

**Texas Association of the Deaf  
Updated October 2001**

ARTICLE 1

NAME AND PURPOSE

1.1 Name. The name of the Corporation is Texas Association of the Deaf.

1.2 Purpose. Subject to the provisions of Article 1396-2.01 of the Texas Non-Profit Corporation Act, as amended from time to time (the "Act"), the Corporation is organized exclusively for charitable, religious, educational, scientific, literary, or testing for public safety purposes, or the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law, which purposes shall include, without limitation, providing educational and charitable services to persons who are deaf or hard of hearing and to professionals who provide services to such persons. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its members, Directors, officers or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by members, officers and Directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 2

OFFICES

2.1 Principal Office. The principal office of the Corporation shall be at such place within or without the State of Texas as the Board of Directors may from time to time designate. Other offices may be established at such places as the Board of Directors may from time to time designate.

2.2 Registered Office. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office, and the registered agent and the address of the

registered office may be changed from time to time by the Board of Directors.

## ARTICLE 3

### MEMBERS

3.1 General. The Corporation shall have members. There shall be four classes of members of the Corporation: Active Members, Associate Members, Honorary Members and Retired Members. Any person who is a resident of the State of Texas and who is eighteen (18) years of age or older is eligible to become an Active Member of the Corporation upon payment of membership dues. Any person who is a non-resident of the State of Texas and who is eighteen (18) years of age or older or any person may be an Associate Member of the Corporation. Associate Members shall have all privileges of Active membership except holding an office of the Corporation. Honorary membership is based on recognition by the Corporation of an individual's outstanding service in the interest of the deaf population and it is conferred on such person(s) by an affirmative vote from two-thirds of the members at the biennial statewide convention or two-thirds of the Board of Directors. Honorary Members shall have all privileges of Active membership. Any resident of the State of Texas who is 55 years of age or older or who is permanently and occupationally disabled is eligible to become a Retired Member of the Corporation. Retired Members shall have all privileges of Active membership.

3.2 Dues. All members of the Corporation, except Honorary Members, shall pay dues. The amount of the dues for each membership category shall be set by resolution at the biennial statewide convention of the Corporation.

3.3 Meetings of Members. Meetings of members for any purpose may be held at such time and place within or without the State of Texas as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

3.4 Statewide Convention. A biennial statewide convention of the Corporation shall be held in odd numbered years at such time and place as the Board of Directors shall determine. At each biennial statewide convention, the members shall transact such business as may be properly brought before the meeting.

3.5 Special Meetings. Special meetings of the members for any purpose or purposes may be called by the President, by the Board of Directors, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at the proposed special meeting. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of members shall be limited to the purposes described in the notice of the meeting.

3.6 Notice of Meetings. Notice of meetings of members of the Corporation shall be given in accordance with Article 1396-2.11 of the Act.

3.7 Quorum of Members. Except as may otherwise be provided by the Articles of

Incorporation or by Article 1396-2.12 of the Act, members holding one-tenth (1/10) of the votes entitled to be cast, represented in person, shall constitute a quorum at all meetings of the members for the transaction of business. If a quorum is not represented at any meeting of the members, the members entitled to vote thereat, represented in person, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is represented. At such adjourned meeting, provided a quorum is represented thereat, any business may be transacted that might have been transacted if the meeting had been held in accordance with the original notice thereof.

3.8 Majority Vote of Members. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, by the Articles of Incorporation or these Bylaws.

3.9 Voting. Subject to applicable provisions, if any, of the Articles of Incorporation or these Bylaws, each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Where business of the Corporation is conducted by mail, such business may be conducted by mail, by facsimile transmission, or any combination of the two.

3.10 Informal Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by (i) all the members entitled to vote with respect to the subject matter thereof, or (ii) if the Articles of Incorporation so provide, by a sufficient number of members as would be necessary to take that action at a meeting at which all of the members were present and voted. Any such written consent shall be executed, dated, and filed with the Corporation in the manner required by Article 1396-9.10 of the Act.

## ARTICLE 4

### BOARD OF DIRECTORS

4.1 General Powers. The affairs of the Corporation shall be managed by, and the control and disposition of its properties and funds shall be vested in, the Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws directed or required to be done by the members.

4.2 Number and Qualifications. Directors of the Association shall be deaf members. The number of Directors which shall constitute the whole Board of Directors shall be seven (7). Directors must be Active Members of the Corporation. Four of the Directors of the Corporation shall be the four officers of the Corporation.

4.3 Increase or Decrease in Directors. Unless the Articles of Incorporation provide otherwise, the number of Directors may be increased or decreased from time to time by

amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors may not be decreased to fewer than three (3).

