

Bay Area Coalition of Deaf Senior Citizens, Inc.
BY-LAWS

(Retyped Dec. 2012)

Revised and approved September 22, 2011.

Revised and approved November 14, 2014.

ARTICLE 1: NAME OF CORPORATION

Section 1.1: The name of this non-profit public benefit corporation shall be the BAY AREA COALATION OF DEAF SENIOR CITIZENS, INC. [BACDSC, aka Deaf Senior Coalition (DSC)]

ARTICLE II: OBJECT

Section 2.1: The object and general purpose of this corporation shall be to:

- A. Seek financial assistance in order to establish and secure needed housing facilities for Deaf senior citizens;
- B. Plan, build, operate and maintain housing facilities, activities and support services for Deaf senior citizens;
- C. Explore, advocate, and secure for Deaf senior citizens any and all appropriate physical, economic and social services and programs that will enhance their well-being;
- D. Bring attention to the special needs of Deaf senior citizens and work toward their solution;
- E. Be governed by a Board of Directors that is formed of and operated by and for the benefit of Deaf senior citizens;
- F. Refrain from partisan political activity.

ARTICLE III: MEMBERSHIP AND DUES

Section 3.1: "Bay Area" include as the following Northern California counties: Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano and Sonoma.

Section 3.2: Any person interested in furthering the objectives of this Corporation may apply for membership in the following categories:

- A. Regular Member: a Bay Area resident in good standing;
- B. Associate Member: a non-Bay Area resident in good standing with privileges of participating in and voting at meetings with the exception of holding office;
- C. Honorary Member: by two-third (2/3) present and voting at General Meeting, Honorary membership may be conferred upon an individual in recognition and of distinguished service in the interest of the Deaf. Member shall have participation privileges but may not vote or hold office. Dues shall not be required.

Section 3.3: Dues of membership shall be determined by majority vote at General

Meetings.

Section 3.4: A member is in good standing when dues are current.

Section 3.5: Membership shall be terminating when dues are in arrears more than six (6) months.

Section 3.6: If misconduct by a member(s), the Board of Directions may terminate membership with at least Seventy-five percent (75%) of the Board present and voting approval.

ARTICLE IV: OFFICERS AND THEIR ELECTION

Section 4.1: The officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Membership Director, and Event Director, each of who should hold office for two (2) year periods.

Section 4.2: To be eligible for office, a Regular Member must be Deaf, age 50 or older and in good standing for at least one year.

Section 4.3: The term of office for each officer shall not serve more than three (3) consecutive terms in the same office or until successor comes up.

Section 4.4: The term of office will be two years and concurrent with the calendar year (start on Jan.1).

- A. Election of officers shall be staggered so that during the ODD years (1, 3, 5, 7, 9) the President, Second Vice President and Treasurer are elected. The first Vice President, the secretary, and the membership Director and Event Director shall be elected in EVEN years (0, 2, 4, 6, 8).
- B. Election should be by secret ballot at General Meetings. If only one nominee seeks office, election may be by general consent with a show of hands.

Section 4.5: Nominees for office shall be:

- A. Encouraged and recommended by the Nomination Committee;
- B. Accepted from the floor

Section 4.6: Any vacancy on the Board of Directors between elections may be filled by the Board for the remainder of the term.

Section 4.7: No spouse or significant other with the same address can run for office expect for standing committee during the same term.

ARTICLE V: MEETINGS

Section 5.1: General Meeting of membership and Board of Directors shall be:

- A. For the purpose of electing officers in even-number years;
- B. To receive reports of officers;

- C. To provide the State of the Corporation regarding its progress;
- D. To obtain views and suggestions from the membership;
- E. For any other business that may arise;
- F. Held on a date and place designated at least thirty (30) days in advance by the Board of Directors.

Section 5.2: Board of Directors shall:

- A. Meet at least once between General Meetings, or as is necessary and appropriate in order to carry out its functions.
- B. Call special meetings at the written request of at least three (3) members of the Board, or at the written request of one-third (1/3) of the membership in good standing, when agendas confined to the state purpose;
- C. Have an agenda setting forth the items that will be presented at meetings;
- D. Meet quorum requirement with a majority of the Board present.

ARTICLE VI: QUORUM

Section 6.1: For the General Meetings, ten percent (10%) (Or forty (40) members, whichever is smaller) of the Regular membership in good standing shall constitute a quorum.

Section 6.2: For all committees and Board meetings, a simple majority of the committee members or Board of Directors shall constitute a quorum.

ARTICLE VII: BOARD OF DIRECTORS

The governance of the Corporation shall be invested in its Board of Directors as follows:

Section 7.1: The Board shall be comprised of seven (7) elected officers.

