

**ARTICLES OF INCORPORATION**  
**Pennsylvania Society for the Advancement of the Deaf**  
**By-Laws Revised: October 9, 2021**

**FIRST:** The name of the corporation is Pennsylvania Society for the Advancement of the Deaf.

**SECOND:** The location and address of its registered office of the Corporation in this Commonwealth is at Treasurer's address in state of Pennsylvania.

**THIRD:** The Corporation is organized exclusively for charitable, educational, and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), relating to advancing the interest of the Deaf; coordinating and improving facilities and services for the deaf and other hearing-impaired persons; and to develop a better understanding of their problems by the public.

**FOURTH:** All activities of the Corporation shall be subject to the following restrictions:

- (A)** No part of the net earnings of the Corporation shall insure to the benefit of or be distributable to, its members, managers, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article Third hereof.
- (B)** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- (C)** The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (D)** Notwithstanding any other provision of these Articles, the Corporation shall neither have nor exercised any power, nor shall it carry on, directly or indirectly, any other activities not permitted to be carried on
  - 1.)** by a corporation exempt from Federal income tax as an organization described in Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or
  - 2.)** by a corporation, contributions to which are deductible under Section 10 (C) (2), 2055 (a) (2), 2106 (A) (2) and 2522 (A) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Laws).
- (E)** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise to its members or to any persons who are, from time to time, exercising the rights and powers of members, managers, officers or other private persons.
- (F)** The Corporation will receive no more than one-third of its support from gross investment income and receive more than one-third of its support from contributions, membership fees, and gross receipts from activities relating to its exempt function.

**FIFTH:** The term for which the Corporation is to exist is perpetual.

**SIXTH:** The Corporation is organized upon a non-stock basis.

**SEVENTH:** In the event of dissolution of the Corporation, all of its assets and property of every nature and description whatsoever remaining, after paying or making provisions for the payment of

all of the liabilities and obligations of the corporation, but not including assets held by the Corporation upon condition requiring returns, transfer or conveyance, which condition occurs by reason of the dissolution of the corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manners, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501C (3) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law), as the Board of Managers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **By-Laws**

### **ARTICLE I – Membership Classification**

#### **Section 1: Active**

All active members in Pennsylvania shall have full privileges in the organization provided their dues have been paid. Privileges shall be defined as: attending business meetings, voting and holding Society office.

#### **Section 2: Associate**

All associate members from out of state and/or hearing persons shall have full privileges in the organization provided their dues have been paid. Privileges shall be defined as: attending business meetings, voting except the right to hold Society office.

#### **Section 3: Honorary**

All honorary members shall not be liable for any dues, nor shall they be eligible to hold office or privileged to vote at any meetings of the Society.

#### **Section 4: Eligibility to Vote**

To be eligible to vote, a person must:

- 1.) have been an Active or Associate member in the Society for at least one year prior to the next biennial meeting; and
- 2.) be present at the Biennial Meeting or Chapter/Section meeting.

### **ARTICLE II – Biennial Conference, Special Meeting, and PSAD Event**

#### **Section 1: Biennial Conference**

The Biennial Meeting of the Society shall be called the Biennial Conference. The date and place of the regular Biennial Conference during the odd years shall be set by the Board. The conference shall be hosted by the Board of Managers, or PSAD Chapter/Section or Friends of PSAD in partnership with PSAD Board. If any Chapter/Section, or Friends of PSAD expresses interest in hosting or co-hosting, they may submit their bid at the biennial conference at least four years in advance.

## **Section 2: Quorum**

Fifteen (15) members in good standing shall constitute a quorum for the transaction of business meetings during the Biennial Conference and Special Meetings of the Society.

## **Section 3: Biennial Business Meeting Agenda**

The usual order of business governing for the Biennial Conference shall be as follows:

- A. Roll Call
- B. Pledge to the U.S. Flag
- C. Approval of Minutes
- D. Reports of Officers \*
- E. Reports of Committee \*
- F. Unfinished Business
- G. New Business
  - 1) Bylaws Amendments
  - 2) Resolutions
    - a) Commendations
    - b) Issues
  - 3) Consideration and Determination of the Top Five Priorities
  - 4) Other business items
- H. Elections
- I. Announcements
- J. Adjournment

\*Reports are to be printed in the conference program book

## **Section 4: Consideration and Determination of the Top Five Priorities**

The conference members may discuss and vote the top five priorities of the Resolutions section on Issues during the Biennial Conference that the PSAD Board will address for the next two years.

