

## THE BY-LAWS OF KCD

### ARTICLE 1 -- HISTORY

The Knoxville Center of the Deaf, Inc., was formed at a critical period for deaf people in the United States. The Knoxville Area Communication Center for the Deaf became the Knoxville Area Community Center for the Deaf. Finally in January of 2005, KACCD became the Knoxville Center of the Deaf (KCD). Many deaf people are unaware of or do not have access to community agencies and organizations that provide services related to the needs of deaf people. Agencies, services, and community members are often uninformed about the needs of deaf people; and services to the deaf are not always coordinated in such a manner as to maximize their benefits. The corporation is formed as a response to concern for deaf people. The corporation is formed independent of all other organizations.

### ARTICLE 2 -- DEFINITIONS

2.01 Defined Words. Certain words are given specific meanings in these bylaws. A word has a specific meaning when it is capitalized and surrounded by quotation marks. Later uses of the word have the special definition when the word is capitalized, unless the word is capitalized only because it begins a sentence. When the same word is not capitalized, the word has its ordinary meaning. Some of the most commonly defined terms are set out in this article 2.

2.02 "Board" means the Corporation's Board of Directors.

2.03 "Corporation" means Knoxville Center of the Deaf, Inc.

2.04 "Deaf" means a decibel loss of more than 30 within the speech range frequencies in a Person's better ear.

2.05 "Director" means a member of the Board.

2.06 "Majority" generally refers to determining approval of business by vote. A Majority has approved an issue if the number of votes favoring an action exceeds the number of votes opposing the action.

2.07 "Member" means a Person whose application for Membership in the Corporation has been approved. Under Tennessee law, a "member" is a person who may vote for a director. In these bylaws, however, only "Voting Members" may vote; and the capitalized word "Members" includes non-voting Members. "Membership" refers to the body of Members or to the act of being or becoming a Member.

2.08 "Person" means a human being. "Person" does not refer to a corporation, partnership, or other similar entity.

2.09 "Executive Director" means the person hired by and accountable to the Board of Directors for the implementation of all operations, programs, and policies. The Executive Director is the Center's manager.

### ARTICLE 3 -- MEMBERSHIP

3.01 Application. A Person may apply to become a Member of the Corporation by submitting an application for Membership to the Corporation. This application shall specify the date, the applicant's name and address, and the appropriate Membership classification under section 3.03 or section 3.04. The Board may, if it chooses, provide application forms. Membership can also be acquired by attending a Members' meeting and registering at that meeting. Possible addition: Persons who reside in one of the counties served by K.C.D. are eligible to become members....this highlighted area is under review by the Board.

3.02 Approval. The secretary of the Corporation shall approve an application for Membership if the applicant is qualified under either section 3.03 or section 3.04. In a dispute, the Board has final authority to determine whether an applicant is qualified under section 3.03 or section 3.04. The Corporation's list of Members and Memberships classification shall be open for inspection by any member at any time

during meetings of Members.

3.03 Voting Member. An applicant for Membership shall be a "Voting Member" if the applicant is deaf and has attended at least one meeting of Members.

3.04 Associate Member. An applicant for Membership shall be an "Associate Member" if the applicant is interested in the needs of Deaf Persons but is not eligible to become a Voting Member. An Associate Member must express the desire to remain an Associate Member at least once every two years by notifying the secretary of the Corporation in writing.

3.05 Fees. No fees or dues or other charges shall be made for Membership. The Corporation may charge Associate Members who request literature from the Corporation a fee to cover the cost of the literature and postage, but such charges shall not be made to Voting Members.

3.06 Voting. Each Voting Member shall have one vote on any issue on which a vote of the Membership is taken; however, in order to vote, that Voting Member must have submitted a Membership application under section 3.01 of these bylaws at least ten days prior to the meeting at which the vote is taken. The Membership acts by a vote of a majority of Voting Members. Associate Members may not vote. Voting may be done by electronic means.

3.07 Quorum. A quorum shall be present for conducting the Corporation's business when ten percent of the Voting Membership is present at a properly called meeting of Members.

3.08 Annual Member Meetings. Members shall meet AT LEAST once per year between November 1 and December 20. THIS annual member meeting must be set no later than October 1 of the relevant calendar year. Members must be notified of the meeting no later than five working days following the calendaring of the meeting. The purpose of this annual meeting is to permit Voting Members to elect Board Members. In addition, the president, treasurer of the Corporation and the Executive Director shall report on the activities and financial condition of the Corporation. Other business may be transacted at an annual meeting if it is announced by parties entitled to call a special meeting under section 3.10 of these bylaws and if it is announced in the manner provide under section 3.11 of these bylaws. The quarterly meeting shall be held at KCD.