Section 7.2: Responsibility of the Board of Directors shall be to:

- A. Conduct the affairs of the Corporation between Annual Meetings within the framework of its objectives as described in Article II of these Bylaws;
- B. Establish overall policy-making and general guidelines for Corporation operations;
- C. Concur on potential removal of members from Board or committees for failure to attend meetings without just cause;
- D. Appropriate the expenditures of funds set aside for the activities and operation of the Corporation;
- E. Accept formal recommendations initiated by committees and take appropriate 149 action for review and response;
- F. Approve contractual relationships;

- G. Approve all major donations;
- H. Determine the size of committees and appoint their members;
- I. Evaluate the status of the Corporation;
- J. Designate members or other designees authorized to represent the Board in public;
- K. Review and approve periodic financial statements.

Section 7.3: Each member of the Board of Directors leaving office shall turn over to successors all official materials in his/her possession relating to activities or operations of the Corporation.

ARTICLE VIII: COMMITTEES

Section 8.1: Standing committees shall include the:

- A. Laws Committee;
- B. Deaf Senior Housing Project (DSHP) Committee;
- C. Nominations Committee;
- D. Programs Committee.

Section 8.2: The role of standing committees is to meet the responsibilities expressed herein or as expanded by the Board of Directors.

Section 8.3: The President, with Board of Director's approval, may establish such clearly defined standing and ad hoc committees not specially provided for in these By-laws.

Section 8.4: The chair of each committee shall:

- A. Appoint a member of the committee as secretary to record minutes of the meeting;
- B. Initiate and submit its recommendations to the Board of Directors;
- C. Submit a periodic report to the Board of Directors

Section 9.1: Parliamentary procedures not covered by these By-laws shall be determined by reference to Bummy Burstein's Basic Parliamentary Guide (or Robert's Rules of order, newly revised).

Section 9.2: Under no circumstances shall the Constitution and By-laws of this organization be suspended; only standing rules may be suspended by a two-third (2/3) vote of the members present and voting.

ARTICLE X: AMENDMENTS

Section 10.1: These By-laws may be amended:

- A. By two-third (2/3) vote of members present and voting at a general Meeting;

- B. At other meetings specifying proposed amendments on agenda by two-third (2/3) vote of members present and voting provided requirements of section 10.2 are met.

Section 10.2: Proposed amendments, presented to the Laws Committee shall:

- A. Be submitted in writing at least sixty (60) days in advance;
- B. Be reviewed for compliance with Corporation By-laws, state and federal laws;
- C. Then, with thirty (30) day advance notice, be presented to General meetings or other meetings with Laws Committee's recommendations;
- D. Become effective at the conclusion of meeting, or at a time specified in the amendment.

ARTICLE XI: DISSOLUTION

Section 11.1: In the event of dissolution, all assets remaining shall be distributed to a qualified tax- exempt organization(s) having similar objectives as the Corporation.

STANDING RULES

Proclamation of Verification

Revised and approved at the BACDSC General Meeting Deaf Community Center
1550 San Leandro Boulevard, San Leandro, CA 94577 - 4442

9:30 am on Friday, May 3, 2019

Chaired by Elizabeth Grigsby

Witnessed by all the 2019 BACDSC Officers and past officers:

Elizabeth Grigsby, Paula Bryant, Marie Ramos, Celia May Baldwin, Maureen Nieves, Shirley Dart, Marta Barnes, and all in attendance at the above mentioned meeting.

Rule 1: The order of business for meetings shall be as follows:

- A. Call to order by President
- B. Allegiance to US flag
- C. Necrology
- D. Roll Call by Secretary
- E. Reading of Minutes of previous meeting
- F. Reports of Officers
- G. Reports of Committees
- H. Proposed Amendments
- I. Unfinished Business
- J. New Business
- K. Election of Officers
- L. Announcements
- M. Adjournment

DUTIES OF OFFICERS - President

Rule 2.1: The President of the Corporation shall:

- A. Preside at the General Meetings and meetings of the Board of Directors;
- B. Have general supervision and direction of Board affairs;
- C. Nominate committee chairs, other than Nomination Committee and the DSHP Senior Citizen Committee for approval of the Board of Directors;
- D. Videophone (VP), Fax, email when required by circumstances:
- E. Represent the corporation or shall designate a representative to do so in individual cases;
- F. Be ex-officio member of all committees other than the Laws and Nominations Committees;
- G. Appoint two (2) auditors to examine and verify all financial reports rendered by the officers and committees following the close of the fiscal year, or whenever members of the Corporation vote to require it. (No fiscal year report shall be official unless signed by auditors. Periodic reports may be submitted and accepted at meetings.)
- H. Special Duties: Create flyer(s), prepare PowerPoint Slides, assist board members

with their computer technology, and help local deaf senior clubs whenever needed.