## **Section 5: PSAD Event**

The PSAD Event may include information sessions, workshops, training, exhibits, and social/cultural events. The date and place of the regular PSAD Event during the even years shall be set by the Board of Managers and hosted by a PSAD entity. The selection of a Host for the PSAD Event will be based on interest expressed by Chapter(s), Committee(s), and/or Section(s).

## **Section 6: Special Meeting**

Special meetings of the Society may be called by the Executive Committee.

## **ARTICLE III - Board of Managers**

### **Section 1: Board Composition**

The Board of Managers of the Society shall consist of four (4) officers and eight (8) Board members, elected by the PSAD members in the general assembly, beginning at biennial meeting and ending at the biennial meeting two (2) years hence.

As described in Article III, Section 2 below, after the Biennial Conference there will be three (3) appointed Board members serving a two-year term. Accordingly, from time to time the PSAD Board may be composed of nine (9) to fifteen (15) Board members.

## **Section 2: Appointed Board Members**

- A. The President shall appoint three (3) members as Appointed Board members, from among those serving as Chairs of PSAD Standing Committees (see Article V, Section 3), subject to the approval of the Board.
- B. For the appointed Board members, the Board shall consider same criteria/qualifications as in Article IV, Section 1 – Qualifications of Officer and Board Candidates, except for the timeline (60 Days) mentioned in Section 1, G. The possible person(s) for appointment shall provide his/her biographical information and/or reasons for interest in serving on the board for Board consideration and review. The board may invite the appointed board candidate(s) for an interview for possible appointment.
- C. These three (3) appointed Board members shall serve concurrently as the Chairs of the PSAD Standing Committees and as the appointed Board members for a two-year term after the conclusion of the Biennial Conference to the end of the next Biennial Conference.

## **Section 3: Responsibility**

The Board of Managers is responsible for overall policy and entrusts responsibility for day-to-day operations to the President. The board receives no compensation other than reasonable expenses.

## **Section 4: Meetings**

The Board shall meet at least 4 times a year, at agreed upon times and places.

## **Section 5: Terms**

The four (4) Officers shall be elected for a two (2)-year term by majority vote and four (4) Board members shall be elected for a four (4)-year term every two (2) years by plurality vote. The Officers and the Board members are eligible for re-election.

## **Section 6: Quorum**

A quorum must be attended by a majority of the Board members before business can be transacted or motions made or passed.

## **Section 7: Board Regular Meeting Agenda**

The usual order of business governing any regular meetings of Board of Managers shall be as follows:

- A. Roll Call
- B. Approval of Minutes
- C. Communications
- D. Officer Reports
- E. Committee Reports
- F. Unfinished Business
- G. New Business
- H. Announcements
- I. Adjournment

## **Section 8: Election of Officers of the Society**

The Officers of the Society, to be elected for two-year terms by the PSAD members at each Biennial Meeting before the election of the Board members, shall be as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer

They shall perform their duties as described in Section 10 of this Article.

### **Section 9: Immediate Past President**

If the term of the President of the Society has expired without being reelected, he/she shall be considered as the Immediate Past President and a member of the Board of Managers with all the privileges thereto, except the right to vote as a Board member, for a two-year term, and shall be reimbursed for reasonable expenses in attending meetings of the Board.

### **Section 10: Officers and Duties**

Their duties are as follows:

- A. The President shall convene regularly scheduled Biennial and Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The President shall appoint, with the approval of the Board, Chairs of Standing and Special Committees, Chapter/Section/ Member Liaison Coordinator and Membership Secretary. He/she shall be an ex-officio member of all committees.
- B. The Vice-President shall function as the principal associate to the President and shall serve as the Chair of Conference Arrangements Committee. He/she will chair committees on special subjects as designated by the President or the Board of Managers. Upon the resignation or death of the President, he/she shall become the President.
- C. The Secretary shall be responsible for keeping records of Biennial, Board and Executive Committee meetings, Board actions, including Conference registration/member attendance records, overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that organization records are maintained.
- D. The Treasurer shall have supervision of all funds of the Society, subject to the direction of the Board of Managers. He/she shall make a report at each Board meeting and shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

### **Section 11: Vacancies**

Any unexpired vacancies in the Board of Managers shall be appointed by the PSAD President with approval from the PSAD Board of Managers for the remainder of the term.

