

**By-Laws of
Guilford County Communication Center
for the Deaf and Hard Of Hearing**

(Doing business as - Communication Services for the Deaf and Hard of Hearing)
revised November 13, 2018

Article I. Purpose

Section 1. The mission of CSDHH is to ensure equal access for the Deaf and Hard of Hearing by providing services to enhance communication through community outreach and advocacy.

Article II. Offices

Section 1. PRINCIPAL OFFICE. The principal office of the corporation shall be located at 1175 Revolution Mill Drive Studio 15 Greensboro NC 27405. The Registered Office and other offices may be maintained within the State of North Carolina as determined by the Board of Directors. The corporation will conduct business throughout the State of North Carolina and file appropriate forms with various counties as needed.

Article III. Board of Directors

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors inclusive of approving the Budget.

Section 2. NUMBER, TERM, AND QUALIFICATIONS. The number of Directors constituting the Board of Directors shall be seven (7).

Three years constitutes one full term of service on the Board. A Director may serve a maximum of two full terms and one partial term before returning to serve again either by election or appointment after stepping down from the board for a period of one year. Any director's vacancy occurring through resignation, disqualification, or removal is provided for under Section 7 of the Article. Directors must be residents of the State of North Carolina.

Section 3. REPRESENTATION. The Board shall have representation of citizens from deaf, hard of hearing, and hearing communities with intent that deaf and hard of hearing membership on

the Board should constitute a 51% majority. The Board may include professionals in the field of deafness, person with skills and experience of value, citizens from community who will commit to active participation and attendance at Board and committee meetings. Every effort shall be made to maintain a 51% deaf and hard of hearing majority.

Section 4. ELIGIBILITY. All officers of the CSDHH Board are to be chosen by the Board.

Section 5. CONFLICT OF INTEREST. Any Director having a real or possible conflict of interest in any matter before the Board must disclose any such conflict of interest to the Board, which will be made a matter of record in the minutes of the meeting. No board member shall participate in any voting procedure that would direct financial resources or gain or benefits to the member, the member's immediate family, affiliate organization or any other matter where a potential conflict of interest may exist.

See Appendix B for the CSDHH Conflict of Interest details

Section 6. HONORARY BOARD MEMBER EMERITUS.

There shall be a category of Board member known as a Board Member Emeritus who is nominated and elected by the Board of Directors. Board member(s) who have served on the Board of Directors with distinction and excellence meets the criteria for serving two terms (6 Years). S/he remains active in volunteering or work with Communication Services for the Deaf and Hard of Hearing (CSDHH). Emeritus members are not included as voting members and are not included for a quorum.

See Appendix A for the complete Emeritus details

Section 7. ADVISORY MEMBERS. A Board Advisory Member is nominated and elected by the Board of Directors. Board member(s) who have served on the Board of Directors with outstanding service and excellence meet the criteria for serving one or two terms as an Advisory Member. S/he shall coordinate at least a project to assist the board members or CSDHH staff as needed. S/he participates in the board meetings with exception when the chair calls for a closed meeting the advisory member leaves the meeting. S/he may end his

or her term at any time. Advisory members are not included as voting members and are not included for a quorum.

See Appendix B for the complete Advisory Member details

Section 8. ELECTIONS AND/OR APPOINTMENT. Except as provided in Section 4 of this Article II, Directors shall be elected/appointed by the current Board of Directors at any regular or special meeting of the Directors or via electronic transmission. All terms shall be for a period of three years each. Each person chosen by the Directors who receives a majority of votes shall be deemed to have been elected.

Section 9. VACANCIES. A vacancy occurring shall be filled by the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor. This shall not constitute a full term as described in Section 2.

Section 10. COMPENSATION.

Board members may be reimbursed for expenses related to business of the agency with prior approval from the Chair or their designee. Reimbursements should be submitted in writing with receipts, and should be submitted with written approval from the Treasurer or their authorized designee.

Section 11. APPOINTMENT OF COMMITTEES. The Board of Directors shall appoint members as they see fit.

Article IV. Meeting of Directors

Section 1. REGULAR MEETINGS. The Board of Directors will meet at least once per quarter, but may meet as often as monthly or bi-monthly as deemed necessary by the chairperson. In addition, the Board of Directors may provide, by resolution, the time and place, within the State of North Carolina, for holding additional regular meetings. All regular meetings of the Board of Directors will be open to the public, with a scheduled time on the agenda for speakers from the floor. There will be a time limit of five (5) minutes for each speaker and issues must reflect business of the board.

