

Bylaws of the National Family Association for DeafBlind, Inc.

ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of the organization is National Family Association for DeafBlind, Inc. and shall herein be referred to as the “Corporation, Organization or Association.”

Section 2. The corporation is Nonprofit. This Corporation has been formed pursuant to the New York Nonprofit Corporation Law as a nonprofit, public benefit corporation.

Section 3. Purpose. The Corporation is organized exclusively for charitable and educational purposes, and more specifically to provide a national voice for the promotion of support, services and policies that impact individuals who are deafblind and their families. It will conduct its affairs to comply with the provisions of Section 402 of the New York Non-Profit Corporation Act and remain, in soliciting contributions from all sources, qualified as a tax exempt charitable organization under the Internal Revenue Service Code

ARTICLE II MEMBERS

Section 1. Classes. There shall be two classes of members: General and Other.

Section 2. Qualifications. General Membership may be granted to any individual that supports the mission and purposes of the organization, and who is deafblind, the parent, guardian, adult sibling or other individual who has a personal relationship with a person who is deaf-blind, and who pays the annual dues as set by the Board of Directors. Only General Members may be elected to the Board of the Association.

Section 3. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member, providing that the Member shall be given at least thirty days written notice from the Secretary by registered mail, of the proposed removal and the reasons for it before removal action is taken by the Board. The Member may, within twenty-five (25) days after such notice, present to the Secretary a statement in opposition to the proposed action. The Board shall then determine the final disposition of the case, after consideration of all evidence, within the next thirty (30) days. The decision of the Board will be final.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges therefore accrued and unpaid.

Section 5. Dues. Dues for General Members and Other Members shall be established by the Board of Directors.

ARTICLE III MEETINGS

Section 1. Meetings. The date of meetings shall be set by the Board of Directors who shall also set the time and place.

Section 2. Special Meetings. Special meetings may be called by the President of the Board of Directors or the Executive Committee.

Section 3. Notice. Notice of the time and place of all meetings, except for special meetings, called by the Board shall be given to members through the website 60 days prior to the meeting.

Section 4. Quorum. A quorum for any meeting shall consist of a majority of the directors attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

Section 5. Elections. Elections for the filling of vacant positions shall take place at a meeting of the Association except as otherwise provided in the Bylaws. A majority vote of the directors present and voting by mail, e-mail or fax shall be required to elect all Board Members. Board Members shall assume their positions at the conclusion of the meeting and shall serve until their successors are elected.

ARTICLE IV AUTHORITY AND DUTIES OF DIRECTORS

Section 1. Authority of Directors. The Board of Directors is the governing and policy-making body of the Corporation and may exercise all the powers and authority granted to the Corporation by law. The Board shall have the power to amend the Articles of Incorporation and Bylaws pursuant to Article XI.

Section 2. Number, Selection, and Tenure. The Board of the Association shall consist of at least seven (7) Directors. The Board shall be the Officers of the Association and at least three (3) Directors. New Directors will be periodically elected by a majority of those Directors in attendance at a Meeting. Each Director will serve a two-year term. No member may serve more than three consecutive terms in a single position or capacity on the Board.

Section 3. Resignation. Resignations from the Board are effective upon receipt by the Secretary of the Corporation of written notification.

Section 4. Regular Meetings. The Board shall meet, at a minimum, at least once annually.

Section 5. Special Meetings. Special meetings of the Board may be called by the President, without 60 day notice, on her/his own initiative. A Special Meeting may be requested by a majority of Directors of the Board if presented in writing to the President stating the reasons and purposes of the meeting

Section 6. Notice. Meetings may be called by the President or at the request of a majority of the Directors of the Board by notice emailed, mailed or telephoned to each director of the Board not less than forty-eight (48) hours before such meeting.

Section 7. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. The Board may vote on any proposal by mail, telephone, e-mail and/or fax. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 8. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 9. Participation in Meeting by Conference Telephone. The Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meetings agree and can hear one another.

Section 10. Compensation and Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE V AUTHORITY AND DUTIES OF OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate.

Section 2. Appointment of Officers; Terms of Office. The Officers of the Association shall serve staggered terms for continuity. The President and Treasurer shall be elected in even numbered years. The Vice-President and Secretary shall be elected in odd numbered years. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. No Member may serve more than three

consecutive terms in a single position. No member may serve in more than one capacity on the Board of the Association.

Section 3. President. The President shall be a Director of the Association and shall preside at all meetings of the Membership and the Board. He/She shall have general responsibility for the activities of the Association, and the powers and duties usually associated with the office of President and shall have such other powers and perform such other duties as may be described by the Bylaws. He/She shall, with the advice and consent of the Board, appoint the Nomination Committee. The President shall be empowered to conduct such official business as may be necessary by mail, telephone, fax, or email.

Section 4. Vice-President. The Vice-president shall be a Director of the Association and assist the President in the performance of his/her duties and shall assume such other duties as are assigned by the President and approved by the Board. In the absence of the President, he/she shall assume the duties of the President and shall preside at meetings of the Members and of the Board. In the event that the President shall be unable to serve, he/she shall succeed to the office of the President for the remainder of the president's term. Should the Vice-president decline succession, the Board should elect a successor. The Vice-president shall be the chair of the Bylaws Review Committee. This Committee will review the appropriateness of the Bylaws on an as needed basis.

