



# Bylaws

## Maryland Deaf Senior Citizens, Inc.

Edition Date: February 15, 2021

### Article 1 – Name

1.1. The name of this organization shall be Maryland Deaf Senior Citizens, Inc., hereinafter known as MDSC. It is incorporated in the State of Maryland.

### Article 2 – Objectives

2.1. MDSC is a non-stock, nonprofit corporation, and shall be operated exclusively for charitable, literary, and educational or other purposes contemplated by, and within the meaning of, Sections 501(c)(3) and 170 (c)(2) of the U.S. Internal Revenue Code or corresponding provisions of any subsequent tax laws (the “Code”). The corporation shall not engage in any activity(ies) such as engaging in partisan political activity(ies) that are inconsistent with its qualification as a tax-exempt corporation under the Code. Without limiting the generality of the foregoing, the objectives for which the corporation is organized include the following:

2.1.1. To plan, advocate, develop, and coordinate various programs or activities such as workshops and gatherings for the purpose of presenting and/or exchanging information benefitting deaf, hard of hearing and deaf/blind senior citizens;

2.1.2. To collaborate with the local, county, and state governments to utilize their services to enhance the quality of life for deaf, hard of hearing and deaf-blind senior citizens;

2.1.3. To work with various deaf, hard of hearing, deaf-blind and hearing organizations on matters affecting or pertaining to the health, education and social welfare of deaf and hard of hearing citizens of Maryland;

2.1.4. To provide educational and cultural enhancement of deaf senior citizens, to share information concerning deafness and deaf culture to the general public and to promote interaction between hearing and deaf or hard of hearing senior citizens; and

2.1.5. To work towards the goal of acquiring a venue for exclusive use of MDSC which will allow increased socialization opportunities, provide educational and cultural enhancement of deaf senior citizens, promote the organization’s monthly social events, and sponsor other events that will serve to mitigate the isolation experienced by many deaf and hard of hearing senior citizens.

### **Article 3 - Membership**

- 3.1. Membership in MDSC shall be open to all individuals who are 50 years of age or older and who support the objectives and goals of MDSC.
- 3.2. Membership shall be gained by submitting a membership application with the applicable yearly dues.
- 3.3. Termination of membership shall be affected by voluntary relinquishment of membership status or through action of the MDSC Board.
- 3.4. The annual membership year shall be from August 1 to July 31 of the following year.
- 3.5. MDSC is affiliated with the national Deaf Seniors of America, Inc (DSA).

### **Article 4 - Officers**

- 4.1. The elected officers of MDSC shall be a President, a Vice-President, a Secretary, and a Treasurer.
- 4.2. The qualifications for any officer are that (a) he/she is deaf or hard of hearing, (b) he/she be a MDSC member, and (c) he/she be a Maryland resident.
- 4.3. The terms of office shall be for two (2) years, beginning after the annual membership meeting held during the annual business meeting in June. The President and Secretary are elected in the odd-numbered year while the Vice President and Treasurer are elected during the even numbered years. For the transition to staggered terms of the officers starting in June 2020, the current President and the current Secretary shall serve one more year. If either of the current President or Secretary wishes not to serve the extra year, then the new elected officer(s) will serve in a term of one year.
- 4.4. The candidates with a plurality of votes shall be declared elected and assume their office immediately after taking the oath of their respective offices.
- 4.5. If the President is unable to carry out his/her duties because of illness or for any other reason, the Vice-President shall assume the duties and responsibilities of the President.
- 4.6. Vacancies in the offices of Vice-President, Secretary, and Treasurer between elections shall be filled by the Board.
- 4.7. The elected officers and their duties are:
  - 4.7.1. President: Responsible for the membership for carrying out the objectives of MDSC. The President shall preside at all membership and Board meetings, and shall represent MDSC at all public events he/she may attend. The President shall also be responsible, with advice from other elected officers for the appointment of board members, Newsletter

editor, Webmaster, Parliamentarian, and committee chairs. He/she shall be an ex-officio member of all committees established within MDSC.

4.7.2. Vice-President: Responsible for planning, conducting, and overseeing all monthly social/educational/cultural programs presented by the organization. He/she is also responsible to the President, and shall carry out those duties assigned to him/her by the President. If the President is unable to carry out his/her duties because of illness or for any other reason, the Vice-President shall assume the duties and responsibilities of the President.

4.7.3. Secretary: Responsible to the President for keeping records of MDSC activities and recording the minutes of Board and membership meetings. The Secretary is also responsible for recording all letters or other communications written to MDSC and keeping a file of all replies. The Secretary is also responsible for sending out meeting notices, announcements, and other documents that may, from time to time, be necessary to send to members. These items may be sent electronically, but if a member does not have a computer, a hard copy shall be mailed to him/her.

4.7.4. Treasurer: Responsible to the President for all financial activities of the officers and committees. The Treasurer shall have charge and custody of and be responsible for all funds, assets, and membership lists, as well as maintaining the organization's checkbook and maintaining a file of all financial statements from banks and investment firms. Accurate financial records shall be maintained in an appropriate accounting ledger. The Treasurer shall give an updated annual financial statement or report to the membership of all monies coming in and going out at the annual membership meeting held in June of each year. The Treasurer shall appoint and supervise a committee of at least five (5) people to assist him/her on a rotating basis at the attendee registration desk during each monthly meeting.

4.7.5. Past President: Serves the President in an advisory capacity and has a voice privilege but no voting right in Board meetings. The past president serves a term of one year immediately following the election of a new President.

4.8. The elected officers shall be bonded.

## **Article 5 - The Board**

5.1. The Board shall be composed of all the four elected officers, the past president, and up to six (6) board members and chairs appointed by the President listed below in Article 5 Section 2.