A portion of each meeting may be deemed Closed to the Public (staff permitted to attend) or Executive Session (closed to staff).

Section 2. SPECIAL MEETINGS. Special meeting of the Board of Directors may be called by or at the request of the Chair of the Board or any three Directors. Such a meeting must be held within the State of North Carolina, and preferably at the Principal Offices of the agency or as may be designated by the Chair. Minutes will be furnished to all Board Members after the meetings. Meetings and voting can take place electronically in approved confidential chat rooms or approved confidential agency list serves provided all members have received 72 hours advance notification of meeting and are registered to participate. In keeping consistent with the bylaws, a quorum of 6 members is still required for voting. All new potential members will be informed of this new change.

Section 3. NOTICE OF MEETINGS. A regular meeting of the Board of Directors shall be held in each quarter of the year on a date and at a place to be designated by the Chair. The person or persons calling a special meeting of the Board of Directors shall, at least seven days before the meeting notify all members. All members of the Board shall be notified in writing or via electronic transmission. Such notice need not specify the purpose for which the meeting is called.

Section 4. WAIVER OF NOTICE. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. QUORUM. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of board of directors. A majority means more than half of the filled positions.

Section 6. MANNER OF ACTING. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a

meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. PRESUMPTION OF ASSENT. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or her/his dissent is otherwise entered in the minutes of the meeting or unless s/he shall file her/his written dissent to such action with the person acting as the Secretary for the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8. INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent to such action is given in writing or by electronic transmission by each director and such consent is filed with the Minutes of proceedings of the Board of Directors.

Section 9. ATTENDANCE. A director is expected to attend most, if not, all scheduled meetings. In the event a director does not attend two consecutive meetings, s/he will be asked to resign *her/his* position. Special consideration may be given to unique situations that may cause attendance problems. Such matters will be resolved at the discretion of the Chair. Any Director not attending two or more of the regularly scheduled quarterly meetings annually (without notification of the Chair or Director) may disqualify her/himself from the Board unless the Board votes otherwise. The vacancy shall be filled as provided in Article II, Section 6.

Section 10. PARLIAMENTARY PROCEDURE. Board meetings will follow standard parliamentary procedures whenever possible (as described in Robert's Rules of Order) and/or adopt the concept of voting as the Committee as Whole Approach considering the size of this Board.

Section 11. ELECTRONIC BUSINESS. The e-board quorum required for voting will equal the in-person board meeting quorum required.

“Vote by Date and Time” Rule: A time limit of seven days will be allotted to allow each board member to vote electronically on motions made via the agency list serve. Once a motion has been made and seconded, the chairperson will send a “call to vote” email with a voting deadline in the subject line. The chairperson has the discretion to reduce the number of days for unusual situations requiring an urgent vote.

Article V. Officers of the Board

Section 1. OFFICERS OF THE CORPORATION. The officers of the corporation shall consist of a Chair of the Board, a Secretary, Vice Chair, Treasurer and other officers as the Board of Directors may from time to time elect. A nominating committee of 2-3 Board members may be appointed by the Chair as necessary.

Section 2. MULTIPLE OFFICE HOLDINGS. Board members may not hold two offices/positions on the Board of Directors at the same time.

Section 3. ELECTION AND TERM. The officers of the corporation shall be elected by the Board of Directors and each officer shall serve a one year term or until his resignation, removal or disqualification, and may be re-elected up to 2 additional terms by a majority vote. Elections are held in November for terms to follow a calendar year.

No one shall be entitled to serve as an officer of the corporation unless the officer is also a member of the Board.

Section 4. REMOVAL or RESIGNATION. Any officer, agent, or individual elected or appointed by the Board of Directors may voluntarily resign themselves or be removed by a majority of the Board whenever in its judgment the best interests of the corporation. Such resignation or removal shall be without prejudice to the contract rights, if any, of the person resigned or so removed.

When a vacancy occurs, the Board will appoint a Member to complete the term of the vacant position.

