

**BYLAWS**  
**FOR THE REGULATION OF**  
**DEAF and HARD of HEARING SERVICE CENTER, INC.**

(Revised by Board of Directors February 2010)

**D/HOH used in the bylaws:** The DHHSC Board of Directors uses the acronym D/HOH to indicate the National Association of the Deaf guidelines and definitions of d/Deaf, Hard of Hearing, late-deafened and Deaf-Blind in the language of its bylaws. Lowercase deaf is used when referring to the audiological condition of not hearing. Uppercase Deaf is used when referring to a particular group of Deaf people who share a language and a culture. Hard of Hearing refers to people who have some hearing and are able to use it for communication purposes and who feel reasonably comfortable doing so. Late-deafened refers to individuals who have lost their hearing after the age of 13 and rely on visual aids for communication including assistive technology and/or sign. Deaf-Blind refers to individuals who have some degree of loss of vision as well as loss of hearing. It is not the intent of the Board of Directors to exclude any particular group of people but merely to encompass all people with various levels of hearing loss whom we serve.

**Deaf Community used in the bylaws:** The DHHSC Board of Directors uses the term Deaf Community with the intent of encompassing D/HOH people, Children of Deaf Adults (CODAs), Siblings of Deaf Adults (SODAs), and other hearing people (including and not limited to parents of D/HOH children, educators of D/HOH and other professionals in the D/HOH field) who are involved in and embraced by the Deaf Community and who support the independent philosophy of the Deaf Culture.

**ARTICLE I**  
**OFFICE INCORPORATION**

The Board of Directors acknowledges the incorporation of Deaf and Hard of Hearing Service Center, Inc. (DHHSC). The headquarters of the corporation shall be located in the County of Fresno, State of California. The corporation may have such other offices within or outside the County of Fresno as the Board of Directors may determine or as the affairs of the corporation may from time to time require.

**ARTICLE II**  
**DIRECTORS**

**SECTION 1 - QUALIFICATIONS:** The affairs of the corporation shall be managed by its Board of Directors. Qualifications for election into the Board of Directors shall be 1) residency in the service area of the corporation, 2) interest in supporting the service goals of DHHSC, 3) representation or involvement in some aspect of the Deaf Community, 4) available time for Board meetings. Board members must attend meetings regularly. Board members must know or be willing to learn basic parliamentary procedure for the conduction of meetings as outlined in Robert's Rules of Order.

**SECTION 2 – NUMBER AND TENURE:** The Board of Directors shall be composed of not less than four (4), nor more than twelve (12), members. A quota of at least 51% of the members of the Board shall be D/HOH. Although this D/HOH quota will be the minimum standard, the Board may continue to operate normally if it is currently unable to fulfill this standard with the understanding that the 51% criteria will be met as soon as possible. No director shall serve on another board which may present a conflict of interest. (See Article IV, Section 8 for more on conflicts of interest.) Nor shall any Board member serve as an officer on any other committee related to DHHSC outside of the Board.

**ARTICLE III**  
**MEETINGS**

**SECTION 1 - REGULAR MEETINGS:** Regular meetings of the Board of Directors shall be held no less than once each month. The Board may decide at its discretion to exclude a monthly meeting for specific circumstances documented in minutes. Most regular meetings shall be held at the corporation's headquarters (Fresno), but at least one meeting per year shall be held in an agreed upon central location. One meeting shall be held on a Saturday; once per year; to allow for participation from outreach areas. This meeting shall be a time for agency evaluation review as well as for community comments. The location, date, and time shall be determined by the Board of Directors and publicized at least one month in advance. Regular meetings shall be conducted according to parliamentary procedure outlined in Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Edition except where differences are noted in the standing orders or in the bylaws of the corporation.

SECTION 2 - SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President or at the request of a Board officer or the Executive Director of the corporation. Special meetings shall be conducted according to parliamentary procedure outlined in Robert's Rules of Order except where differences are noted in standing orders or in the bylaws of the corporation.