5.2. The President will assign duties to the Board member and, the four (4) elected to include any but not limited to the following responsibilities:

5.2.1. Appointing a social/educational committee to assist in planning, developing and implementing all monthly social/cultural educational programs presented for the benefit of the members of MDSC,

5.2.2. Serving as liaison between MDSC and Maryland Association of the Deaf (MDAD) and other organizations,

5.2.3. Establishing a recruiting committee, who will be responsible for recruiting new members for MDSC,

5.2.4. Conduct fundraising activities, which includes determination and development necessary for staging the specific fund-raising events/activities, negotiation of space usage agreements, and staging of fund-raising events/activities, including provision/scheduling of all auxiliary arrangements for the events/activities, if needed,

5.2.5. Planning tours and outside activities which include developing, planning, arranging and implementing large and small group tours, recreational activities, outings, picnics, trips to museums, transportation, and the like,

5.2.6. Serve as the Newsletter Editor, who collects, compiles, edits, and prints the organization's quarterly newsletter, The MDSC Messenger, and who shall be responsible for approving the preparation and publication of all organization activity announcements or other materials, and the mailing out of the newsletter.

5.2.7. Serve as the Webmaster, who is responsible for keeping MDSC's (mddeafseniors.org) webpage functioning and up to date,

5.2.8. Perform art work and post general emails and announcements to the membership through the webpage as well as developing flyers for organizational events.

5.2.9. Assist the President with the parliamentary procedures within meetings (See Article 8) and is responsible for reviewing and proposing amendments to the bylaws, under Article 9 and to advise any MDSC member on appropriate parliamentary procedure.

5.3. Some of the above responsibilities, such as the Webmaster, may be assigned to individuals outside of the board but with supervision of a board member.

5.4. Investment Management Committee (IMC) is a three-member committee established by the Board to monitor the management of MDSC's investments by an investment firm and is authorized to make investment changes and withdrawals, as directed by the Board. The three IMC members are appointed by the President in consultation with the four elected officers; and the investment committee selects the chair among the three appointees. The IMC chair shall serve on the Board for a term of 2 years, coinciding with the terms of the officers, and shall be bonded. The IMC committee, through its chair, shall report on a regular basis to the Board on its investment performance involving MDSC's funds. Access to the MDSC invested funds shall be limited to the MDSC President and/or the IMC Chair.

5.5. The Board shall meet monthly, and such other times as may be called for by the President, as needed. At least 48 hours advance notice to all Board members must be sent through email before any special board meeting.

5.6. The Board shall have authority to make emergency decisions between annual membership meetings in accordance with the objectives of MDSC, and as the need may arise.

5.7. If there is an urgent matter to be resolved before the next board meeting, a virtual meeting using a teleconference platform (such as Zoom or Videophone) called by the President is authorized. Voting on matters before the Board during the teleconference meeting is allowed and recorded in the minutes.

### **Article 6 - Meetings**

6.1. The annual membership meeting of members shall be held annually in the month of June on such a date and place as determined by the Board for the purpose of receiving reports from each elected officer and of electing new officers. In the event the meeting cannot be held for any reason, the President shall select another appropriate date for the meeting. Members shall be notified of this meeting at least a one (1) month in advance.

6.2. Special meetings and social gatherings may be called by the President or by a majority of the members of MDSC entitled to vote.

6.3. Any meetings shall be held at such a place as the Board may, from time to time, select.

6.4. A quorum at the annual membership meeting shall consist of members present and/or being represented by proxy, of not less than 25% of members entitled to vote at the meeting.

6.5. A member entitled to vote at a meeting shall be entitled to appoint a proxy holder (who must also be a member) as his or her nominee to attend, act, or vote for him or her at such a meeting. The proxy shall include, in writing, the name of holder, date of meeting, and a signature under the hand of the member.

6.6. The President shall not vote except to break a tie.

### **Article 7 – Finances**

7.1. The annual dues for members shall be determined by the Board with approval of the membership at the annual membership meeting.

7.2. The President shall appoint up to two (2) members in good standing to audit the financial records of MDSC each year and at such other times, as may be deemed appropriate, and to furnish reports on such audits, and to make available to members an annual report of such audits at the annual membership meeting.

7.3. There shall be no remuneration to individual officers, committee members, or other private persons except for expenses incurred through their duties or services rendered, provided such reimbursements in no way adversely affects MDSC's qualification under Section 501(c)(3) of the Code. Admission fees are waived for officers and board members In lieu of travel and mileage incurred for attending board meetings.

7.4. Exceptions are contracted services with a vendor or a service provider, who is a MDSC member or his/her relative. This conflict of interest must be disclosed and recorded in the Board minutes and the contract must be approved by the board and entered in the Board minutes, provided that the charges are reasonable and comparable with or below the existing market conditions. The service provider must be given training on the MDSC's conflict of interest policy and his/her contract be supervised by a non-relative Board member.

7.5. All checks, other than those involving MDSC's investments, and other documents implying financial obligations by MDSC shall be signed by the Treasurer and/or the President.

7.6. Emergency financial decisions may be made by the President in consultation with the board.

7.7. All motions involving investments must be referred to the board for its review and recommendation to the general membership for final vote.

#### **Article 8 - Parliamentary Authority**

8.1. The rules contained in the current edition of Robert's Rules of Order shall govern the deliberations of MDSC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any rules of order MDSC may adopt.

#### **Article 9 - Amendment of Bylaws**

9.1. The Bylaws of MDSC may be amended at any annual membership meeting by a two-thirds vote of those present and voting.

9.2. Any proposed amendment to the bylaws shall be submitted to the President, in writing, at least one (1) month prior to the meeting in which it will be considered, debated, and voted on.

9.3. An amendment to the bylaws goes into effect immediately upon its adoption unless the amendment specifies otherwise.