

Maryland Deaf Senior Citizens, Inc. (MDSC) Bylaws
Revised June 20, 2024

Article 1 – Name and Purpose

1.1. The name of this organization shall be Maryland Deaf Senior Citizens, Inc., hereinafter known as MDSC.

1.2. MDSC is a non-stock, nonprofit corporation, incorporated in the State of Maryland, 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.

1.3. MDSC may be affiliated with the national Deaf Seniors of America, Inc. (DSA).

Article 2 – Definitions

2.1. The capitalized phrase “Deaf and DeafBlind” shall be used in an all-inclusive manner to include all senior citizens who may identify as deaf, hard of hearing, or late-deafened people and use American Sign Language (ASL).

Article 3 - Objectives

3.1. The objectives of MDSC are:

3.1.1. 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 and DeafBlind senior citizens who use American Sign Language (ASL) and written English;

3.1.2. To collaborate with local, county, and state governments to utilize their services to enhance the quality of life for Deaf and DeafBlind senior citizens;

3.1.3. To work with various organizations on matters affecting or pertaining to the health, education, and social welfare of Deaf and DeafBlind senior citizens of Maryland;

3.1.4. To provide educational and cultural enhancement of Deaf and DeafBlind senior citizens, to share information about the deaf experience and deaf culture to the general public; and

3.1.5. To work towards the goal of acquiring a venue for the exclusive use of MDSC which will allow increased socialization opportunities, provide educational and cultural enhancement of Deaf and DeafBlind senior citizens, and promote the organization's monthly educational, cultural, and social events.

Article 4 - Membership

4.1. There shall be three categories of membership: regular, supporting, and honorary.

4.2. Regular membership in MDSC shall be open to all individuals who are (a) Deaf or DeafBlind, (b) 50 years of age or older, and (c) support the objectives and goals of MDSC.

4.2.1. Regular membership shall be granted upon submission of a completed membership application with applicable yearly dues.

4.2.2. The annual membership year shall be from August 1 of the current year to July 31 of the following year.

4.2.3. Regular membership may be terminated in either of two ways: through voluntary relinquishment or through action of the MDSC Board.

4.3. Supporting membership will be open to individuals who do not meet the criteria as described in Section 4.2. They pay membership dues; however, they have no voting rights and cannot run for office.

4.4. Honorary membership may be bestowed upon MDSC members who have served MDSC with distinction for a minimum of 10 years and who have made significant contributions to promote MDSC's objectives and goals. It is a lifetime recognition.

4.4.1. To be a candidate for honorary membership, at least five (5) regular members submit a written nomination along with a written justification to the Board. Upon the affirmative vote by the three-fourths ($\frac{3}{4}$) of the Board, the nomination shall be submitted to the general membership. A vote of three-fourths ($\frac{3}{4}$) of the regular members present and voting is required to confer the honorary membership to the nominee. In the event that the nominee has been a member for less than ten years, it will require a unanimous vote of the board and three-fourths ($\frac{3}{4}$) of regular members present and voting for approval.

4.4.2. Honorary members do not pay annual dues. They hold full speaking rights in general meetings but do not have voting rights and can not hold any office.

Article 5 - Officers

5.1. The elected officers shall be a President, a Vice President, a Secretary, and a Treasurer.

5.2. The qualifications for any officer are that (a) he/she is Deaf or DeafBlind, (b) he/she is a regular member, and (c) he/she is a Maryland resident.

5.3. 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 odd-numbered years while the Vice President and Treasurer are elected during even-numbered years.

5.4. The candidates with a majority of votes shall be declared elected and assume their office immediately after taking the oath of their respective offices.

5.5. 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.

5.6. Vacancies in the offices of Vice President, Secretary, and Treasurer between elections shall be filled by the Board.

5.7. The elected officers and their duties are:

5.7.1. President: Responsible for carrying out the objectives of MDSC. The President shall preside at all membership and Board meetings and shall represent MDSC at public events. The President shall also be responsible, with advice from other elected officers for the appointment of members-at-large. He/she shall be an *ex-officio* member of all committees.

5.7.2. Vice President: Responsible for planning, conducting, and overseeing all monthly social/educational/cultural programs presented by the organization. He/she shall carry out his/her 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.

5.7.3. Secretary: Responsible 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 internet access, the member may request a hard copy be mailed to him/her.

5.7.4. Treasurer: Responsible 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 to assist him/her on a rotating basis at the attendee registration desk during each monthly meeting.

5.7.5. 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.

5.8. The Board shall be covered by directors and officers (D&O) liability insurance.

Article 6 - The Board

6.1. The Board shall be composed of all the four elected officers, the past president, the Investment Management Committee (IMC) Chair, and three (3) to five (5) members-at-large appointed by the President in consultation with the Board.

6.2. Investment Management Committee (IMC) is a four-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 Treasurer shall be the fourth member, and the investment committee selects the chair. The IMC Chair shall serve on the Board for a term of two (2) years, coinciding with the terms of the President, and shall be bonded. The IMC Chair shall report on a regular basis to the Board on its investment performance. Access to the invested funds shall be limited to the President and/or the IMC Chair.

6.3. The President may assign duties to the board members to include any of, but not limited to, the following responsibilities:

6.3.1. Providing reasonable accommodations and volunteer services for members,

6.3.2. Assisting the President with parliamentary procedure during the annual membership and special meetings under Article 7 and advising any MDSC members on appropriate parliamentary procedure,

6.3.3. Providing technological support for a variety of communications, such as social media, special announcements, fliers, event registration, and vlogs,

6.3.4. Reviewing and proposing amendments to the bylaws, under Article 10 with the bylaws committee,

6.3.5. Maintaining and using technological equipment and media to document social events and meetings,

6.4. 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.

6.5. 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.

6.6. The Board shall be empowered to make decisions between annual membership meetings in accordance with the objectives and best interests of MDSC.

Article 7 - Meetings

7.1. The annual membership meeting shall be held annually during 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 the election of new officers. In the event the meeting is not held for any reason, the President, in consultation with the Board, shall select another appropriate date for the meeting. Members shall be notified of this meeting at least thirty (30) days in advance.

7.2. Special membership meetings may be called by (a) the President, in consultation with the Board, or (b) one-fourth ($\frac{1}{4}$) of the regular members.

7.3. Any meetings shall be held at such a place as the Board shall determine.

7.4. The quorum of the annual membership and special meetings is one-fourth ($\frac{1}{4}$) of regular members.

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

Article 8 - Finances

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

8.2. The President, in consultation with the Board, shall appoint up to two (2) regular members 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.

8.3. 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.

8.4. 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.

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

8.6. Emergency financial decisions may be made by the President in consultation with the Board.

8.7. All motions by the general membership involving investments must be referred to the board for its review and recommendation to the general membership for final vote at a future membership meeting.

Article 9 - Parliamentary Authority

9.1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* 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 10 - Amendment of Bylaws

10.1. These bylaws may be amended at any annual membership meeting by a two-thirds ($\frac{2}{3}$) vote of regular members present and voting.

10.2. All proposed amendments to the bylaws shall be submitted to the President, in writing, at least sixty (60) days prior to the meeting.

10.3. All proposed amendments shall be sent to all regular members thirty (30) days prior to the general meeting.

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

Article 11 – Dissolution

11.1. Upon dissolution of MDSC, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding Section of any future federal tax code.

Bylaws Revision History:

- Adopted: October 2005
- Revised: October 2020
- Revised: September 2022
- Revised: April 2023
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