SECTION 3 - NOTICE: Notice of any special meeting by the Board of Directors shall be given at least five (5) days prior thereto. Notice shall be delivered to each director at the address/phone number listed on the records of the corporation 1) in written format (electronically or by post) or, 2) by telephone call; provided, however, notice shall not be deemed to have been given merely by leaving a voice message, and telephone procedures for D/HOH people shall be followed for D/HOH Board members.

SECTION 4 – CONTENTS OF NOTICE: Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. Written notices may also be hand-delivered. The purpose of any regular Board meeting need not be specified in the notice. The purposes for which a special meeting is called shall be stated in the notice and documented in the Boardminutes.

SECTION 5 – WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS: The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to hold meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 6 – ACTION BY MAJORITY WRITTEN CONSENT WITHOUT MEETING Any action required or permitted to be taken by the Board of Directors under any provision of the law may be taken without a meeting, if a majority of the responding members of the Board shall individually or collectively consent in writing, electronically or in hard copy, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the next regular meeting of the Board in which a quorum is present. Such action by written consent shall have the same force and effect as a majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action as taken shall state that the action was taken by majority written consent of the Board without a meeting and that the Bylaws of this corporation authorizes the directors to so act, and such statement shall be prima facie evidence of such authority.

#### **ARTICLE IV MEMBERSHIP**

SECTION 1 - RECEIPT of SERVICES: This Corporation shall have no “members” within the meaning of Section 5056 of California Non-Profit Corporation Law. All Board members (i.e. directors) are eligible to receive services from DHHSC regardless of their membership status within Section 5332 of the California Non-Profit Corporation Law (*CNPCL*).

SECTION 2 - SELECTION and TERMS of OFFICE: Any person who is interested in being considered for election to the Board of Directors may apply by submitting a written statement of interest and qualifications to the Secretary of the Board, who will maintain a list of applicants for consideration by the Board whenever vacancies occur. Vacancies in the Board shall be filled as outlined in Article IV, Section 6. Interested individuals must attend two regular Board meetings within a three-month period and must meet the qualifications outlined in Article II Section 1 before being invited to join. An interested individual who has previously served on the Board must attend two regular Board meetings within a three-month period and can be elected to join at his/her second attendance if a written statement of interest is present. Before making a decision about a potential member, current Boardmembers may conduct an interview with that individual and/or require an application to be filled out by that individual at a regular board meeting using standard questions which may or may not be made available to the individual beforehand. A term of office for a Board member shall be three (3) years and begins at the meeting in which he/she is elected. In that way terms of office among Board members shall be staggered. Board members may serve up to two consecutive terms (six years), and then must remain off of the Board for at least one year before they may be re-elected for regular

terms of office. Exceptions can be made to the term limits at the discretion of the Board and with a majority vote. For reference on conflicts of interest, see Article IV, Section 8.

**SECTION 3 - RESIGNATIONS:** Any member of the Board or Committee or Advisory Council (AC) (for more on Committees see Article VI; for Advisory Council see Article VIII) may resign for personal or other reasons by submitting a letter of resignation to a member of the Executive Committee or chair of the specific committee or AC in which he/she serves.

**SECTION 4 - QUORUM:** Fifty-one percent of the duly elected members of the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board. Once a quorum is obtained at a meeting, it must be maintained for the purposes of voting and decision-making. Failing a quorum, the members present may only receive executive and committee reports or may adjourn the meeting until another date and/or time without providing further notice.

**SECTION 5 - REMOVAL:** Any director may be removed for cause by majority of the directors who are present and voting at a properly convened meeting due to 1) violations of the bylaws, policies or rules of the corporation or, 2) for attitudes or conduct that are detrimental to the agency, its operations, its services, or its reputation. These inappropriate actions shall be evidenced by a detailed written complaint to a Board member and/or the Executive Director. The member in question will be allowed due process before a decision is finalized. All pertinent discussion of each case and voting shall be conducted in a properly convened closed session or special meeting of the board, with results recorded in the minutes following the closed session or at the next regularly scheduled board meeting. The process for removal of members of the DHHSC Advisory Council shall be the same as for the Board of Directors, with any complaints being directed to the Executive Director and/or Operations Director of the agency. Due process shall be carried out as described in great detail in the RRO guidelines.