DUTIES OF THE OFFICERS – First Vice President

Rule 2.2: The First Vice-President shall:

- A. Preside in the absence of the President;
- B. Perform other duties as assigned by the President and approved by the Board of Directors;
- C. Take office as President in event of long-term or permanent incapacity of the President;
- D. Special Duties: Establish workshops, programs, representative for Bay Area Deaf Seniors Club Holidays (BA-DSC), be on bingo committee, and help local deaf senior clubs whenever needed.

DUTIES OF THE OFFICERS – Second Vice President

Rule 2.3: The Second Vice -President shall:

- A. Perform First Vice President's duties in his/her absence;
- B. Perform such duties as assigned by the President and approved by the Board of Directors;
- C. Bingo Co-Chairperson and/or Silver Heart Coordinator

DUTIES OF THE OFFICERS – Secretary

Rule 2.4: The Secretary shall:

- A. Take and keep minutes of all regular and special meetings;
- B. Receive and send official correspondence, sympathy cards to members (immediate family members only);
- C. Maintain same in appropriate files;
- D. Send the final meeting minutes to Membership Director prior the general meeting;
- E. Special Duties: Bingo Co-Coordinator, edit reports, letters and flyers, assist matching fun funds, chairperson of various events/sports, and assist event director with ideas such as games.

DUTIES OF THE OFFICERS – Treasurer

Rule 2.5: The Treasurer shall:

- A. Receive dues, contributions, grants and other funds, and records them;
- B. Deposit funds in the corporation bank account as is expediently reasonable;

- C. Maintain corporation bank account, which shall be registered with the signature of three (3) officers (President, Treasurer, and Membership Director), each check shall be signed by the Treasurer or one other officer in the Treasurer's absence. Amount over \$3,000 shall be signed by two (2) officers;
- D. Stamp-endorse all checks with the Corporation's bank deposit stamp;
- E. Secure audits as per Corporation policy and for Annual Meetings;
- F. Perform ongoing financial monitoring, assuring that all legal financial requirements are carried out; including required state and federal forms:
- G. Coordinate an annual audit of Corporation financial statements by its auditors and one from an independent account for submission to the Board of Directors;
- H. Send the audited financial report to Membership Director prior the general meeting.
- I. Working with Membership Director, Bingo co-chairperson, and Bay Area Deaf Seniors Club (BA-DSC) treasurer;
- J. Special Duties: Matching Fun Fund, Super Bowl football pool, assist event director, Dingo/Wingo game at the general meeting, and assist local deaf senior clubs whenever needed.

DUTIES OF THE OFFICERS – Membership Director

Rule 2.6: Membership Director shall:

- A. maintain the membership list;
 - 1. Follow up with member's missing information
 - 2. Send copies of update membership list to Treasurer, Bingo Co-chairperson, and President
 - 3. Communicate with members about their dues
- B. Send membership form to new members;
- C. Send reminders to members for their renewals in April and October;
- D. Send notices of general meeting dates and the Annual report of the board and Corporation financial statement prior to the general meeting;
- E. Deposit dues in the bank and submit bank deposit receipts and photocopies of checks to Treasurer. Keep copies in file.
- F. Send event flyers, annual local deaf senior club calendars, and announcements

DUTIES OF THE OFFICERS – Event Director

Rule 2.7: Event Director shall:

- A. maintain and plan two events and two luncheons at the general meetings each year.
- B. Events can be:

1. Field trips
 2. Bingo Holiday Luncheon
 3. Catered luncheon at Fremont Oak Garden (FOG)
 4. Fall Picnic (bi-annually)
 5. Spring Luncheon
 6. Luncheon at the general meetings
 7. Order catered food
 8. Get Board's approval
 9. Check with one of BACDSC board for dishware and utensils
- C. Keep original flyers in BACDSC's file to be passed on to next event director.
1. Make draft flyer
 2. Prepare a proposed event budget for board's approval
 3. Select members to be on committee
 4. Find a location and date for board's approval
 5. Find a photographer to take pictures of the events

DUTIES OF THE OFFICERS – Board of Directors

Rule 3: The Board of Directors may establish Standing Rules apart from By-laws as long as they are in compliance.

Rule 4: Reports: An Annual Report of the Board and Corporation Financial Statement shall be published in the last issue of the Corporation's official publication prior to the general meeting.

Rule 5: Officers of the Corporation shall have such responsibilities and perform such duties as may be prescribed by the Board of Directors and listed in these Standing Rules.

Rule 6: The board to include advisory (non-voting) representatives from DSHP, investment, Audition, Programs, Bylaws, Publications, Ways and Means (i.e.: DINGO and others). Rationale: more flexibility for future changes if necessary.