



## **EMPIRE STATE ASSOCIATION OF THE DEAF, Incorporated**

### **BY-LAWS**

Revised and adopted at the following:

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66<sup>th</sup> Biennial Conference in Rochester, New York, March 29-April 1, 2007  
*70th Biennial Conference in Syracuse, New York, October 1-3, 2015, (Proposed)*

## **Table of Contents**

<b>Article I</b>	<b>- Name</b>
<b>Article II</b>	<b>- Object</b>
<b>Article III</b>	<b>- Affiliation</b>
<b>Article IV</b>	<b>- Membership</b>
<b>Article V</b>	<b>- Board of Directors</b>
<b>Article VI</b>	<b>- Officers and their Duties</b>
<b>Article VII</b>	<b>- Branch Representatives and their Duties</b>
<b>Article VIII</b>	<b>- Regional Representatives and their Duties</b>
<b>Article IX</b>	<b>- Affiliates</b>
<b>Article X</b>	<b>- Conference</b>
<b>Article XI</b>	<b>- Meetings</b>
<b>Article XII</b>	<b>- Committees</b>
<b>Article XIII</b>	<b>- Parliamentary Authority</b>
<b>Article XIV</b>	<b>- Standing Rules</b>
<b>Article XV</b>	<b>- Dissolution</b>

## **Article I. Name**

The name of this corporation shall be the Empire (New York) State Association of the Deaf, Inc., (ESAD), hereinafter called the Association. ESAD was established as an organization during its first Convention in Syracuse, New York in 1865. It was incorporated in 1941.

## **Article II - Object**

Section 2.1- The Association shall serve as the focal point of all cooperating agencies within New York State in promoting the welfare of the deaf in educational measures, in employment and in any other field pertaining to or affecting the deaf in their pursuit of economic security, social equality and all their just rights and privileges as citizens of New York State.

Section 2.2 - The Association shall work with other organizations of and for the deaf, with educational organizations, and with organizations of parents of deaf children in any measure its Board, officers or members deem important in promoting the interests of the deaf.

Section 2.3 - The Association shall consist of its Branches and Regions through its designated representatives.

## **Article III - Affiliation**

The Association shall be a cooperating member of the National Association of the Deaf under such conditions as deem appropriate.

## **Article IV - Membership**

Section 4.1. All persons, both deaf and hearing, who are interested in the welfare and purposes of the Association, regardless of their residence, are eligible for membership in the Association upon payment of dues, as stipulated herein.

Section 4.2. The Board shall have the power to impose such fees upon each member to levy such membership dues and assessments as may from time to time be deemed necessary.

## **Article V - Board of Directors**

Section 1. The Officers, the Branch Representatives and Regional Representatives, all constitute the Board for the government, management and conduct of the Association.

Section 2. The Board shall have the general management of the official affairs of the Association. It shall carry out the wishes of the Association so far as they can be ascertained. A majority vote of all members of the Board shall be required to pass any motion involving expenditure in excess of an amount to be determined by the Board.

Section 3. Any member of the Board may resign at any time by giving written notice to the President of the Association. The Association will take action thereon at the next meeting of the Board and report through its Official Publication.

Section 4. Two-thirds (2/3) of the members of the Board shall constitute a quorum for the transaction of business, except that in case of suspension of members or officers, it shall be necessary for two-thirds (2/3) of the entire Board to approve suspension. A majority of the

members present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any member.

## **Article VI – Officers and their Duties**

Section 6.1 - The officers of the Association shall be a President, a Vice President, and a Secretary shall hold their respective offices for two years or until their successors are duly qualified and elected. A Treasurer shall hold the office for four years or until the successor is duly qualified and elected.

Section 6.2 - The order of succession for the presiding officer of the Association in the event of death or other causes shall be the President, Vice President, Secretary, Treasurer, and Chair of the Law Committee.

Section 6.3 - The election of officers shall be by ballot. A unanimous vote when there is but one candidate for an office shall dispense with the ballot. The officer presiding at the election shall appoint three tellers to supervise the voting. The officers shall assume their duties upon adjournment of the Conference at which they are elected.