**SECTION 6 - VACANCIES:** Members of the Board of Directors may, by majority vote of those present and voting at a properly convened meeting, fill vacancies of membership by electing an individual who meets qualifications for membership. A director elected to Board membership at any time shall be elected for a three-year term as outlined in Article IV, Section 2.

**SECTIONS 7 - COMPENSATION:** Directors shall receive no financial benefit in exchange for participation as directors, including but not limited to: loans from agency funds, direct profit or compensation for services rendered as a board member or any salary or wages as a board member. Directors may, at the Board's discretion, be compensated for necessary and reasonable direct expenses incurred in conducting agency business on behalf of the corporation or its Board. This compensation policy also applies to any committee or AC member.

**SECTION 8 - CONFLICTS OF INTEREST:** A director may provide contract or other services to the corporation and receive fair and reasonable compensation therefore as long as, in advance of the provision of any services: (a) the potential for a conflict of interest is fully disclosed and explained to the Board; (b) the Board makes an explicit determination that retaining the services of the Board member is in the best interests of the corporation; and (c) the Board member in question subsequently abstains from any and all Board discussions, decisions or votes involving or affecting the terms or compensation of their work, or otherwise presenting a potential conflict of interest or the appearance of such. If an individual interested in becoming a director or a member of an AC was involved in a previous employment situation that could cause a conflict of interest in current participation in Board or AC matters, that individual should refrain from becoming a member. Former employees of DHHSC or its outreach offices shall wait a minimum of one (1) year (12 months) after resignation before joining the Board of Directors or AC. Family members of DHHSC staff may not serve on the Board or AC. Two individuals of the same immediate family, or two individuals cohabitating or in a current intimate relationship, may not serve on the Board or AC at the same time unless an exception is agreed upon by majority of the members present and voting at a properly convened meeting. Individuals representing a potential sponsor of DHHSC may not serve on the Board of Directors as this may present an actual or perceived conflict of interest.

**SECTION 9 – ATTENDANCE:** Any member of the Board of Directors who is absent without prior notice presented at the meeting by a member Board of Directors or the Executive Director of the agency for three

(3) consecutive Board meetings may subsequently be removed for cause from the Board of Directors by majority vote from the members of the Board who are present and voting at a properly convened meeting or closed session. The same attendance policy applies to AC members with removal following the procedure outlined in Article IV, Section 5. AC members must inform the chair or secretary of the AC beforehand that they will be absent in order to be excused from their meetings.

**SECTION 10 - POWERS OF DIRECTORS:** The Board of Directors shall manage and oversee the business of the corporation and, subject to restrictions imposed by law, the articles of Incorporation, or these bylaws, may exercise all the powers of the corporation. Eligible candidates shall have the option of serving as a General Board Member or as an Honorary Board Member. The expectations are slightly different and are attached to these bylaws as Addendum A. The goal of the Board of Directors is to work together for the good of DHHSC and the Deaf Community, upholding DHHSC's mission throughout all decisions and activities. Personal agendas are inappropriate in a board meeting. Without in any way limiting such general powers, it is hereby expressly declared that the Board of Directors shall have the following specific powers as well:

- a) to adopt and/or alter a common seal of the corporation;
- b) to make and change regulations consistent with the management of the corporation's business and affairs;
- c) to approve budgets of the corporation;
- d) to approve other major changes affecting operations of the corporation;
- e) to appoint, remove or suspend, at its discretion (including the perimeters of Article V), all officers of the Board of the corporation, prescribe their duties, and at its discretion, from time to time, to devolve the powers and duties of any officer upon any person for the time being;
- f) to appoint, evaluate, remove at will (following the state of California's labor laws), suspend or discipline the Executive Director (according to policies outlined in the corporation's Employee Handbook), determine the Executive Director's duties, and set the Executive Director's compensation;
- g) to designate funds to pay for any property purchased by the corporation, whether wholly or partly in money, bonds, debentures, or other securities of the corporation;
- h) to approve agency action toward the following: borrowing money, making and issuing notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust, and trust agreements, and to do every act and timing necessary to effectuate the same;
- i) to designate the time and place of its meetings, or to authorize the President to do so;
- j) to select and designate such bank or trust company as they deem advisable as official depository of the funds of the corporation, and to prescribe and order the manner in which such deposits shall be made and/or withdrawn;
- k) to accept gifts, legacies, donations and /or contributions, in any amount or form, on behalf of the corporation, upon such terms and conditions as may be decided by the Board of Directors;
- l) to make such other decisions, or take such other actions, as may be permitted by law and which protect and promote the best interests of the corporation.

