

***BY-LAWS OF SOUTH EASTERN
WASHINGTON SERVICE CENTER
OF THE
DEAF AND HARD OF HEARING***

Revised, October 5, 1999

ARTICLE I

STATEMENT OF POLICY

Section 1.1 It is the policy of this organization to provide service to the public, and to hire, assign and promote employees without regard to a person's race, color, religion, sex, martial status, sexual preference, or disability. The Corporation shall identify itself as an equal opportunity employer. Members of the Board of Directors shall be elected based on individual merit and shall not be appointed or denied appointment with regard to any of the above factors.

Section 1.2 The Officers may execute all documents required to carry out the above policy and deliver the same to any funding or government agency.

Section 1.3 The Board of Directors may adopt further policy by a majority vote at a meeting duly called.

ARTICLE II

NAME, SEAL AND OFFICES

Section 2.1 Name - The name of this Corporation is ***SOUTH EASTERN WASHINGTON SERVICE CENTER OF THE DEAF AND HARD OF HEARING, INC.***

Section 2.2 Seal - The seal of the Corporation shall be circular in form and shall bear on it's outer edge the words "*SOUTH EASTERN WASHINGTON SERVICE CENTER OF THE DEAF AND HARD OF HEARING, INC.*" and in the center the words and figures "*Corporate Seal 1996 Washington.*" The Board of Directors may change the form of the seal or the inscription thereon upon pleasure.

Section 2.3 Offices - The principal office of the Corporation shall be as designated by the Board of Directors within one of the counties listed within section 2.4.

Section 2.4 Goals and Purposes - The Corporation shall seek to provide services, support, and advocacy for the deaf and hard of hearing individuals singly and/or to families as a cultural group within Benton, Franklin, Garfield, Columbia, Walla Walla and Asotin Counties. The principal office shall be in Franklin county.

ARTICLE III

MEMBERS

Section 3.1 All individuals within the jurisdiction of the Corporation are entitled to become active participants without regard to a person's race, color, religion, sex, martial status, sexual preference, or disability.

Section 3.2 The Corporation shall hold not less then one general meeting annually in the month of September. Such meeting shall be open to all members and non-members within the counties listed in Section 2.4 of these by-laws. Such meeting shall be held at the time and place designated by the Board of Directors and shall be within one of the counties listed in Section 2.4. Notice of such meeting shall be given not less than twenty (20) days prior to the meeting.

ARTICLE IV

DIRECTORS AND MEETINGS

Section 4.1 The composition of the Board of Directors shall reflect the diversity of the deaf and hard of hearing community within southeastern Washington. Representation of the Board shall not be less than fifty one percent (51%) who are deaf or hard of hearing.

Section 4.2 Meeting of the Board of Directors shall be held at least ten (10) times a year. Additional meetings may be held as so decided by the Board of Directors.

Section 4.3 General membership meeting shall be held as designated in Section 3.2.

Section 4.4 The Corporation's powers, business and property of the Corporation shall be vested with the Board of Directors.

Section 4.5 Any person, regardless of affiliation, may be elected to the Board of Directors of this Corporation.

Section 4.6 Board of Directors shall be elected by a simple majority vote of members present at the annual meeting of the Corporation as designated in Section 3.2.

Section 4.7 Board of Directors shall have a three (3) year term with exception of Carol Lingg who will serve as a permanent member of the Board of Directors. No Directors may serve more than two (2) consecutive terms. But may be reelected following a minimum of a twelve (12) month absence from the board.

Section 4.8 Special meetings of the Board of Directors shall be called at the written request of not less than one third (1/3) of the total Board of Directors. Notice of such specially called meetings shall be given to all board members listing date, time, and location of such meeting within not less than fourteen (14) days advance of such meeting. All action of the specially called meeting shall be limited to that business listed in both the request for such meeting and notice of such meeting.

Section 4.9 A quorum of the Board of Directors shall consist of not less than two-third (2/3) of the board. All business by the board requires a quorum. A majority vote of quorum is required for all board business except as otherwise specified in these by-laws.

Section 4.10 Each director shall register her/his name and address with the secretary of this Corporation and such addresses shall be designated as place of receipt of all notices.

Section 4.11 No board members shall make loan to nor borrow from this Corporation.

Section 4.12 All board meetings are open. However, only elected board members may make motions or vote upon such motions. The board may also vote at any time to declare itself in closed meeting thus exclude all individuals other than board members.

Section 4.13 The Board of Directors shall serve until such time as their term expires, they resign, or are removed by the Board of Directors. The Board of Directors shall fill any vacated position by election until such time of regular elections.

Section 4.14 Any board member may be removed from office at a regular or specially called meeting by not less than two-third (2/3) vote of all Corporation board members.

Section 4.15 Order of business for all board meeting shall be:

•

Call to order (President)

- Roll call of officers and board members (Recording Secretary)
- Reading of the previous minutes with additions or correction (Recording Secretary)
- Financial report with additions or corrections (Treasurer)
- Report by the Executive Directors of the Corporation
- Committee reports
- Election of officers and board members
- Old business
- New business
- Announcements
- Adjournments

Section 4.16 All Board of Directors shall be deemed to stand in fiduciary relation to the Corporation and shall discharge their duties in good faith and with all diligence.

