

PSAD 132nd Conference
Third Biennial Conference
Zoom
Saturday, October 2, 2021

Initial video announcement for Senior Citizens Section by Treasurer Grace Shirk-Emmons.

There will be no election and meeting for Senior Citizens Section today at the Zoom conference. We believe it will take time with Zoom. In 2023, we will have Senior Citizens Section meeting and election. All current officers for Senior Citizens Section are willing to stay on for another term for two years.

President: Sharon Antal

Vice President: Kathy Sabatini

Secretary: Evy Williams

Treasurer: Grace Shirk-Emmons

Senior Citizens Getaway is postponed until October 23-24, 2022. Members will get information about the Senior Citizens Getaway sometime in January 2022.

Welcome Greetings by Mark Marcellino, Chairperson and Evy Williams, Co-Chairperson

Official Opening of the 2021 Conference by President Gerald Penna

Pledge of Allegiance by Mark Marcellino, Chairperson

President Gerald Penna introduces Melissa Draganac-Hawk, President of National Association of the Deaf and Jacob Leffler, Regional 1 Representative

President Melissa Draganac- Hawk and Regional 1 Representative Jacob Leffler shared what National Association of the Deaf has been doing during COVID-19 pandemic and want PSAD members to know about next NAD conference in New Orlando, Florida.

President Gerald Penna thanked President Melissa Draganac-Hawk and Regional 1 Representative Jacob Leffler for their presentation.

Jeffrey Yockey, Bylaws Chairperson started the PSAD Annual General Meeting with the Proposed Bylaws Amendments.

Proposed Bylaws Amendment #1

Conference of Chapters, Committees, and Sections (COCCS) proposed to change the name of Pennsylvania Society for the Advancement of the Deaf to Pennsylvania State Association of the Deaf.

ARTICLES OF INCORPORATION

Pennsylvania Society for the Advancement of the Deaf\Pennsylvania State Association of the Deaf

FIRST: The name of the corporation is Pennsylvania Society for the Advancement of the Deaf (PSAD).

Accordingly, there are 26 proposed changes of the word ~~Society~~ to **Association** in the By-Laws, if approved.

Background Information: In 2011, PSAD Board established a Two-Year Study Committee (2011-2014) to prepare PSAD for the future. The Co-Chairs of this committee were Frank Nemshick and Jeffrey Yockey. One of the recommendations was to change the name of the organization to the Pennsylvania State Association of the Deaf and to keep the same logo and abbreviation, PSAD.

Rationale: “Society” is defined as a voluntary association of persons for common goals/interests. Many think it is a small group of people like a club. All other State Associations associated with NAD have Association in their organization names. The Logo and Abbreviation will remain the same - PSAD. PSAD will continue to be recognized as a statewide organization. In 1881, the terms Society and Advancement were appropriate and meaningful. Today we are much more as we update the terms in tune with today’s language.

Bylaws Committee: We support the change. If approved, the Bylaws committee recommends that PSAD consult an attorney about the name change in the Articles of Incorporation.

PSAD Board: The Board supports the change.

Robert Probst motion to close this proposal due to the objections and comments of those in favor of it.

Jeffrey Yockey asked to open the floor for voting and start a poll to keep the discussion going or to start the voting for the proposal.

Poll on close the discussion, Support 48% - 15 members, oppose 39% - 12 members, abstain 1% - 4 members.

Poll in **Proposed Bylaws Amendment #1**, support 52%, opposed 33% or abstain 15%.

Grace Shirk-Emmons motion that we continue the discussion until all is satisfied, not end it with three objections and three in favor of.

Second recognized

Denise Brown motion that the **Proposed Bylaws Amendment #1** to be lay on the table and Board of Managers need to study more related to name changing.

Second recognized

Poll on the **Proposed Bylaws Amendment #1** to be lay on the table - Support 70%, Oppose 30%

Vote passed

Proposed Bylaws Amendment #2

Bylaws committee proposes to clarify “Special Meeting” by adding “of the Association” in twoplaces below to recognize the difference between the Special Meetings of the Association and the Special Meetings of the Board:

ARTICLE II - Biennial Conference, Special Meeting **of the Association, and PSAD Event**

Section 1: Biennial Conference

The Biennial Meeting of the Society Association 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 the Special Meetings of the Association.

Rationale: This will help members understand what the special meeting is about as originally defined as part of the "Society" and what is the quorum for such a meeting.