## ***ARTICLE V*** **OFFICERS**

**SECTION 1 - OFFICERS:** The officers of the corporation shall be a President (who shall serve as Chairperson of the Board of Directors), a Vice-President, a Secretary, and a Chief Financial Officer or Treasurer, elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries or one or more assistant treasurers as it shall deem desirable. Such officers shall have the authority, and perform the duties prescribed from time to time by the Board of Directors, in addition to those duties herein prescribed. No person shall hold more than one office. No officer shall forfeit the rights of membership by being elected to office.

**SECTION 2 - ELECTION AND TERM OF OFFICE:** Officers must be serving as current Board members and shall be installed by a majority vote of the Board of Directors who are present and voting at a properly convened meeting. The annual Election Meeting for electing officers is in September. The Board may, at its

discretion and with a majority vote, designate another month for the Election Meeting. No person shall hold the same office for more than three consecutive two-year terms. The officer whose term just ended is automatically a member of the Board for a period of one year following the expiration of his/her term as officer. Exceptions to term limits can be made by a majority vote of the Board of Directors who are present and voting at a regular meeting.

**SECTION 3 - REMOVAL:** Any officer elected or appointed by the Board of Directors may be removed for cause by a majority vote of the Board of Directors who are present and voting at a properly convened meeting because of 1) violations of the bylaws, policies, and rules of the corporation or, 2) for attitudes or conduct that are detrimental to the agency, its operations, its services, or its reputation. These inappropriate actions shall be evidenced by a detailed written complaint to a Board member and/or the Executive Director. The officer in question will be allowed due process before a decision is finalized.

**SECTIONS 4 - VACANCIES:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by consent or appointment of the Board of Directors from current Board membership for the unexpired portion of the term. A vacancy of any office may also be filled by election of a current Board member into a regular term of office.

**SECTION 5 - PRESIDENT:** The president shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business affairs of the corporation. Duties are outlined as follows and may be explained in more detail in Robert's Rules of Order: The president shall

- a) Preside at all meetings of the Board of Directors.
- b) Call meetings to order and recognize the will of the assembly.
- c) Make all questions clear to the assembly by stating motions, explaining effects of motions, limiting discussion to matters at hand, and stating the final results of votes.
- d) Have a broad knowledge of parliamentary procedure and be able to conduct meetings following said procedure correctly.
- e) Act as representative of DHHSC in situations as requested.

The president shall have the general powers and duties usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

**SECTION 6 - VICE-PRESIDENT:** In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of president, and when so acting shall have all the powers of and be subject to all the restrictions upon the office of president. The Vice-President shall conduct preliminary training in Board procedure and orientation as needed for new members to the Board. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or by the Bylaws.

**SECTION 7 - SECRETARY:** The Secretary shall, in general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. Duties are outlined as follows and may be explained in more detail in Robert's Rules of Order: The secretary shall:

- a) Keep or cause to be kept the minutes of the meetings of the Board of Directors, in one or more annals or files provided for that purpose.
- b) See that all notices are duly given in accordance with the provision of the Bylaws.
- c) Be custodian of the register of the addresses and telephone numbers of directors.
- d) Preserve all documents of the Board except those assigned to others.
- e) Authenticate by signature all documents of the Board.
- f) Carry on official correspondence for the Board, electronically or in hard copy, unless specific correspondence is delegated to another member to complete.