### **Section 12: Resignation, Termination and Absences**

Resignation from the Board of Managers must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-

fourths vote of the remaining Board of Managers.

### **Section 13: Special Meetings**

Special meetings of the Board shall be called upon the request of the President or one-third of the Board of Managers. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

### **Section 14: Authority**

Board of Managers shall have authority to hold, take and convey any estate, real or personal, for the use of the Society, and shall have charge generally of all matters pertaining to the Society. The purchase, lease, or sale of real estate held or acquired for purpose of investment may be made at an ordinary meeting of the Board of Managers, or by the Executive Committee.

## **ARTICLE IV – Qualifications of Officer and Board Candidates, Election, and Board Appointment for Officer/Board Vacancy**

### **Section 1: Qualifications of Officer and Board Candidates**

Each candidate to qualify for election to the Board of Managers shall:

- A. be PSAD Member for at least one year;
- B. be a registered voter of Pennsylvania before the election and maintain Pennsylvania residency during the term of office;
- C. be thoroughly conversant with American Sign Language;
- D. attend at least one PSAD biennial conference or one PSAD chapter or section meeting prior to the forthcoming PSAD biennial conference.
- E. be responsible to pay for his/her own criminal history check;
- F. submit his/her intention to submit to the Secretary a written communication giving a suitable reason for absence, if he/she will be absent from the meeting at which the election is to be held;
- G. become an Officer or Board candidate in writing 60 days prior to the upcoming conference to the PSAD Secretary for posting via PSAD e-zine, webpage and the conference program book for membership review; Such a candidate shall provide his/her biographical information and reason(s) for his/her candidacy to serve on the PSAD Board.

### **Section 2: Board Appointment(s) to fill officer/board vacancy**

Should there be an officer/board vacancy, the Board shall consider same criteria/qualifications as in Article IV, Section 1 – Qualifications of Officer and Board Candidates, except for the timeline (60 Days) mentioned in Section 1, G. The possible person(s) for appointment shall provide his/her biographical information and/or reasons for interest in serving on the board for Board consideration and review. The board may invite the officer/board candidate(s) for an interview for possible appointment.

### **Section 3: Criminal Record/Conviction**

No member with a record of serious criminal conviction shall serve as a member of the Board of Managers. A “serious conviction” shall constitute a felony offense or being in prison for more than two years. In the event any current member of the Board of Managers shall be convicted of said serious criminal offense that member shall automatically be removed from the Board of Managers.

## **ARTICLE V - Committees**

### **Section 1: Executive Committee**

There shall be four (4) officers and three (3) Board members of the Executive Committee consisting of a President, Vice President, Secretary, Treasurer, and three (3) Board members to be elected by the Board of Managers. The Executive Committee shall have all of the powers and authority of the Board of Managers in the intervals between meetings of the Board of Managers, subject to the direction and control of the Board of Managers except for the power to amend the Articles of Incorporation and Bylaws.

### **Section 2: Establishment of Committees**

The Board may create Standing and Special Committees as needed. The establishment and/or work of these committees will depend on such factors as levels of interest/concerns, availability of members to accept committee responsibility/leadership and availability of funding. The Board President appoints all committee chairs.

### **Section 3: Standing Committees**

The Standing Committees may be such as following:

- A. By-Laws
- B. Conference Arrangements (Vice President as Chair)
  - Awards
- C. Finance (Treasurer as Chair)
- D. Fundraising
  - Development & Grants
  - Events
- E. Legislative Committee
  - DeafBlind
  - Education
  - Interpreting & Communication Access
  - Mental Health
- F. Media & Technology
- G. Outreach
  - Youth Day Program
  - Young Adult Program
- H. PSADland Camp
- I. Public Relations
- J. Scholarships

### **Section 4: Special Committees**

- A. Emergency Management
- B. History & Preservation
- C. Leadership Training Program
- D. Standard Operating Procedures (SOP)/Board Handbook

## **ARTICLE VI – Finance**

### **Section 1: Fiscal Calendar**

The Fiscal Year of the Society shall be April 1st to March 31st.