Bylaws Committee: We support the clarification in this change

PSAD Board: The Board supports the change.

Proposed Bylaws Amendment #2 - To be lay on the table

Proposed Bylaws Amendment #3

COCCS made a proposed resolution that during the PSAD conference, members choose five (5) top priorities of the issues adopted in the Issues Section under the Resolutions Committee Report.

ARTICLE II - Biennial Conference, Special Meeting of the Association, and PSAD Event

Section 4. Consideration and Determination of the Top Five Priorities

The conference members may discuss and vote for 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.

Rationale: The past resolutions has been very numerous and the work, time, and resources of the PSAD Board are very limited. PSAD Board would like to focus on TOP 5 Priorities for next two years and if the PSAD Board could finish them, then they may work on the rest of the priorities and/or other organization needs.

Bylaws Committee: We view that this should not be a resolution. We support this proposal to become a part of the By-Laws to have a permanent clear reminder to the members of the need to do it. That is why it is listed here.

PSAD Board: The Board supports the change

Jeffrey Yockey, Bylaws Chairperson asked for voting to start on the change with the top five priorities

Poll in **Proposed Bylaws Amendment #3** - Support 97%, Opposed 3%

Vote passed

Proposed Bylaws Amendment #4

Bylaws committee proposes to add a new Section 3 for Biennial Business Meeting Agenda with New Business and Election items added below:

ARTICLE II - Biennial Conference, Special Meeting of the Association, and PSAD Event

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. By-Laws 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 shall be distributed electronically and on PSAD Website.

Rationale: This will help members understand the difference between the Biennial Conference Business Meeting and the Regular Board Meeting.

Bylaws Committee: We support the clarification of Biennial Meeting and Regular Board Meeting Agendas.

PSAD Board: The Board supports the change.

Mark Marcellino motion to close the discussion for this amendment.

Second recognized

Poll in vote to close the discussion - Support 88%, Oppose, Abstain 12%

Poll in **Proposed Bylaws Amendment #4** – Support 93%, Oppose 7%

Vote passed

Proposed Bylaws Amendment #5

Bylaws committee proposes to add a new language in Section 1 as part of Board Composition and a new Section 2 for Appointed Board Members below:

ARTICLE III - Board of Managers

Section 1: Board Composition

The Board of Managers of the Society-Association shall consist of four (4) officers and eight (8) Board members, elected by the PSAD members in the general assembly. Biennial Conference. ~~beginning at biennial meeting and ending at the biennial meeting two (2) years hence.~~ And three (3) appointed Board members.

Of the eight (8) elected Board members, two (2) sets of four (4) Board members shall serve staggered terms of four (4) years each. At a given biennial conference, there will be a slate of four (4) Board members up for election of four (4) year term and the remaining four (4) Board members will have two (2) years left in their terms before being up for election in the next biennial conference 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 numbering will be impacted so the changes in numbers after Section 2 will become Section 3 and so forth.

Rationale: For some time, there was a discussion of an idea of expanding the pool of Board members to increase opportunity for the development of board leadership for the future of PSAD.

Bylaws Committee: We support this change as there is a need to meet the future needs of PSAD leadership.

PSAD Board: The Board supports the change.

Bob Probst motion to close the discussion on this amendment

Second recognized

Poll in vote to close the discussion - Support 97%, oppose 0%, abstain 3%

Poll in **Proposed Bylaws Amendment #5** - Support 94%, Oppose 0%, Abstain 6%

Vote passed

Jeffrey Yockey, Bylaws Chairperson announced that the Proposed Bylaws Amendments needs to cease until after lunch break and give Grace Shirk-Emmons, Election teller who will begin the elections on the floor.

Grace Shirk-Emmons, Election teller started the election and announced that all the candidates have met the requirements for their desired positions.

Grace Shirk-Emmons, Election teller introduced Robert Probst as candidate for President.

Elissa Clark motion that we start with the voting.

Second recognized

Evy Williams motion to close the discussion.

Second recognized

Poll in vote to close the discussion - Support 91%, oppose 0%, abstain 9%

Harvey Corson, Parliamentarian shared with Grace that if there is only one candidate running for the officer and that will be ACL by Board of Manager Secretary to cast the vote.

Grace Shirk-Emmons, Election teller introduced Sharon Antal as candidate for Vice President.

