

# **The By Laws of South Florida Deaf Senior Citizens**

## **Article 1 – Name**

1.1 The name of this organization shall be South Florida Deaf Senior Citizens, Inc., hereinafter known as SFDSC.

1.2 SFDSC is a non-stock, nonprofit corporation, incorporated in the State of Florida, and shall be operated exclusively for charitable, literary, and educational or other purposes contemplated by, and within the meaning of, Sections 501(c)(3) and 170(c)(2) of the U.S. Internal Revenue Code or corresponding provisions of any subsequent tax laws (the “Code”). The corporation shall not engage in any activity(ies) such as engaging in partisan political activity(ies) that are inconsistent with its qualification as a tax-exempt corporation under the Code.

## **Article 2 – Definitions**

2.1 The capitalized phase “Deaf” shall be used in an all-inclusive manner to include all senior citizens who may identify as deaf, deafblind, hard of hearing, late-deafened people and use American Sign Language (ASL).

## **Article 3 – Objectives**

3.1 The objectives of SFDSC are:

3.1.1 To plan, advocate, develop, and coordinate various programs or activities Such as workshops and gatherings for the purpose of presenting and/or exchanging information benefiting Deaf senior citizens who use American Sign Language (ASL) and written English.

3.1.2 To collaborate with the local, county, and state governments to utilize their services to enhance the quality of life for Deaf senior citizens;

3.1.3 To work with various organizations on matters affecting or pertaining to the health, education and social welfare of Deaf senior citizens of Florida;

3.1.4 To provide education and cultural enhancement of Deaf senior citizens, to share information about the deaf experience and deaf culture to the general public; and

3.1.5 To work towards the goal of acquiring a venue for exclusive use of SFDSC which will allow increased socialization opportunities, provide educational and cultural enhancement of Deaf senior citizens, promote the organization’s monthly educational, cultural and social events, and sponsor other events.

## **Article 4 – Membership**

4.1 Regular membership in SFDSC shall be open to all Deaf individuals who are 50 years of age or older and who support the objectives and goals of SFDSC. Associate members shall have the privileges of membership, except of holding

office and voting rights.

4.1.1 Regular Membership shall be granted upon submitting a Membership application with the applicable yearly dues.

4.1.2 Regular member will be entitled to one vote on any motion that may arise in the course of any called general meeting of SFDSC.

4.1.3 Termination of membership shall be effective by voluntary relinquishment of membership status or through action of the SFDSC Board of Directors.

4.2 The annual membership year shall be from January 1 to December 31.

## **Article 5 – Officers**

5.1 The elected officers of SFDSC shall be President, Vice-President, Secretary, Treasurer, and three Directors.

5.2 The officers shall be deaf members who are permanent residents of South Florida.

5.3 Elections are held during the annual membership meeting in November of even number year. The terms of office shall be for two (2) years beginning of January of odd year.

5.4 The candidates with a majority of votes shall be declared elected and assume their office immediately after taking the oath of their respective offices.

5.5 If the President is unable to carry out his/her duties because of illness or for any other reason, the Vice-President shall assume the duties and responsibilities of the President.

5.6 Vacancies in the offices of Vice-President, Secretary, and Treasurer between elections shall be filled by the Board.

5.7 The elected officers and their duties are:

5.7.1 President: Responsible to the membership for carrying out the objectives of SFDSC. The President shall preside at all membership and Board meetings and shall represent SFDSC at all public events he/she may attend. The President at his or her discretion, with advice from other elected officers shall appoint Members-at-Large to be on the Board of Directors with no voting rights.

5.7.2 Vice-President: Responsible to the President, and shall carry out those duties assigned him/her by the President. If the President is unable to carry out his/her duties because of illness or for any other reason, the Vice-President shall assume the duties and responsibilities of the President.

5.7.3 Secretary: Responsible to the President for keeping records of SFDSC activities and recording the minutes of Board and membership meetings. The secretary is also responsible for recording all letters or other communications written to SFDSC and keeping a file of all replies.

5.7.4 Treasurer: Responsible for all financial activities of the officers and committees. The Treasurer shall have charge and custody of and be responsible for all funds, assets, and membership lists, as well as maintaining the organization's checkbook, file annually with Internal Revenue Service (IRS) , file and update with state of Florida's SunBiz in order to maintain good standing, and maintaining a file of all financial statements from banks and investment firms. Accurate financial records shall be maintained in an appropriate accounting ledger. The treasurer shall give updated annual financial statement or report to the membership of all monies coming in and going out at the annual membership held in November of each year. The Treasurer shall appoint and supervise a committee of five (5) to assist him/her on a rotating basis at the attendee registration desk during each monthly meeting.

5.7.5 Past President: Serves the President in an advisory capacity and has voice privilege but no voting rights in Board meetings. The past president serves a term of one (1) year immediately following the election of a new President.

## **Article 6 - The Board**

6.1 The Board shall be composed of four elected officers and three elected Directors and their duties are:

6.1.1 Member-At-Large for Educational and Cultural Programming: Shall collaborate with the Vice-President and, appoint a social/cultural/educational committee to assist in planning, developing, and implementing of all monthly social/cultural/educational programs presented for the benefit of the members of the SFDSC. The Member-at-Large will also perform other duties and responsibilities as requested by the President.

6.1.2 Member-At-Large for Community Liaison/Recruitment: Shall serve as liaison between SFDSC and the Florida Association of the Deaf (FAD) and other organizations, and with the assistance of a recruitment committee, collectively shall be responsible for recruiting new members for SFDSC. In consultation with the President, the Member-at-Large shall have authority to recruit and appoint members to the recruitment committee. The Member-at-Large will also perform other duties and responsibilities as requested by the President.