**SECTION 8 - TREASURER:** The treasurer shall keep or maintain or cause to be kept and maintained adequate and correct accounts, as may be necessary, provided by the person managing the finances of DHHSC. The treasurer shall be responsible for reporting and/or explaining the financial records to the Board

at each regular meeting. The treasurer shall perform other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI** COMMITTEES

**SECTION 1 - EXECUTIVE COMMITTEE:** The Executive Committee of the Board of Directors shall be composed of the officers of the corporation: the President, the Vice-President, the Secretary and the Treasurer. The Executive Committee shall have the authority to act for the Board of Directors and/or the corporation between regular meetings of the full Board or in any emergency or other situation requiring expedited decisions, although whenever possible the Executive Committee will hold over issues of major importance and impact for decisions or ratification by the full Board of Directors. The members of the Executive Committee shall be given as much prior notice as possible of Executive Committee meetings, either by written notice (electronically or by post) or telephone call. A quorum for the transaction of business at Executive Committee meetings shall be two.

**SECTION 2 - OTHER COMMITTEES:** The Board shall create and dissolve standing and ad hoc committees as necessary. The President, subject to the approval of the Board of Directors, shall appoint the chairperson(s) of each such committee, and the Committee Chair(s) shall appoint committee members. Any committee may, by consent or by majority vote of members present and voting, make policy and/or action recommendations to the full Board of Directors, and Committee Chairs may add or remove committee members, or fill vacancies on committees, at their discretion. Each committee shall develop written reports of its proceedings and present same to the Board. In lieu of written report a sign language/verbal report may be presented for documentation in the minutes of regular meetings.

**SECTION 3 - TERM OF OFFICE:** Each member of a standing committee shall continue as such until a successor is appointed, unless the committee is terminated or unless said member is removed from such committee.

**SECTION 4 - SPECIAL COMMITTEES:** Special committees may be created by the President, for the purpose of making such reports of recommendations as are required for the conduction of the business of the corporation. Such special committees shall serve until the business of which they were created is completed, and shall be dissolved upon acceptance of their final report.

## **ARTICLE VII** EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director who shall be the responsible executive and administrative head of DHHSC and have general supervision and charge of its work, subject to the control and direction of the Board of Directors. The Executive Director shall submit such monthly, annual and special reports to the Board as required. The Executive Director shall appoint and dismiss the staff according to the agency's personnel policies.

## **ARTICLE VIII** ADVISORY COUNCIL

**SECTION 1 – DHHSC OUTREACH OFFICES:** Each outreach office shall establish a Deaf and Hard of Hearing Service Center Advisory Council (AC) in its geographical area.

**SECTION 2 – DHHSC – AC PURPOSE AND FUNCTION:** The purpose of the Deaf and Hard of Hearing Service Center Advisory Council (AC) will be to serve as a link between D/HOH individuals in the community and DHHSC staff and Board of Directors. The AC shall select one local community member to

serve as a direct liaison representative to the Board of Directors. (Liaison elections and duties are described in Article VIII, Section 6.) One of the AC's functions is to make recommendations to DHHSC by communicating with their local agency director in writing (electronically or in hardcopy) regarding prioritizing various services in the local community that the AC represents. The Board of Directors will have the final decision regarding any recommendations presented. Any complaints from AC members should be sent directly to the Executive Director or Operations Director in writing (electronically or in hard copy).

**SECTION 3 - AC MEMBER'S RESPONSIBILITIES:** The goal of the AC is to work together for the good of DHHSC and the Deaf Community. Personal agendas are inappropriate in an AC forum. AC Outreach Liaisons will send quarterly reports to the Board on activities, via written format or in person at Board meetings. These reports will provide an opportunity for feedback regarding provision of services and outreach between DHHSC offices. DHHSC Staff and Board will consider input and draw conclusions and decide how to follow through based on what they feel is in the agency's/community's best interests.