Grace Shirk-Emmons, Election teller introduced Patricia Stroud as candidate for Secretary.

Mark Marcellino as (2019 – 2021) Secretary casted the vote for all the officer's position.

Grace Shirk-Emmons, Election teller introduced five candidates that will be Board Members

Members voted on the poll - Gerald Penna - 94%, Mark Marcellino - 91%, Larry McNulty - 74%, Cren Quigley - 68% and Jeanette Boice - 38%

Four Board members will serve on a four-year term and one Board member will a two-year term.

Harvey Corson, Parliamentarian gave the oath to the new Board members and explained the process for the oath since it is on via Zoom. The President, Vice President, Secretary and five board members said the oath and were sworn in.

Recess at 12:00 p.m. for lunch.

Resume at 1:00 p.m.

Phillip Wismer motion to take **Proposed Bylaws Amendment #1** off the table.

Second recognized

Poll in take **Proposed Bylaws Amendment #1** off the table - Support 71%, Oppose 29%

Charles McGowan motion the **Proposed Bylaws Amendment #1** to be lay on the table to next conference at King of Prussia.

Second recognized

Gerald Penna amends to have this decided before 2 years.

Second recognized

Phillip Wismer wants to make second amends that PSAD board send vote poll and get results, when finish can either send us the result or make decision.

Second not recognized

Sharon Antal motion to close the discussion on the amend.

Second recognized

Poll in close the discussion - Support 100%

Poll on amend - Support 95%, Opposed 5%

Vote on the motion (Postpone decision to Board of Managers within 2 years with members' vote)

Poll – Support 92%, Oppose 3%

Vote passed

Proposed Bylaws Amendment #1 and #2 referred to the Board of Managers.

Proposed Bylaws Amendment #6

Bylaws committee proposes to move Article VIII, Section 2 to Article III, Section 7 with a new Board Regular Meeting Agenda and to update the terms “Calling the Roll” in Section 7A. and “Good of the Order” in Section 7 I. below:

This Article VIII, Section 2 has moved to Article III as Section 7: Board Regular Mtg Agenda

ARTICLE VIII - Parliamentary Authority

Section 2: The usual order of business governing any regular meetings of either the ~~Society~~ Board of Managers shall be as follows:

ARTICLE III: Board of Manager

Section 7: Board Regular Meeting Agenda

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

- A. **Calling the Roll Call**
- B. **Pledge to the U.S. Flag**
- C. **Approval of Minutes**
- D. **Communications**
- E. **Officer Reports**
- F. **Committee Reports**
- G. **Unfinished Business**
- H. **New Business**
- I. **Good of the Order Announcements**
- J. **Adjournment**

Rationale: Same for Proposed Amendment # 4 - This will help members understand the difference between the Biennial Conference Business Meeting and the Regular Board Meeting.

Bylaws Committee: Same for Proposed Amendment #4 - We support the clarification of Biennial Meeting and Regular Board Meeting Agendas.

PSAD Board: The Board supports the change.

Phillip Wismer motioned to close the discussion

Second recognized

Poll – Support 100%

Vote passed

Poll on **Proposed Bylaws Amendment #6** – Support 100%

Vote passed

Proposed Bylaws Amendment #7

Bylaws Committee proposes to add the language/words in yellow highlights below to help PSAD Board of Managers to function better:

ARTICLE III - Board of Managers

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 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.

Rationale: The omissions of duties and responsibilities of some officers are noticed; however, these duties and responsibilities are continued because of tradition and/or knowledge of the officers and board members. It is essentially important to establish in writing in the By-Laws about the orderly succession of Vice President to President upon the resignation of the President which happened recently.

Bylaws Committee: We support language corrections to these omissions.

PSAD Board: The Board supports the change.

Evy motioned to close the discussion

Seconded recognized

Poll on the close the discussion, Support 100%

Vote passed

Poll on **Proposed Bylaws Amendment #7**, Support 100%

Vote passed

Proposed Bylaws Amendment #8

Bylaws Committee proposes to further develop listing of Standing & Special Committees below:

ARTICLE V – Committees and Representation

Section 2: Establishment of Committees

The Board may create Standing and Special Committees as needed. ~~such as fundraising, housing, etc.~~ 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 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. Outreach
 - Youth Day Program
 - Young Adult Program
- G. PSADland Camp
- H. Public Relations, Media & Technology
 - Public Relations
 - Media & Technology
- I. Scholarships

Section 4: Special Committees:

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

Section 5: Representation

From time-to-time various Pennsylvania state boards, councils, and advisory boards/committees have PSAD representatives as participating members representing the Pennsylvania Deaf Community in terms of representation of interests and concerns of Deaf, DeafBlind and Hard of Hearing citizens.