3.09 Notice of Annual Meetings. The secretary OR HIS/HER DESIGNEE of the Corporation shall send to all Members written notice of the annual meeting describing the time, date, and place of the meeting at least 30 days (and not more than 60 days) prior to the meeting.

3.10 Special Member Meetings. A special meeting of Members may be called by the president of the Corporation, by a Majority of the Board, or by written demand of ten percent of the Voting Members. All special meetings shall be held in Knox County, Tennessee. Meetings may be conducted electronically

3.11 Notice of Special Meetings. The party calling a special meeting under section 3.10 shall send notice of the time, date, and place of the meeting and the items of business to be discussed at least ten days (and not more than 60 days) before the date of the meeting.

3.12 Committee Action. No vote taken by Voting Members shall be valid unless a recommendation has been made before the vote by the appropriate committee, if any, interested in the subject of the vote under article 6. However, if the committee fails or refuses to make a recommendation, the Voting Members may take a vote after first giving the appropriate committee a written request for a recommendation and ten days from the date of notice to make a recommendation. The meeting of Members may be adjourned and reconvened for this purpose without additional notice of the subsequent meeting.

3.13 Termination of Membership. Membership may be terminated as follows:

A Member may resign by giving written notice to the secretary of the Corporation.

If a Voting Member is not present at five consecutive meetings of Members without good cause, that Voting

Member may be removed from Membership upon the vote of two-thirds of the Voting Members present when the vote is taken. Notice that this vote shall be taken shall be given in manner provided in section 3.11.

A Member may be expelled from Membership by a vote of two-thirds of the Voting Members present when the vote is taken. Notice that this vote shall be taken shall be given in the manner provided in section 3.11.

An Associate Member must notify the secretary of the Corporation in writing of the Associate Member's intent to continue Membership. This notice must be given in alternate years prior to the annual meeting for that year. If the secretary of the Corporation is not notified of an Associate Member's intent to maintain Membership, the secretary shall send a letter to the Associate Member asking if the Associate Member desires to maintain Membership. If the Associate Member does not respond by indicating an intent to maintain Membership within 30 days from the date the letter is mailed, the Associate Member shall be removed from Membership.

#### **ARTICLE 4 -- DIRECTORS**

4.01 Composition. The Corporation shall be managed by a Board consisting of 9 persons, each of whom shall be at least 21 years old and a member. The majority of the Directors shall be Voting Members.

4.02 Election and Term. Directors shall be elected by a majority vote of Voting Members at the annual meeting of Members. Directors shall be elected for a term of three years unless for any reason no successor is elected, in which case the outgoing Director shall continue to serve until a successor is elected. Directors may not serve more than two consecutive terms. Former board directors are eligible for a directorship after a gap in service of at least two years. At the first annual meeting of Members after January 1, 1988, the Board shall be elected to serve on a staggered basis so that five Directors shall be elected to serve for one year, five Directors shall be elected to serve for two years, and five Directors shall be elected to serve for three years. At least two of the five Directors elected for each staggered term shall be a Voting Member. At the next annual meeting of Members, and at all annual meeting thereafter, outgoing Directors shall be replaced by Directors chosen to serve a full three-year term.

4.03 Quarterly Board Meetings. The regular board of directors' meetings shall be held quarterly.

4.04 Special Board Meetings. Special Board meetings may be called by the president of the Corporation or by written demand of three Directors. Special meetings must be held in Knox County, Tennessee.

4.05 Notice of Special Meetings. The parties calling a special meeting shall give notice of the time, date, and location of the special meeting and of the purpose of the special meeting. This notice shall be given not less than three days before the special meeting. This notice may be communicated to the recipient by any method reasonably guaranteeing that it will be received; it does not have to be in writing.

4.06 Board Vacancies/Absentees. Vacancies on the Board shall be temporarily filled from a list made up of those persons originally nominated, but who failed to receive a sufficient number of votes to be elected to the Board. Selection shall occur in descending order from the top vote recipient to the bottom recipient. A permanent replacement Director shall be elected by Voting Members at the next meeting of Members or at any special meeting of Members called for that purpose. A Director elected to fill a vacancy shall serve only for the unexpired term of that Director's predecessor unless re-elected for a full term. If a Director is absent from duly called meeting of the Board three times during their term, the Director can be dismissed upon a vote of a majority of the Directors on the Board.