4.4 Term of Office. For purposes of terms of office, the Directors of the Corporation shall be designated as members of two classes: (1) Directors who also serve as officers of the Corporation and (2) Directors who serve six, four and two year terms. The two-year director shall focus on the development of chapters in the areas of Texas where there are no existing deaf organizations. The terms of all Directors of the Corporation shall expire immediately following the biennial statewide convention in the year during which their term is to expire. The Directors of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office.

4.5 Election and Vacancies. Nominations for Director shall be made by the Nominations Committee or any member at the biennial statewide convention of the members. All elections of Directors shall be held at the biennial statewide convention of the members. The vote of a majority of all members of the Corporation present at the biennial statewide convention of the members shall be required for the election of a Director. Notwithstanding the foregoing, (i) any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, and any Director thus elected shall be elected for the unexpired term of his or her predecessor in office, and (ii) any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose. A vacancy shall be declared in any seat on the Board of Directors upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Corporation.

4.6 Removal. Subject to Article 1396-2.15D of the Act, at any meeting of the members called expressly for that purpose at which a quorum is present, any Director or the entire Board of Directors may be removed either for or without cause.

4.7 Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

4.8 Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board of Directors.

4.9 Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of any Director. Notice of each special meeting of the Board of Directors shall be given to each Director at least two (2) days before the date of the meeting.

4.10 Attendance as Waiver of Notice. Attendance of a Director at any meeting shall

constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.11 Voting. A Director shall vote in person.

4.12 Quorum of Directors; Majority Vote. At all meetings of the Board of Directors, the presence in person of a majority of the number of Directors in the manner provided by these Bylaws shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.13 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may from time to time designate one or more committees, including an Executive Committee, which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors; the remainder need not be Directors. Any non-Director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President. The President shall select the chairperson of such committees. The chairperson of each committee shall select the members of their committees subject to the approval of the Board of Directors. Membership on such committees may, but need not be, limited to Directors. The number of members on such committees shall be three (3) unless increased or decreased by the Board of Directors.

4.14 Informal Action by Directors. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall have been signed by (i) all the Directors or committee members, or (ii) if the Articles of Incorporation so provide, by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. Any such written

consent shall be executed, dated, and filed with the Corporation in the manner required by Article 1396-9.10 of the Act.

4.15 Attendance by Telephone. Subject to the provisions of the Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or members of any committee designated by the Board of Directors or the President, may participate in and hold a meeting of such Board of Directors or committee by means of teleconference, videoconference or similar communications equipment by means of which all persons participating in the meeting can see and/or hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.16 Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director; provided, however, that the amount of any compensation paid to a Director shall be reasonable and shall be only as permitted by the Act and these Bylaws. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore; provided, however, that any compensation received by a Director for services to the Corporation that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such Director to the Corporation, and each Director, by virtue of becoming a Director, agrees to execute and deliver to the Corporation any and all documents reasonably requested by the Corporation in order to provide for such reimbursement.

4.17 Editor-in-Chief. The Board of Directors shall elect an Editor-in-Chief of THE DEAF TEXAN and determine any appropriate and reasonable compensation for such person.

## ARTICLE 5

### NOTICES

5.1 Notice to Directors or Members. Any notice to Directors or members shall be in writing and shall be either delivered (by personal delivery or by telecopy or overnight delivery service) or mailed to the Directors or members at their respective addresses appearing on the books of the Corporation. Notice to such addresses shall be deemed to be given when deposited in the United States mail, postage prepaid, or on the day such notice is actually delivered to such address. If transmitted by telecopy, notice is deemed to be delivered on successful transmission of the telecopy.

5.2 Waiver of Notice. Whenever any notice is required to be given to a Director or member under the provisions of the Act or under the provisions of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be

deemed equivalent to the giving of such notice.

## ARTICLE 6

### OFFICERS

6.1 Officers of the Corporation. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Nominations for officers shall be made by the Nominations Committee or any member at the biennial statewide convention of the members. All elections of officers shall be held at the biennial statewide convention of the members. The vote of a majority of all members of the Corporation present at the biennial statewide convention of the members shall be required for the election of an officer. All officers shall hold their offices for such terms of two years and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors by resolutions not inconsistent with these Bylaws.

6.2 Qualifications. Each officer shall be an Active Member, an Honorary Member or a Retired Member of the Corporation and shall be a member of the Board of Directors. The Board of Directors shall have the power to enter into contracts for the employment and reasonable compensation of officers for such terms as the Board of Directors deems advisable, subject to Paragraph 6.3 below.

