

## **Bylaws of TILIKUM**

Revised October 2015

The mission of TILIKUM is to serve and empower the deaf, deaf-blind and hearing loss community to meet their educational, technical and social needs, while respecting their language and culture.

### **Article I - Name and Location**

- Section 1. The name of this non-profit corporation is TILIKUM, known herein as the Corporation serving the States of Washington, Oregon and Idaho.
- Section 2. The principal office of the Corporation is to be located in the City of Vancouver, County of Clark, and State of Washington.
- Section 3. To change said principal office from one location to another within said county or to establish branch offices at other locations where the Corporation is qualified to transact and carry out business, the authority and full power shall be granted to the Supervisory Board of the Corporation.
- Section 4. The period of duration for the Corporation is to be in perpetuity or until such a time when the Board will dissolve the same or by demonstrated needs pursuant to law.

### **Article II - Purposes**

The purposes of the Corporation, none of which are for profit, are set forth as follows:

- Section 1. To operate service centers that will provide services for all Deaf, Deaf-Blind, Late-Deafened, and Hard of Hearing individuals within its area and jurisdiction.
- Section 2. To provide advocacy and/or services for individuals who need professional, rehabilitative and legal assistance.
- Section 3. To keep the individuals and organization served informed of the latest developments in legislation, technology and news affecting their general welfare and well-being.
- Section 4. To sponsor educational, social and recreational events to enrich the lives of the individuals and organizations served.
- Section 5. To publicize and disseminate information in order to increase public awareness of issues, problems and needs of individuals and organizations served.
- Section 6. To promote and educate the community how to use interpreter services and provide a list of interpreters and/or agencies if needed.

Section 7. To encourage and, if possible, implement research and collect data that will contribute to the overall benefit of the community we serve. The data shall be used to advocate for and within the community we serve.

### **Article III – Meetings**

Section 1. An annual general meeting will be held.

Section 2. Board meetings will generally be held on regular basis.

Section 3. Special meetings of the Board may be called by the President or the Supervisory Board members from time to time or whenever deemed necessary. Written notice of the time and location of each special meeting will be given to the Supervisory Board at an ample time prior to the time of the meeting.

### **Article IV - Administration**

Section 1. The administrative authority of the Corporation will be vested in its Supervisory Board to manage its business transactions and affairs and to exercise all the powers subject to restrictions imposed by law and by the Articles of Incorporation and Bylaws.

Section 2. The Supervisory Board will consist of seven (7) members, elected at the annual meeting for a term of four (4) years, staggered in such a way that all Directors will not be subject to election at the same time.

Section 2a. There will be eight (8) stakeholders elected for a term of four (4) years, staggered in such a way that all Stakeholders will not be subject to election at the same time.

Section 3. Any Board Member and/or employee of TILIKUM who was removed or terminated cannot be elected to the Supervisory Board until after two years from the date of the removal or termination.

Section 4. The Executive Officers will be composed of a President, a Vice-President, a Secretary and a Treasurer. The Executive Officers will be elected at the last Board meeting of the year. The Executive Officers shall serve a term of four years and may be subject to re-election upon expiration of the term. The President and the Vice-President of the Supervisory Board must be either deaf, late-deafened or hard-of-hearing.

Section 4a. If there is no quorum at any Board meeting, then the Executive Officers are empowered to make decisions for the corporation on behalf of the Supervisory Board regarding the administrative authority of the corporation, business transactions and affairs (including the Corporate

budget, personnel policies) and to exercise all powers subject to restrictions imposed by law and by the Articles of Incorporation and Bylaws. However, all decisions by the Executive Officers must be approved by the majority of the Supervisory Board by communication medium as soon as possible where a printed record of the communication is made and submitted to the President of the Board.

- Section 5. The outgoing and newly elected Supervisory Board members are expected to attend the last Board meeting of the year for transition purposes.
- Section 6. All Supervisory Board members are expected to attend all regular and special meetings. The Supervisory Board is encouraged to attend the general meeting.
- Section 7. All Supervisory Board members will be expected to attend all orientation sessions, retreat and/or training in order to become familiar, to be educated, and to review in regard to Board procedures, Board member responsibilities, and current and pending issues concerning the Corporation.
- Section 8. The President and Vice-President shall maintain essential files of Supervisory Board's business in a separate file cabinet at the facility.
- Section 9. The President and the Treasurer of the Board shall be responsible for endorsing and signing checks for the Corporation in the absence of the TILIKUM Executive Director.
- Section 10. The Supervisory Board will not be allowed to have members of an immediate family, blood relatives, spouses/partners, or in-laws serving on it. Any Supervisory Board who is related to the TILIKUM Executive Director shall not be allowed to serve on the board.
- Section 11. The fiscal year shall be January 1 to December 31.
- Section 12. The Supervisory Board will develop a yearly calendar.
- Section 13. **Attendance:** All Board Members are expected to attend all Board Meetings as scheduled and all emergency meetings.
- Section 13a. **Absences:** Any member of the Supervisory Board who has been absent from the Board Meeting (unexcused or excused), please see the policy and guidelines.
- Section 13b. **Vacancies:** Should a vacancy develop in a Supervisory Board position because of death, resignation, removal, disqualification or disability, the vacancy shall be filled by the nominee of the Supervisory Board for the remaining portion of the term as necessary.