Section 4.17 The Executive Directors of this Corporation shall be under the direction of the Board of Directors and shall accept such responsibilities as deemed necessary for the operation of this Corporation as dictated to by the Board and Officers of this Corporation and shall have no vote in questions brought before the Board of Directors.

ARTICLE V

OFFICERS

Section 5.1 The officers of this Corporation shall be President, Vice-President, Recording Secretary, Treasurer and Member at Large. All officers shall be elected from among the Board of Directors during the month of September. Their duties shall be consistent with these by-laws.

Section 5.2 All officers' terms shall be for one year commencing with their installation.

Section 5.3 Should any vacancy of officers occur other than that of the President, the Board of Directors shall elect a replacement for that vacancy to fill the unexpired term.

Section 5.4 Duties of the President: The President shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all standing and appointed committees. The President shall act as a tiebreaker

Section 5.5 Duties of the Vice-President: The Vice-President shall preside in absence of the President. Should the President's office be vacated, it shall be the obligation of the Vice-President to fill that seat for the duration of the term.

Section 5.6 Duties of the Recording Secretary: The Recording Secretary shall have charge of books, documents, papers, minutes of board meetings, and correspondence and any other record of this Corporation. The recording Secretary shall have custody of the corporate seal. The Recording Secretary shall have the responsibility of the accuracy and keeping of all minutes of the Corporation. The recording Secretary shall, in general, perform all duties incident to the office of Recording Secretary and shall be subject to the Board of Directors.

Section 5.7 Duties of the Treasurer: The Treasurer shall have the custody of all funds, properties, and securities of the Corporation, subject to regulations of the Board of Directors and in compliance with all state and federal laws. The Treasurer may be required to give bond for the faithful performance of duties as determined by the Board of Directors. It shall be the responsibility of the Treasurer to sign all checks issued by this Corporation. The Treasurer shall make all deposits of this corporation and keep an accurate accounting of all receipts and disbursements. The Treasurer shall keep all books and records current and available at reasonable times for inspections by any member of the Board of Directors. It shall be the obligation of the Treasurer to pay only those bills or liabilities as directed and with the approval of the Board of Directors.

Section 5.8 Member at Large: The Member at Large may act as a representative for South Eastern Washington Service Center of the Deaf and Hard of Hearing, Inc.

Section 5.9 Officers and members of the Board of Directors shall not be compensated for their time or services, whether professional or as an officer or director. All members of the Board of Directors shall have the obligation of establishing salaries, benefits, and working conditions for all paid positions of this Corporation.

Section 5.10 All members of the Board of Directors may be compensated for all necessary travel outside of the counties listed within Section 2.4 to attend regular and specially called meetings of the board. Such compensation will be for round-trip miles driven from residence to meeting at the current state rate.

Section 5.11 Any officer may be removed from the office at a regular or specially called meeting by not less than two third (2/3) vote of all Corporation members. Any officer proposed to be removed shall be given not less than twenty (20) days notice for preparation of their defense.

ARTICLE VI

AGENTS AND REPRESENTATIVES

Section 6.1 The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

ARTICLE VII

CONTRACTS

Section 7.1 The Board of Directors, except as in this by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority is confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

ARTICLE VIII

ADVISORY COMMITTEES

Section 8.1 The Board of Directors may appoint from its number, or from among such persons as the board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 8.2 The members of any advisory committee shall not receive any compensation for their services as such but by resolution of the Board of Directors reasonable expenses, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay any individual rendering service to the Corporation or to an advisory committee, compensation appropriate to the value of such services.

ARTICLE IX

VOTING UPON SHARES OF OTHER CORPORATIONS

Section 9.1 Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted as its pleasure.

ARTICLE X

FISCAL YEAR

Section 10.1 The fiscal year of the Corporation shall commence July 1st of each year and end on June 30th. With an established budget approved by the Board of Directors prior to January 1st of each year.

ARTICLE XI

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 11.1 No Board of Directors, trustee, officer, or employee of or members of a committee of or people connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purpose as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation. All Board of Directors of the Corporate shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amount as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would qualify under the provisions of Section 501 © (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

INVESTMENTS

Section 12.1 The Corporations shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors without being restricted to the class of investments which a direction is or may hereafter be permitted by law to make or any similar restriction, provided, however that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII

AMENDMENTS

Section 13.1 The Board of Directors shall have power to make, alter, amend and repeal the by-laws of the Corporation by affirmative vote of two-third (2/3) of the board at which a quorum is present.

ARTICLE XIV

EXEMPT ACTIVITIES

Section 14.1 Notwithstanding any other provision of this by-laws, no directors, officers, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 © (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contribution to which are deductible under Section 170 © (2) of such code and regulations as they now exist or as they may hereafter be amended.

Adopted This _____ *Day of* _____, 19 _____.

President

Recording Secretary