Section 5. Secretary. The Secretary shall be a Director of the Association and shall keep an accurate record of the proceedings of all meetings of the Members and of the Board. He/She shall be custodian of all books and records of the organization except those specifically assigned to others. The Secretary shall be responsible for organization's correspondence and shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Section 6. Treasurer. The Treasurer shall be a Director of the Association and shall review all requests for reimbursement and payment and upon approval will see that bills/reimbursements are paid in a timely manner as funds become available. If there are questions on the approval of any reimbursements or bills, the treasurer will seek a determination from the Executive Committee. At the discretion of the Board, the treasurer shall be bonded in such sum as the Board may determine necessary. The treasurer shall Present an accounting of the organization's finances at the Annual Meeting and submit other financial reports as the board may require.

Section 7. Board of Directors. There shall be three (3) Directors who are nominated from the general membership. Directors shall be General Members who shall serve a two-year term or until their successor is elected. One half of the Board of Directors shall be elected in even numbered years and the other half shall be elected in odd numbered years.

Section 8. Vacancies. A vacancy in any office may exist for any of the following reasons: death; resignation in writing; change of capacity on the board; loss of Membership status; inability to perform the duties of the office. In said event, the Board shall, by majority vote, select a successor to serve the duration of that term until at which time a Board Director shall be elected

by the meeting to fill the post in the normal manner. In the event that membership fails to nominate an individual for election to the Board, the Board may then appoint an individual to fill this vacancy

Section 9. Removal. The Board may, by a two-thirds majority, vote to vacate any office for cause or determine that the incumbent is incapable of performing the duties of such office. The Director affected shall be given thirty (30) days written notice by registered mail of any such proposed action of the Board. The Director shall have the right to respond to such notice for Board consideration within (30) days after such notice.

Section 10. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board. The Executive Committee shall establish the duties, fix the salary, evaluate, or terminate for due cause any paid staff.

ARTICLE VI COMMITTEES

Section 1. Establishment. The Executive Committee may create committees as needed. The President appoints all committee chairs and they shall report to the Board on a regular basis.

Section 2. Executive Committee. The Executive Committee is composed of the four (4) officers: President, Vice-president, Secretary, and Treasurer. The Executive Committee may appoint committees whose charge shall be fully outlined by the Executive Committee. These committees shall consist of the President, one (1) other Member of the Board, and others as may be necessary. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3. Nominating Committee. A Nominating Committee shall be appointed annually, by the President, at least 120 days prior to an election, with the advice and approval of the board. It shall be composed of up to three members. . This committee shall propose nominees for all positions which shall be vacated. Any General Members of the National Family Association for the Deaf-Blind, Inc. may be proposed as a nominee. All nominees for officer positions must be current or past board members. Written notice of the nominations proposed by the Nominating Committee shall be given by the Secretary in person, or by mail, email or fax, to all Board of Directors of the Association, no later than thirty (30) days prior to a meeting.

Section 4. Standing Committees. Standing Committees are Executive and Nominating,

ARTICLE VII INDEMNIFICATION

Section 1. Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in

connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VIII ADVISORY BOARDS AND CONSULTANTS

Section 1. Establishment. The Board of Directors may establish one or more Special Advisory Boards, Liaisons or Consultants.

Section 2. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards, liaisons or consultants shall be established by a majority vote of the Board of Directors.

ARTICLE IX FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence the first (1st) day of October each year and end on the thirtieth (30th) day of September the following year.

Section 2. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 3. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 4. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X BOOKS AND RECORDS

Section 1. Books and Records. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XI AMENDMENTS OF BYLAWS

Section 1. Amendments. A proposal to alter, amend, repeal or adopt any Bylaw or provision of the Articles of Incorporation may be made by any board member or by any twelve (12) general members of the Association jointly. Any such proposal by the general members shall be transmitted to the Secretary, who shall send notice thereof to all board members. Proposed changes that are voted on and accepted by the Board will be posted on the NFADB web site. The change will not go into effect for 60 days, during which time general members may appeal such change(s) with a petition signed by any 12 general members in good standing. A vote on such an appeal will then go to the general membership to be resolved. No provisions of the Bylaws or the Articles of Incorporation may be amended, repealed, or adopted where the effect of such action is inconsistent with the Associations' status as a nonprofit, charitable corporation under the laws of the State of New York.

ARTICLE XII DISSOLUTION OF THE CORPORATION

Section 1. Dissolution. In the event of the dissolution of this Association, or in the event it shall cease to carry out the objects and purposes hereto set forth, all un-obligated property and assets of the corporation shall go to and be distributed to a lawfully established nonprofit corporation which is exempted under Article 501©(3) of the Internal Revenue Code, the primary purpose of which is to promote and support services for persons who are deafblind and their families. Under no circumstances shall any of the property and assets of this Association, upon dissolution thereof, be distributed to any officer or singular Regular Member of the Association.

Adopted December 7, 2020