Section 6.4 - One shall be eligible for election as an Officer of the Association who shall have an eligible membership of an organization minimum of two (2) years prior to joining the organization.

Section 6.5 - One shall be eligible for election as an Officer of the Association who is resident of State of New York.

Section 6.6 - An absent active member may be eligible if a technical consent shall have been obtained and shall be eligible to become a candidate for any office.

Section 6.7 - The candidates shall understand the duties involved and demonstrate ability and willingness to perform the duties of office.

### **Section 6.8 - Duties of the President**

The President shall:

6.8.1 - Oversee general matters of the Association.

6.8.2 - Preside at all meetings of the Association and of the Board.

6.8.3 - Enforce order and decide all questions in dispute, subject to an appeal of the Association by a two-thirds vote.

6.8.4 - Act as Chair of the Board.

6.8.5 - Appoint to fill in a vacancy role in any office with an exception of branch representatives held within inside of an organization subject to the approval of the Board

6.8.6 - Appoint the chairs of the standing committees and all other committees not otherwise provided for herein, subject to Board approval.

6.8.7 - Have the deciding vote in case of tie on any question at a meeting of the Board or the members of the Association.

6.8.8 - Issue warranties for proper withdrawals from the financial account and present to the Treasurer to make checks payable after Board approval.

#### Section 6.9 - Duties of the Vice President

The Vice President shall:

6.9.1 - Act in the capacity of the President in the President's absence or inability to act.

6.9.2 - Perform such other duties as may, from time to time, be required by the Board or delegated by the President.

6.9.3 - Be the liaison between the Board, Branch, and Regional Representatives; and shall oversee organizational activities.

6.9.4 - Coordinate ESAD Student Scholarship and Appreciation Awards committees.

6.9.5 - Be an ex-officio member of all standing committees.

#### Section 6.10 - Duties of the Secretary

The Secretary shall:

6.10.1 - Record the minutes of all proceedings of the Association and of the Board and all notices and reports of meetings under the direction of the President.

6.10.2 - Have charge of all books and papers pertaining to the Association.

6.10.3 - Keep a record of all receipts and expenditures, and submit an audited report to the Association at each Conference, or to the Board, whenever called upon to do so.

6.10.4 - Keep an account of all property, investments and funds of the Association, which at all times be opened for inspection.

6.10.5 - Surrender to the successor within 30 days after adjournment of the Conference all audits and records in possession belonging to the Association.

6.10.6 - Be responsible for updating the Policy Manual.

6.10.7 - In the event the Secretary is unable to attend any meeting of the Board, the Board shall choose one of its members to act as Secretary pro-tern for that meeting.

#### Section 6.11 – Duties of the Treasurer

The Treasurer shall;

6.11.1 – have signatory co-authority of organization's financial accounts.

6.11.2 – Oversee Financial Manager's duties, refer to policy book, fund-raising committee, and grant writing committee.

6.11.3 – Provide bi-annual budget reports prepared by the Ways and Means Chair with approval from the general meeting to the board, develop annual budget as well as comparing the actual revenues and expenses incurred against the budget.

6.11.4 - Oversee the development and implementation of the organization's financial policies.

6.11.5 – Serve as a Finance Committee chair (if applicable).

## **Article VII - Branch Representatives and their Duties**

Section 7.1 - The Association shall have one representative from each Branch.

Section 7.2 - A local organization of the deaf, so desiring may be admitted as a Branch of the Association by a majority vote of the Board of Directors of the Association, hereinafter called the Board.

Section 7.3 - A local organization that joins the Association as a Branch shall pay regular dues and assessments as determined by the Board of the Association. Each representative shall send a list of its officers and their addresses to the Secretary of the Association within one month after its admission.

Section 7.4 - Each year, each active Branch shall pay to the Treasury of the Association a sum determined by the Board for the Branch Directors Fund.

Section 7.5 -Local organizations that shall become Branches by maintaining active organizational standings within State of New York.

Section 7.6 - Each Branch representative shall give the Branch's full report on the business transacted at each Board meeting or Association meeting at the next regular meeting of the Branch.

Section 7.7 - In the event of a Branch representative inability to attend a Board meeting, a proxy will be supplied by their organization.