6.3 Term of Office and Removal. The term of office for all officers shall be for two (2) years, commencing with the date immediately following the biennial statewide convention of the Corporation in the year during which such officers are elected and expiring immediately following the biennial statewide convention in the year during which their term is to expire; provided that the officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Each Officer is eligible to serve up to three consecutive terms in the same office. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

6.4 President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors and the members are carried into effect. The President shall preside at all meetings of the members and the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee.

6.5 Vice President. The Vice President shall, in the absence or disability of the President,

perform the duties and have the authority and exercise the powers of the President. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The Vice President shall serve as the chairperson of the Laws Committee.

6.6 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of members and record all of the proceedings of the meetings of the Board of Directors and of the members in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members, special meetings of the Board of Directors, and (if notice is required) regular meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation (if any) and, when authorized by the Board of Directors, shall affix the same (or state that the Corporation has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his or her signature or by the signature of an Assistant Secretary or of the Treasurer. The Secretary shall be custodian of all official papers and records of the Corporation. The Secretary shall keep a membership roster of members as furnished by the Treasurer. He or she shall prepare a summary of the proceedings of the statewide convention for publication and distribution in a reasonable time following the convention. He or she shall keep an inventory of all properties owned by the Corporation. He or she shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

6.7 Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall keep a financial statement up-to-date to be published in each issue of the Corporation's publication and submit a report on the state of the Corporation's finances at the statewide convention and when called upon to do so by the Board of Directors. He or she shall turn over to the Auditing Committee all such books, receipts and records following the end of each fiscal period for auditing purposes. He or she shall make no expenditures of over \$100.00 unless authorized by the Board of Directors. He or she shall co-sign checks signed by the President or Vice President unless the Board of Directors determines otherwise pursuant to Paragraph 7.2 hereof.

6.8 Bond. Immediately following his or her election, the Treasurer shall give the Corporation a bond of such type, character and amount as the Board of Directors may require. He or she shall not qualify to act as Treasurer of the Corporation or sign checks until such bond has been duly executed, approved and filed. The bond premiums shall be paid by the Corporation.

## ARTICLE 7

## GENERAL PROVISIONS

7.1 Compensation; Restrictions on Loans and Dividends. The Corporation may pay compensation in a reasonable amount to its members, Directors, officers and other agents for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members, but only as permitted by the Act and these Bylaws. The salaries and other compensation of all officers and agents of the Corporation shall be fixed by the Board of Directors. Any compensation paid to any officer of the Corporation in the form of salary, commission, bonus or otherwise that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such officer to the Corporation, and each officer, by virtue of becoming an officer, agrees to execute and deliver to the Corporation any and all documents reasonably requested by the Corporation in order to provide for such reimbursement. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its members, Directors or officers. No loan shall be made by the Corporation to its Directors, officers, or employees.

7.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.3 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

7.4 Seal. The Board of Directors may provide for a corporate seal in such form as it prescribes. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.5 Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its members and Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered office or principal place of business a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

7.6 Conveyance of Land. The Corporation may convey land by deed, with or without the seal of the Corporation, signed by an officer or attorney-in-fact of the Corporation when authorized by appropriate resolution of the Board of Directors or members.

7.7 Parliamentary Procedure. In parliamentary procedure, unless otherwise specified in these Bylaws, Robert's Rules of Order, current edition, shall be the parliamentary authority governing deliberations of this organization.

## ARTICLE 8

### AMENDMENTS

8.1 Amendment to Bylaws. The Corporation's members may amend or repeal the Corporation's Bylaws or adopt new Bylaws by the vote of two-thirds of the votes entitled to be cast by the members present at a meeting at which a quorum is present; provided the amendment was presented in writing prior to the meeting.

## ARTICLE 9

### INDEMNIFICATION

9.1 Power to Indemnify and to Purchase Indemnity Insurance. To the maximum extent permitted by Article 1396-2.22A of the Act (without regard, however, to Section Q of such Article), the Corporation shall indemnify any person who is or was a director or officer of the Corporation against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person's service or status as a director or officer. Further, the Corporation shall pay or reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section. Further, the Corporation may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A and other applicable law, as the Board of Directors may from time to time determine. The provisions of this section shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this section shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Corporation in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

## ARTICLE 10

## AFFILIATIONS

10.1 Affiliations. The Corporation may affiliate with any national or state organization provided such affiliation is duly approved by the members or the Board of Directors.

10.2 Representatives/Delegates. Representatives/delegates to affiliated conventions or meetings shall be elected by a vote of the members or by the Board of Directors. The representative/ delegate's expenses shall be fixed by a vote of the members or by the Board of Directors. The representative/delegate is required to follow the instructions of the members and/or the Board of Directors.