All AC members will be expected to:

- a) Attend at least fifty percent of the AC meetings, held a minimum of four times per year.
- b) Advise DHHSC staff about current trends and needs in the community for D/HOH individuals through monthly written reports to the Operations Director of DHHSC.
- c) Attend at least fifty percent of informal event planning meetings, which will be separate from AC meetings and not limited to advisory council members, for community education events and fundraising.
- d) Inform D/HOH individuals in the community about DHHSC programs and services.
- e) Choose the Outreach Office Liaison to the Board of Directors to do quarterly reports.
- f) Collaborate in a constructive manner with DHHSC Staff and Board.
- g) Update any changes in AC membership contact information immediately and send to the Operations Director of DHHSC.
- h) Encouraged to participate in at least 4 DHHSC events per year.
- i) Develop the Standard Operating Procedures for their chapter of the AC and send a copy to the Operations Director of DHHSC.

**SECTION 4 - MEMBERSHIP:**

a) **RECEIPT of SERVICES:** All AC members are eligible to receive services from DHHSC regardless of their

membership status with Section 5332 of the California Non-Profit Corporation Law (CNPCL).

b) **QUALIFICATIONS:** Individuals who wish to serve on the AC shall be 1) residents of the service area of DHHSC, 2) interested in the service goals of DHHSC, 3) representatives of or involved in some aspect of the Deaf Community, 4) have time available to attend meetings.

c) **SELECTION and TERMS of OFFICE:** A local AC will consist of a minimum of 3 members and maximum of

12 members. A Town Hall meeting will be held every even-numbered year to elect AC members and have an open forum for current issues related to the service area. A term of office for a AC member shall be three (3) years. AC members may serve no more than two consecutive terms (six years), and then must remain off of the

AC for at least one year before they may rejoin for another term of three years. During even-numbered years, individuals who want to join an AC must submit a letter of interest to the AC Chairperson or local agency director must attend the election at the Town Hall meeting and be voted into the AC by majority vote. During odd-numbered years, vacancies may be filled by current AC members by majority vote of members present. All new AC members must attend an orientation training.

d) **ATTENDANCE:** See Article IV, Section 9

**SECTION 5 - QUORUM:** Fifty-one percent of the members of the AC shall constitute a quorum for the transaction of business at any meetings of the AC. Once a quorum is obtained at a meeting, it must be maintained for the purposes of voting and decision-making. Failing a quorum, the members present may only receive reports or may adjourn the meeting until another date and/or time without providing further notice.

SECTION 6 - AC OFFICERS: The AC has two officers, Chairperson and Secretary.

CHAIRPERSON:

- a) CHAIRPERSON is responsible to 1) develop an agenda for each meeting and to facilitate each AC meeting according to Robert's Rules of Order, 2) regularly meet with Coordinator of Client Services or Operations Director, 3) serve as advisor to the staff of the local outreach office and 4) oversee written communication between members of the community, the AC and DHHSC. The chairperson is only allowed to vote on issues when necessary to break a tie.
- b) If no member is able or qualified to be Chairperson, DHHSC staff member will assume this role during the meetings.

SECRETARY:

- a) SECRETARY is responsible to 1) take minutes during each meeting, 2) ensure that an agenda is typed up and distributed, and 3) send minutes out to each AC member prior to the next meeting. Any AC fliers and/or correspondence should be printed by the Secretary and signed and/or approved by the AC Chairperson.
- b) If no member is able or qualified to be Secretary, DHHSC staff member will assume this role during the meetings OR may arrange for outside assistance.

TERMS OF OFFICE All AC officers shall be limited to three consecutive two-year terms. The AC officer whose term just ended is automatically a member of the AC for a period of one year following the expiration of his/her term as officer. Exceptions to term limits can be made by a majority vote of the AC members who are present and voting at a regular meeting.

SECTION 7 – REMOVAL: If the Board of Directors feels that any AC (as a whole or an individual member) is not working in the best of interest of the Deaf Community at large, is interfering with the decision making process, or is making adverse changes that are harmful to the interests of the Deaf Community, the Board may dismiss any or all of said Advisory Council at a regular or special meeting by a majority vote of Board members present and voting. For more details on removal of a member of an AC, see Article IV, Section 5.