## **Article VIII – Regional Representatives and their Duties**

Section 8.1 – Nomination and election of regional representative shall take place during biennial conference business meeting.

Section 8.2 - Each regional representative shall be appointed to the Board of Directors by the President with a majority vote of the Board in the absence of a general meeting.

Section 8.3 - Each regional representative shall be a continually- and currently-paying member of the Association and shall be a bona-fide resident in their own county of the eight (8) regions. They shall be known as Niagara, Finger Lakes, North Country, Southern Tier, Central New York, Capitol District, Hudson Valley, and Downstate.

Section 8.4 – Registered counties listed under eight (8) regions (Section 9.2) as follows:

8.4.1 – Niagara, Orleans, Genesee, Wyoming, Erie, Chautauqua, Cattaraugus, and Allegany counties listed under Niagara Region.

- 8.4.2 – Monroe, Wayne, Livingston, Ontario, Seneca, and Yates counties listed under Finger Lakes Region.
- 8.4.3 – Steuben, Schulyer, Tompkins, Chemung, Tioga, Broome, Chenango, and Delaware counties listed as Southern Tier Region.
- 8.4.4 – Oswego, Otsego, Onondaga, Madison, Cayuga, Oneida, Herkimer and Cortland counties listed under Central New York Region.
- 8.4.5 – Lewis, Hamilton, St. Lawrence, Franklin, Clinton, Essex, and Jefferson counties listed under North Country Region.
- 8.4.6 – Saratoga, Schenectady, Warren, Washington, Rensselaer, Schoharie, Albany, Greene, Montgomery, Fulton and Columbia counties listed under Capitol District Region.
- 8.4.7 – Sullivan, Ulster, Dutchess, Orange, Putnam, Rockland, and Westchester counties listed under Hudson Valley Region.
- 8.4.8 – Bronx, Queens, Kings, New York, Richmond, Nassau, and Suffolk counties listed under Downstate Region.

Section 8.4 - Each regional representative may serve on the Board for up to four (4) years or at the discretion of the current ESAD President and approval of Board members.

Section 8.5 - The candidates selected for this should understand the duties involved and demonstrate ability and willingness to perform the duties of the office.

#### **Article IX - Affiliates**

Section 9.1 - A local organization of the deaf may, with the concurrence of a majority of the Board, be designated as an affiliate of the Association and cooperate with, and have the assistance of, the Association in all matters of common interest.

Section 9.2. An affiliate shall pay into the Treasury of the Association an affiliation fee as determined by the Board; provided, however, that the individual members thereof shall not be entitled to any of the privileges of membership in the Association. The affiliation fee shall cover one year from the date of joining or renewal.

Section 9.3. Members of an affiliate may join the Association as individual members as otherwise specified herein.

#### **Article X - Conference**

Section 10.1 - A biennial meeting of voting members for the transaction of Association business shall be held at the Conference.

Section 10.2 - The Association shall meet in Conference within the State of New York every two

(2) years at which time bids for the site of the next Conference will be voted upon.

Section 10.3 - Any Organization desiring to put in a bid for Conference site for its city must write a letter to the Secretary at least one (1) month prior to the coming Conference to gain a formal consideration as a bidder.

Section 10.4 - In the event no bids for the next Conference by an Organization are offered, the Board shall sponsor the Conference, and by a majority vote, shall determine a site and date at a later date which shall be announced no later than one (1) year prior to said Conference.

#### **Article XI - Meetings**

The Board or the President may call board and/or special meetings of the voting members at any time.

#### **Article XII - Committees**

Refer to the Standing Committees in the Policy Manual.

#### **Article XIII - Parliamentary Authority**

The proceedings of all meetings of the Association and of all meetings of the Board shall be held according to common parliamentary practices as set forth in "Robert's Rules of Order."

#### **Article XIV - Standing Rules**

Standing Rules are supplementary to the Bylaws.

#### **Article XV - Dissolution**

In the event that the Association is dissolved, after payments of all debts and liabilities, the remaining assets shall be distributed to charitable or educational organizations dedicated to the welfare of deaf and hard of hearing people as determined by the Board.