### **Section 2: General Fund**

As a general guideline, 75% of any general fund balance at the end of Fiscal Year goes to Endowment Fund. The remaining 25% stays in the General Fund.

## **ARTICLE VII - Chapters and/or Special Sections of the Society**

### **Section 1: Establishment**

Chapters and/or Sections of the Society may be established in Pennsylvania where at least five (5) members of the Society in good standing are associated for the purpose of promoting the welfare and objectives of the Society. Chapter areas may be geographically defined by the Board of Managers. Sections may be established on the basis of special interests by the members such as senior citizens, parents, or interpreters.

### **Section 2: Chapter/Section Fund**

Each chapter and/or section may create a fund from which to defray all legitimate expenses, subject to limits and procedures that may be set by Board of Managers. The Chapter and/or Sections President shall report such chapter and/or section financial decisions to the Board of Managers.

### **Section 3: Chapter and/or Section Officers and Duties**

There shall be four officers consisting of a President, Vice President, Secretary, and Treasurer. Chapter and/or Section officers shall begin their term on January 1st. Their duties are as follows:

- (a) Chapter and/or Section President shall convene regularly scheduled meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. He/she shall be an ex-officio member of all committees.
- (b) Chapter and/or Section Vice-President will chair committees on special subjects
- (c) Chapter and/or Section Secretary shall be responsible for keeping records of chapter and/or section actions, including member attendance records, and overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each chapter and/or section members, and assuring that organization records are maintained. He/she shall send the minutes of the chapter and/or section meetings to the Board Member at Large.
- (d) Chapter and/or Section Treasurer shall have supervision of all funds of the chapter, subject to the direction of Society Treasurer. He/she make a report at each chapter and/or section meeting, make quarterly report to Society Treasurer, shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to chapter members and the Board of Managers. Society Treasurer's name being listed is required to be on such bank accounts.

#### **Section 4: Quorum**

In all regular chapter and/or section meetings, five (5) members including two (2) chapter and/or section officers in good standing, shall constitute a quorum for the transaction of all business.

#### **Section 5: Vacancies**

When a vacancy in any office of the chapter and/or section exists, nominations for new officers may be received from present chapter and/or section members by the chapter and/or section secretary two weeks in advance of a chapter and/or section meeting. These nominations shall be sent out to chapter members with the regular chapter and/or section meeting announcement, to be voted upon at the next chapter and/or section meeting. These vacancies will be filled only to the end of the particular chapter and/or section officer's term.

#### **Section 6: Resignation, Termination and Absences**

Resignation from the chapter and/or section officer must be in writing and received by the chapter and/or section secretary. A chapter and/or section member officers shall be dropped for excess absences from the Chapter and/or section if s/he has three unexcused absences from chapter and/or section meetings in a year. A chapter and/or section officer may be removed for other reasons by a three-fourths vote of the remaining chapter officers.

#### **Section 7: Chapter/Section Fiscal Year**

Fiscal year of all chapters/sections shall begin on the 1st day of April and end on 31st of March.

#### **Section 8: Dissolution**

In case of the dissolution of chapter and/or section, all funds in treasury at the time of such dissolution shall be turned over to the Society.

### **ARTICLE VIII - Parliamentary Authority**

#### **Section 1: Robert's Rules of Order**

Current edition of Robert's Rules of Order shall be the standard of all questions of parliamentary practice at all meetings of the Society, of the Board of Managers and of the Chapters/Sections.

### **ARTICLE IX – Amendments to the By-Laws**

#### **Section 1: Amendments to the By-Laws**

These By-Laws may be amended at the biennial meeting by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing and/or by electronic means to the By- Laws committee at least sixty (60) days prior to the biennial meeting. The By-Laws committee shall submit by email and/or by electronic means the proposed amendments to the membership thirty (30) days prior to the biennial meeting.

*Date of PSAD By-Laws edited/corrected: January 14, 2022*