Section 13c. **Removal:** Any board member may be removed by the Supervisory Board with cause in the discretion of the Board by a majority of the full Supervisory Board.

#### **Article V - Powers of Supervisory Board**

The Supervisory Board will be vested with the following powers:

- Section 1. Make and change regulations consistent with these Bylaws for the management of the Corporation's business and affairs.
- Section 2. Approve budgets and any other major change affecting operations of the Corporation.
- Section 3. Appoint, remove or suspend the TILIKUM Executive Director as necessary and determine his/her duties, and fix, from time to time, his/her salary and remuneration. (Please refer to Employees Handbook).
- Section 4. Authorize purchase or lease of any property by the Corporation and, if necessary, raise or borrow funds to effectuate the same.
- Section 5. Determine and transact any other business as may be necessary to ensure smooth operation of the Corporation and shall receive no compensation for their service as Supervisory Board, but may receive reimbursement for reasonable expenditures incurred on behalf of the Corporation.
- Section 6. Supervisory Board shall disclose to the Board any financial interest which the Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Board of Director member shall abstain from discussion and voting on the transaction.

#### **Article VI - Duties of Executive Board**

- Section 1. **President.** The President will have the following responsibilities:
  - A. Preside at all meetings of the Supervisory Board.
  - B. Preside over the Executive Officers.
  - C. Appoint and/or assign ad hoc committees and committee persons.
  - D. Share responsibilities with Vice-President to maintain and communicate with all committees. President and/or Executive Officers shall have the final say in any decisions.
  - E. Shall call any emergency or special meetings as necessary.

- F. Perform such other duties as may be prescribed by the Supervisory Board from time to time.

Section 2. ***Vice-President.*** The Vice-President will do the following:

- A. Preside at all meetings and perform the duties of the President in the event of the President's absence, resignation, disability, removal or death.
- B. Preside as an ex-officio officer on all committees, maintain communication with the committee Presidents, and report to the President.
- C. Perform such other duties as may be prescribed by the President or the Supervisory Board from time to time.

Section 3. ***Secretary.*** The Secretary will do the following:

- A. Keep all records of the proceedings of the Supervisory Board. The record of the proceedings will include all regular, special, annual meetings in person and/or media.
- B. Will maintain any correspondence in relation to TILIKUM business as necessary.
- C. Will maintain database tracking system.
- D. See that all notices are given in accordance with the bylaws.
- E. Keep a current roster of the Directors (including their addresses, phone numbers and date of election/termination).
- F. Will maintain the file cabinet and ensure that the records are properly organized and filed.
- G. Perform all duties corresponding to the office and such other duties as may be prescribed by the Supervisory Board.

Section 4. ***Treasurer.*** The Treasurer will do the following:

- A. Shall have the care and custody of and be responsible for all funds and investments of the Corporation and shall maintain regular books of accounts of any kind.
- B. Shall bring the books of accounts of any kind to the Supervisory Board. Also shall bring to the general meeting to allow the public to review but books must stay in the front of Treasurer.
- C. Oversee a full set of accounts showing every detail of business and affairs of the Supervisory Board.

- D. Required to develop an annual budget plan at least three months before the fiscal year with the Supervisory Board for TILIKUM's organization.
- E. Required to present a financial statement to the Supervisory Board at all regular meetings and an annual report at the annual meeting; for purpose of record keeping.
- F. Have all accounts independently audited on a regular basis and at the close of each fiscal year.
- G. Be **bonded** for the performance of his/her respective duties in such sums and such sureties as determined by the Supervisory Board, the cost thereof to be paid by the Corporation.
- H. Perform all duties relating to the office and such other duties as may be prescribed by the Supervisory Board.

**Article VII – Duties of Stakeholders**

- Section 1. Overview the Supervisory Board's accountability.
- Section 2. **Nominating.** Recruit and nominate potential Supervisory Board members as needed. An effort will be made to recruit and nominate members from each of the counties served.
- Section 3. **Strategic Plan.** Develop the Strategic Plan (See the Strategy Committee Guideline).
- Section 4. **Fundraising.** Develop ideas for Fundraising.