SECTION 8 – ACTION BY MAJORITY WRITTEN CONSENT WITHOUT MEETING: Any action required or permitted to be taken by the AC under any provision of the law may be taken without a meeting, if a majority of the responding members of the AC shall individually or collectively consent in writing, electronically or in hard copy, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the next regular meeting of the AC in which a quorum is present. Such action by written consent shall have the same force and effect as a majority vote of the members. Any certificate or other document filed under any provision of law which relates to action as taken shall state that the action was taken by majority written consent of the AC without a meeting and that the Bylaws of this corporation authorizes the members to so act, and such statement shall be prima facie evidence of such authority.

SECTION 9 – OUTREACH OFFICE LIAISON TO THE BOARD OF DIRECTORS: One Outreach Office Liaison shall be a representative to the Board of Directors for their local service area. The Liaison shall send written or in-person reports to the Board of Directors once each quarter for input and feedback from the Board. This position is a non-voting member of the Board. The Outreach Committee shall be comprised of these three positions (one from each of the outreach offices).

ELECTIONS: The Outreach Office Liaison shall be chosen from the local Deaf Community by the AC.

QUALIFICATIONS AND DUTIES: Qualifications for serving as Outreach Liaison are 1) residency in the service area of the corporation, 2) interest in supporting the service goals of DHHSC, 3) representation or involvement in some aspect of the Deaf Community, 4) available time for AC meetings.

The elected Liaison shall:

- a) Prepare and present quarterly reports to the Board of Directors about meetings, activities, community events, and
- b) concerns of AC and community members.
- c) Participate in local AC meetings.
- d) Keep up to date on Board meetings by reading minutes and/or watching videos.
- e) Share all the same responsibilities as other AC members, as listed above in Section 3.

If the Advisory Council does not currently have an Outreach Office Liaison, the report can come from either the Chairperson or DHHSC staff.

SECTION 10 – FOCUS OF AGENDA: Advisory Council meetings will focus on the following topics:

- a) Current trends and needs in the community for D/HOH individuals
- b) Advice on what programs DHHSC should consider adding, if funding and time available, to meet the needs of the community
- c) Standard Operation Procedure and changes when needed
- d) Changes of membership or officers
- e) Planning discussion of Town Hall meetings every even-numbered year.

The Advisory Council will not discuss event planning during the AC meetings. Members should participate in separate meetings for this purpose.

SECTION 11- COMPENSATION: See Article IV, Section 7.

SECTION 12 – CONFLICT OF INTEREST: See Article IV, Section 8.

**ARTICLE IX**  
**LIABILITY OF BOARD OF DIRECTORS**

No director who is now, or who later becomes, a director of this corporation, shall be personally liable to its creditors for any indebtedness or liability. Any and all creditors of this corporation shall look only to the assets of this corporation for payment. The corporation will indemnify its Board members and officers for any costs or liability they incur in the good faith performance of their corporate rules and responsibilities.

**ARTICLE X**  
**AMENDMENTS TO BYLAWS**

Any or all of the foregoing bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a majority vote of the directors present and voting at any regular or special meeting if all Board members are provided with at least five days prior written notice (electronically or by post) of the intention to alter, amend, repeal, or adopt bylaws at the specified meeting. Any such bylaw alteration, amendment, repeal, or adoption shall become effective immediately following the adjournment of the Board meeting at which such changes have been approved.

**ARTICLE XI**  
**MISCELLANEOUS PROVISIONS**

SECTION 1 - FISCAL YEAR: The corporation's fiscal year shall begin each July 1 and end the following June 30.

SECTION 2 - AFFIRMATIVE ACTION Deaf and Hard of Hearing Service Center, Inc. is an Equal Opportunity Employer and conform to the Affirmative Action programs of the State of California. DHHSC does not discriminate in service, employment, Board or committee membership, volunteer programs, or in any other area on the basis of disability, sex, race, religion, national origin, age, marital status, sexual preference, or any other basis prohibited by law. Provisions of the Rehabilitation Act of 1973, as amended, affirmative action requirements, federal and state regulations, Presidential Executive orders, and Titles VII and IX of the Civil Rights Act Of 1964, and amended, apply to all services, hiring, and employment practices.