Such state boards, councils and advisory boards and committees are:

Advisory Council for the Deaf & Hard of Hearing (ACDHH)

ACT 57 STAKEHOLDERS

Educational Resources for Children with Hearing Loss (ERCHL)

PA Registry of Interpreter of the Deaf (PARID)

PA Statewide Independent Living Council (SILC)

PSAD shall endeavor that such representation continues and shall support this by providing travel expenses to such appointed individuals, if needed.

Rationale: Over the years PSAD has some 20+ committees established, and this gives PSAD an opportunity to have a much more manageable number of committees with some built-in flexibility.

Bylaws Committee: We support the listing, built-in flexibility & keeping track of committees.

PSAD Board: The Board supports the change.

Phillip Wismer amends to change Deafblind to Deaf + in Section 3 E and add Bipoc community in Section 5

Second recognized

Robyn Miller 2nd amends to add LBGTQIA

Second recognized

Phillip Wismer motion to close the discussion on second amend

Second recognized

Poll on close the discussion, Support 97%, Opposed 3%

Vote passed

Poll on second amend (LBGTQIA) – Support 91%, Opposed 9%

Poll on amend- Support 88%, Opposed 12%

Poll on **Proposed Bylaws Amendment #8** – Support 91%, Opposed 9%

Proposed Bylaws Amendment #9

Bylaws Committee proposes to add the concept of “and/or by electronic means” for future flexibility due to new advances of technology below:

ARTICLE IX - Amendments

Section 1: 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.

Rationale: The committee sees the need to add flexibility to allow PSAD to adapt to new technology without being stuck with older or current technology and to wait for the next Conference to amend this language to allow for such flexibility – like in the past, change from mailing by letters to email.

Bylaws Committee: We support this language change to have built-in flexibility.

PSAD Board: The Board supports the change.

Denise Brown motion to close the discussion

Second recognized

Poll on **Proposed Bylaws Amendment #9**, Support 100%

President Gerald Penna thanking Jeffrey Yockey for his hard working all day on the Proposed Bylaws Amendments and introduced Robert Probst as Resolutions Chairperson.

Resolutions 21-1

WHEREAS the 2021 PSAD Conference Committee hosted by PSAD Board has achieved a marvelous, planned conference and hospitality to the members and the visitors of the PSAD via ZOOM.

BE IT RESOLVED that an ovation of gratitude be given to the 2021 Conference Committee during the closing of the ZOOM conference.

SUBMITTED BY: The Resolutions Committee.

Grace Shirk-Emmons motion to close and vote.

Second recognized

Poll on **Resolutions 21-1**, support 100%

Vote passed

Resolutions 21-2

WHEREAS Conference of Chapters, Committees and Sections (COCCS) moved PSAD to set up sports program for our young adults.

Whereas there are lacking young adults within PSAD. We need to attract more young adults to participate in our organization.

BE IT RESOLVED that PSAD develop a sport program for our young adults

SUBMITTED BY: Conference of Chapters, Committees, and Sections (COCCS)

Charles McGowan motion to refer the resolution 21-2 to Outreach.

Second recognized

Poll on the motion – Support 85%, Opposed 15%

Vote passed

Resolutions 21-3

WHEREAS the topic regarding the name change for PSAD needs to be explored some more with the decision to be made before the conference in 2023 per the motion earlier today.

BE IT RESOLVED that the Board of Managers host several town hall meetings so members can have chances to share their positive and negative comments before the members can make the decision.

SUBMITTED BY: Charles McGowan

Second recognized

ACTION TAKEN: Refer to the Board.

Patricia Stroud amends to have virtual include in case if we cannot have Town Halls in person

Second recognized

Robyn Miller motion to close the discussion

Second recognized

Poll on the motion to close the discussion, Support 100%

Vote passed

Poll on the amend – support 96%, Opposed 4%

Vote passed

Poll on **Resolution 21-3**, Support 85%, Opposed 15%

Vote passed

The meeting was adjourned at 5:20 p.m.

Respectfully submitted,
Marybeth Zeleski Emmons and Patricia Stroud