the committee shall not submit the minutes.

Section 4: The Arbitrary Committee shall consist of three (3) Mediators with three (3) Alternatives and served on Arbitrary Committees. Each Mediator's term shall be three (3) years and shall be three-tiered terms. Third-year Mediators shall be Chair of the Arbitrary Committee.

Section 5: The members shall elect one (1) Mediator and one (1) Alternative during the month of November annually. The Mediator's term shall begin the following January. The newly-elected Mediators and Alternatives shall replace the first-year Mediators and Alternatives. The first-year Mediators and Alternatives shall replace second-year Mediators and Alternatives. The second-year Mediators and Alternatives shall replace the Third-year Mediators and Alternatives.

### **Article XXII - Staff**

Section 1: The positions of the staff may be created for a specific purpose or permanently subject to the approval of the Board of Directors. The purpose and direction must be defined prior to its operation to manage the PAD (Phoenix Association of the Deaf) and PDCC (Phoenix Deaf Community Center).

Section 2: All staff positions shall be volunteer positions unless otherwise determined by the Board of Directors.

## **Article XXIII - Funds**

Section 1: There shall be an annual budget based on the calendar year.

Section 2: The Fund may be created for a specific purpose or permanently subject to the approval of the Board of Directors. The purpose and direction must be defined prior to its operation. The fund shall be closed as soon as its purpose has been served or completed.

## **Article XXIV - Compliance with Articles of Incorporation**

Section 1: The Association is a non-profit organization, and its objectives and purposes are:

- a. That it shall function and engage in any lawful act or activity for which the Association may be organized as stated in the Section 501(c)(3) of the Internal Code of 1954 and subsequent thereof.
- b. That it shall not exercise any power or authority either expressly or by interpretation or by operation, or directly or indirectly engage in any activity which would prevent this Association from qualifying as an organization described in Section 501(c)(3) of the Revenue Code of 1954.
- c. That it shall not distribute any part of the net earnings of the Association to its members, directors, officers, or other private persons. The Association shall use authority and power to pay reasonable compensation and expenses for service rendered, and to make payments and distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954.
- d. That it shall not be involved in carrying out propaganda, or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

## **Article XXV - Compensation and Conflict of Interest**

Section 1: The members of the Board of Directors and committees shall serve without compensation with the exception of staff(s) and/or expenses incurred in the furtherance of the Association's business are allowed to be reimbursed with documentation and prior approval of the Board of Directors.

Section 2: The members of the Board of Directors and committees shall excuse themselves of decisions that present them with a personal or professional conflict of interest.

**Article XXVI - Amendments**

Section 1: Members shall submit any proposed By-Laws amendment to the Chair of the By-Laws Committee no later than 45 days prior to the general meeting.

Section 2: The By-Laws given by the By-Laws Committee shall be amended by a two-thirds vote of the Association members present at any regular meeting.

**Article XXVII - Parliamentary Authority**

Section 1: Any parliamentary procedure not specifically covered by the existing Association By-Laws and Policy & Procedure Manual shall be the procedure named in the most recent edition of Robert’s Rules of Order.

**Article XXVIII - Dissolution**

Section 1: Upon the dissolution of the Association, the members of the Association, after paying or providing for payment of all liabilities of the Association, shall dispose of all the assets of the corporation exclusively, in the matter determined by the members and to organizations qualified for exemption under Section 501(c)(3) of the Internal Revenue Code. These organizations must have established their tax exemption status under Section 501(c)(3) of the United States Internal Revenue Code for the benefit of the Deaf, Hard of Hearing, and Deaf-Blind.

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THIS IS TO CERIFY THAT THE BY-LAWS OF THE PHOENIX ASSOCIATION OF THE DEAF, INC RATIFIED BY MEMBERS:

DECEMBER 18, 2008

THIS IS TO CERIFY THAT THE BY-LAWS OF THE PHOENIX ASSOCIATION OF THE DEAF, INC REVISION DATE IS:

- DECEMBER 18, 2008 - REVISION 001
  - SEPTEMBER 11, 2010 - REVISION 002
  - NOVEMBER 13, 2010 - REVISION 003
  - MAY 11, 2013 - REVISION 004
  - SEPTEMBER 10, 2016 - REVISION 005
-