Section 5. BONDS. The Board of Directors may by resolution require any officer, agent or employee of the corporation to give bond to the corporation, with sufficient sureties conditioned on the faithful-performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 6. CHAIR OF THE BOARD. The Chair of the Board shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The Chair will perform all duties related to the office of Chair of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

The Chair will, when present and unless otherwise designated, preside at all meetings of the Board of Directors. The Chair is authorized to sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized. However through resolution, the Board may designate another Officer or agent of the corporation to sign such instruments as listed above.

The Chair must have served on the Board for a period of at least one (1) Full term (3 years) before their election.

Section 7. VICE CHAIR. In the absence of the Chair of the Vice Chair shall perform the duties of the Chair of the Board and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair of the Board.

Section 8. SECRETARY. The Secretary or Assistant Secretary or an individual duly designated shall: (a) keep the Minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; c) in general perform all duties incident to the office of Secretary and such other

duties as from time to time may be assigned by the Chair of the Board or by the Board of Directors.

Section 9. TREASURER. The Treasurer shall oversee the financial dealings and accounting for the corporation, making regular reports to the Board at any regular or special meeting of the Board. The Treasurer shall be responsible to the Board in all matters concerning the budget and related matters. The Treasurer will be the lead person of the financial/funding committee.

See Appendix C for descriptions of all Board positions

Article VI. EMPLOYED STAFF

Section 1. EXECUTIVE DIRECTOR- The Board may employ an Executive Director to manage the day-to-day activities of CSDHH. The Executive Director shall be selected in an open competition, and by a (2/3) affirmative vote of the entire Board. The Executive Director shall:

- Serve at the pleasure of the Board.
- Report to the Chairperson of the Board.
- Comply with and implement all policies and procedures of the Board.
- Serve as an ex-officio (non-voting) member of the Board, and attend all meetings of the Board.
- Assist the Board in the preparation of the annual budget.
- Submit to the Board from time to time such reports, statistics, plans and other information as may be requested by the Board.
- If required by the Board, be bonded in an amount to be determined by the Board for faithful performance of the duties of Executive Director, and to ensure restoration to CSDHH of all books, papers, vouchers, money and property of whatever kind belongs to CSDHH in the event of either the death, resignation, retirement or termination of the Executive Director.

Section 2. POSITION AUTHORIZATION- At the request of, and in consultation with, the Executive Director, the Board may authorize the creation of any other full-time or part-time staff positions deemed necessary to carry out the programs of CSDHH.

Section 3. RECRUITMENT, HIRING, TERMINATION, AND SUPERVISION- All other staff shall be recruited, hired, supervised, terminated (if necessary), by the Executive Director.

Article VII. NONDISCRIMINATION

No member, employee, officer, director or any other person involved in the operation or management of this organization shall be discriminated against for any reason.

Article VIII. Contracts, Loans, Checks, Deposits, Liability Insurance, and Audit

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation This authority may be general or designated for specific situations as determined by the Board.

Section 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences in indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Such authority may be general or designated for specific situations as determined by the Board.

Section 3. CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agents or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

Section 5. LIABILITY INSURANCE. Liability insurance protects board members from potential suits when participating or volunteering for any of CSDHH's events or activities.

See Appendix D for Liability Insurance details

Section 6. AUDIT. The financial books and records of CSDHH shall be audited annually or as directed by the Board. The audit will be performed by an independent Certified Public Accountant.

See Appendix E for Audit details

Article IX. Dissolution

Section 1. DISSOLUTION. Funds may not be distributed to members or Directors of the Corporation. After all debts having been satisfied, funds shall be distributed to other organization(s) organized to serve deaf and hard of hearing persons, as nonprofit, under Section 501 (C) 3 of the Internal Revenue Code. To be eligible for consideration, the Board of such organization(s) shall have a majority of deaf and/or hard of hearing Board Members. The decision as to what organization(s) shall receive such funds shall be made by CSDHH Directors in office at that time.

Article X. General Provision

Section 1. SEAL. The corporate seal of the corporation of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

Section 2. FISCAL YEAR. The fiscal year of the corporation shall be July 1st to June 30th.

Section 3. AMENDMENTS. These Bylaws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the Board of Directors.

Appendix A- Honorary Board Emeritus

Appendix B- Advisory Members

Appendix C- Conflict of Interest

Appendix D- Board positions

Appendix E- Liability Insurance

Appendix D- Audit

Document Revision History

Revised November 7, 2006

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