**Article VII - TILIKUM Executive Director**

- Section 1. **Appointment.** A qualified Executive Director will be appointed by the Supervisory Board and serve on the Board in an ex-officio capacity for the duration of his/her position.
- Section 2. **Duties.** The Executive Director will be responsible for the administration and operation of the office of the Corporation, programs, plans, philosophy, policies, annual budget, database tracking, and all duties assigned and authorized by the Supervisory Board.
  - 2a. The Executive Director will be responsible for the hiring, firing, evaluation, and pay raise of the employees. The Executive Director will make recommendations to the Supervisory Board to be approved before any action can be done.
  - 2b. The Executive Director and the employees will follow all of the

TILIKUM's Bylaws, Employees Handbook, policies, guidelines and etc.

Section 3. **Emergencies.** The Executive Director may respond to and act in any emergency situations and report to the Supervisory Board the nature of the emergency.

Section 4. **Evaluation.** The Executive Director is subject to review and evaluation before the Supervisory Board at least once a year.

#### **Article VIII - Quorum and Voting**

Section 1. **Quorum.** A majority of the Supervisory Board in attendance at any Board meeting shall constitute a quorum for all purposes. A quorum shall be established by the majority rule (fifty percent plus one). Supervisory Board may attend via conference call or video conference if such facilities are available. Meetings may be held via conference call.

Section 2. **Voting.** Each Supervisory Board member shall have one vote each, in case of a tie, the President shall vote to break the tie when necessary.

2a. Stakeholders shall have one vote each at the general meeting.

Section 3. **Communication.** Video medium may be used to communicate, make motions, and to vote with the approval of the President. The secretary shall be responsible to distribute and maintain record of the communication, motions and votes by print and filed. Through media, all Supervisory Board members shall reply to the President and the Secretary.

#### **Article IX - Committees**

The Supervisory Board will form and dissolve committees as it see fit. Ad Hoc committees shall be created by the Board for short term purposes when deemed necessary (Refer to Policy and Guidelines). All committees may close meetings if required by one subject matter.

1. All committee Presidents are required to maintain open communication and give a report or agenda of the committee's progress status to the President a week before the board meeting.
2. All recommendations of the committees must be approved by the Executive Board.

#### **Article X - Communication Accommodation**

Section 1. Qualified interpreters and/or Real-Time Captioning shall be furnished at all meetings of the Supervisory Board whenever their services are needed.

#### **Article XI – Facility**

- Section 1. Each of the Executive Board members (4) will have the master keys and full access to the building at any time.
- Section 1a. The TILIKUM Supervisory Board shall maintain a current record of keys in Executive Board's file cabinet.
- Section 1b. If the keys were lost, the individual shall be responsible for the cost to replace the locks and keys (Refer to Policy and Guidelines).
- Section 1c. Any unauthorized duplication of the keys may be reason for dismissal from the Board.
- Section 2. In case of emergency, the Supervisory Board must be notified immediately of the circumstances.
- Section 2a. The process for emergency situations by anyone who is in charge of the facility at the time shall be in compliance of the policy and guidelines.

#### **Article XII - Indemnification and Liability**

- Section 1. The Corporation agrees to defend, indemnify and hold the Supervisory Board harmless for any liability they may incur in the performance of duty on behalf of the Corporation.
- Section 2. The Supervisory Board is covered by liability insurance as deemed necessary at the expense of the Corporation.
- Section 3. The Supervisory Board is further protected by 24.03,025 (4) (c) RCW.
- Section 4. The Corporation will ensure that its operation and property are in compliance with the regulations set forth by the Americans with Disabilities Act of 1990 (ADA).

#### **Article XIII - Amendments**

- Section 1. These Bylaws may be amended, repealed or supplemented by the Supervisory Board by a majority vote. Any motions to amended, repealed or supplemented the bylaws are required to be submitted to the board 30 days prior to the vote. All changes approved become effective immediately at the conclusion of the meeting unless otherwise noted.

#### **Article XIV - Parliamentary Authority**

- Section 1. Robert's Rules of Order, latest edition, will be the governing basis for conducting business in all meetings of the Corporation provided that they are not in conflict with the Articles of Incorporation and the Bylaws. (NOTE: "The Basics of

Parliamentary Procedure” by Gerald “Bummy” Burstein shall be used as a guideline).

Section 2. The President may appoint a parliamentarian when necessary to assist at any meetings.

**Article XV - Dissolution**

Section 1. In the event of the dissolution of the Corporation upon majority vote of the Board, the Supervisory Board shall meet and discuss with the community served:

- A. All options related to disposition of the Corporation’s assets.
  - B. The change of direction and purpose of the dissolved Corporation.
  - C. The assets after remaining liabilities have been disposed will be turned over to a designated organization serving the deaf to be determined by the Board.
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