6.1.3 Member-At-Large for Fund-Raising: With the assistance of a fund-raising committee, shall collectively be responsible for determination and development necessary for staging the specific fund-raising events/activities, negotiation of space usage agreements, and staging of fund-raising events/activities, including provision/scheduling of all auxiliary arrangements for the events/activities, if needed. In consultation with the President, the Member-at-Large shall have authority to recruit and appoint members to the fund-raising committee. After completion of any event, the Member at Large shall convey the proceeds of the event to the Treasurer. The Member-at-Large will also perform other duties and responsibilities as requested by the President.

6.1.4 Member-at-large for Tours and Outside Activities: Shall be responsible to the President, with the assistance of a committee, focusing on developing, planning, arranging and implementing large and small group tours, recreational activities, outings, picnics, trips to museums, transportation, and the like. This committee will also take periodic polls of what members need and desire, entail contact with

other senior organizations given to such "outside" activities, and motivate members to participate. The Member-at-Large will also perform other duties and responsibilities as requested by the President.

6.1.5 Newsletter Editor: Shall be responsible to the President and the membership for the collection, compilation, editing, and printing of the organization's quarterly newsletter, The SFDSC Messenger. The editor shall also be responsible for approving the preparation and publication of all organization activity announcements or other materials, and the mailing out of the newsletter.

6.1.6 Webmaster: Is appointed by the President and shall be responsible for SFDSC's webpage and for distributing general emails and announcements to the membership. He/she will develop flyers for organizational events.

6.1.7 Parliamentarian: Is appointed by the President to assist him or her with the parliamentary procedures within meetings (See Article 8). The Parliamentarian also serves as the chair of the Law Committee, which is responsible for reviewing and proposing amendments to the bylaws, under Article 9. This officer also serve as a member of the Board and can advise any member of SFDSC on appropriate parliamentary procedure.

6.2 The Board shall meet physically or electronically monthly, and such other times as may be called for by the President. At least 48 hours advance notice to all board members must be sent through email before any special board meeting.

6.3 The Board shall have authority to make emergency decisions between annual membership meetings in accordance with the objectives of SFDSC, and documented as the need may arise.

6.4 If there is an urgent matter to be resolved before the next board meeting, voting by email is allowed, provided that there is a motion by a board member submitted to all board members and the seconding is received by the President. Once the debate is closed, then the President will call for a vote on the motion, to be completed within the next 24-hours. If a board member does not submit his/her vote within the 24 hour period, his vote is considered to be "abstaining." Once the majority (50% plus one) of the board have cast their votes either in favor of or opposing the motion, the President will then declare the result of the vote and the status of the motion. This motion and voting results are to be re-affirmed in the next board meeting and recorded in the minutes.

## **Article 7 – Meetings**

7.1 The annual membership meeting of members shall be held annually in the month of November on such a date and place as determined by the Board for the purpose of receiving reports from each elected officer and of electing new officers. In the event the meeting cannot be held for any reason, the President shall select another appropriate date for the meeting. Members shall be notified of this meeting at least a one (1) month in advance.

7.2 Special meetings and social gatherings may be called by the President or by a majority of the members of SFDSC entitled to vote.

7.3 Any meetings shall be held at such place as the Board may, from time to time, select.

7.4 A quorum at the annual membership meeting shall consist of members present of not less than 25% of members entitled to vote at the meeting.

7.5 A member entitled to vote at a meeting shall be entitled to appoint a proxy holder (who must also be a member) as his/her nominee to attend, act or vote for him/her at such meeting. The proxy shall include in writing, the name of the holder, date of meeting and a signature under the hand of the member.

7.6 The President shall not vote except to break a tie.

## **Article 8 – Finances**

8.1 The annual dues for members shall be determined by the Board with approval of the membership at the annual membership meeting.

8.2 The President shall appoint at least two (2) members in good standing to audit the financial records of SFDSC each year and at such other times, as may be deemed appropriate, and to furnish reports on such audits, and to make available to members an annual report of such audits at the annual membership meeting.

8.3 There shall be no remuneration to individual officers, committee members, or other private persons except for expenses as incurred through their duties or services rendered, provided such reimbursements in no way adversely affects SFDSC's qualification under Section 501(c)(3) of the Code.

8.4 Exceptions are contracted services with a vendor or a service provider, who is a SFDSC member or his/her relative. This conflict of interest must be disclosed and recorded in the Board minutes and the contract must be approved by the board and entered in the Board minutes, provided that the charges are reasonable and comparable with or below the existing market conditions. The service provider must be given training on the SFDSC's conflict of interest policy and his/her contract be supervised by a non-relative Board member.

8.5 All checks, other than those involving SFDSC's investments, and other documents implying financial obligations by SFDSC shall be signed by the Treasurer and the President.

8.6 Emergency financial decisions may be made by the President in consultation with the board.

8.7 All motions involving investments must be referred to the board for its review and recommendation to the general membership for final vote.

## **Article 9 - Parliamentary Authority**

9.1 The rules contained in the current edition of Robert's Rules of Order shall govern the deliberations of SFDSC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any rules of order SFDSC may adopt.

## **Article 10 - Amendment of Bylaws**

10.1 The bylaws of SFDSC may be amended at any annual membership meeting by a

two-thirds vote of those present and voting.

10.2 Any proposed amendment to the bylaws shall be submitted to the President, in writing, at least one (1) month prior to the meeting in which it will be considered, debated, and voted on.

10.3 An amendment to the bylaws goes into effect immediately upon its adoption unless the amendment specifies otherwise.

#### **Article 11 – Dissolution**

11.1 Upon dissolution of SFDSC, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively to such deaf organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.

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