4.07 Compensation. Directors shall not receive compensation for service as a Director. Directors may be compensated for professional services rendered that are outside the scope of their service as Directors.

4.08 Quorum and Voting. A Majority of Directors holding office or 51% of the Board Directors constitutes a quorum for the transaction of business. The act of a Majority of Directors present and permitted to vote at any meeting at which a quorum is present shall be the act of the Board.

4.09 Action by Written Consent. The Board may act by written consent without a meeting if and as permitted by Tennessee law in effect when the action is taken.

4.10 Committee Action. No vote taken by the Board shall be valid unless a recommendation has been made before the vote by the appropriate committee, if any, interested in the subject of this vote under article 6. However, if the committee fails or refuses to make a recommendation, the Board may take a vote after first giving the appropriate committee a written request for a recommendation and ten days from the date of notice to make a recommendation. The meeting of the Board may be adjourned and reconvened for this purpose without additional notice of the subsequent meeting.

4.11 No blood relatives may serve on the Board at the same time. No blood relatives or in-laws of a regular, full-time KCD staff member may serve on the Board. A blood relative would include but not necessarily be limited to spouses, siblings, parents and children, aunt-uncle, grandparents and other blood relatives.

4.12: Any KCD staff member who resigns or otherwise departs from KCD may not serve on the KCD Board for at least one year following the date of said staff member's resignation or departure from KCD. Any KCD staff members or The Executive Officer will not serve on the board if terminated ever.

4.13: Conflict of Interest Disclosure: The board will sign the conflict of interest disclosure every year.

## **ARTICLE 5 -- OFFICERS**

5.01 Designation. The officers of the Corporation shall consist of a president, vice-president, secretary and treasurer.

5.02 Election and Term. All officers shall be elected annually by a majority vote of the Board at the first Board meeting held after the annual member meeting. Each officer shall hold office for a period of one (1) year and may be removed without cause at any meeting of the board.

5.03 Duties and Qualifications. Officers of the Corporation shall be chosen from among its Directors. Officers shall have the following duties and additional qualifications:

President--The President shall preside at all meetings of the Members and the Board. In the event that the Executive Director becomes incapacitated or otherwise cannot complete his term, the president will assume day to day operations of KCD until other arrangements can be made. The president is empowered to enter into contracts and sign instruments affecting the operation of the Corporation to the extent authorized by resolution of the Board. The president may authorize the treasurer to disburse funds on the Corporation's behalf within the limits of the approved budget. Only Voting Members shall be eligible for the office of President. The President may occupy an office at KCD if space is available.

Vice-President--The Vice-President shall fill in for the President when appropriate.

Secretary--The secretary shall keep accurate and complete books and records of the Corporation, including minutes of the proceedings of the Members and the Board, and is responsible for authenticating the Corporation's records. The secretary shall keep a record of the names and addresses and date of Membership of all Members and shall be responsible for notifying Members and Directors of meetings and other information when necessary.

Treasurer--The treasurer shall be custodian of all funds of the Corporation and shall keep adequate records of account. The treasurer shall have the authority to sign and disburse all checks on behalf of the Corporation, but such checks shall be countersigned by another officer. All funds raised on behalf of the Corporation shall be placed with the treasurer, who shall deposit them in a federally insured bank of the treasurer's choice. The treasurer shall report the financial status of the Corporation from time to time as required by the Board.

5.04 Additional Duties. The Board may impose additional duties of officers not inconsistent with the duties

imposed by section 5.04.

5.05 Resignation. Any officer of the Corporation may resign by submitting a written resignation to the Board.

## **ARTICLE 6 -- COMMITTEES**

6.01 Designation. The Corporation shall have the following standing committees:

**Regulatory**--the regulatory committee shall have responsibility for oversight of all governing documents including but not limited to the by-laws, the personnel policy, the charter and Corporation policies and procedures. The Committee shall have authority to revise any and all governing documents for presentation to the appropriate bodies, including when appropriate, the membership.

**Personnel** -- The Personnel Committee shall review and recommend to the Board appropriate action on wages, benefits, and all other matters of personnel policies and procedures. This committee shall handle any other matters that are customarily handled by personnel committees.

**Nominating**--The nominating committee shall recommend to the Voting Members and shall recommend to the Board appropriate Persons to be officers. Names of nominees shall be sent to the Members at the same time as the notice of the annual meeting and to the Directors at least ten days before the annual meeting of the Board.

**Finance** -- The finance committee shall recommend to the board a budget for the Corporation. It shall also review and monitor financial operations of the Corporation and report to the Board any budget deviations. It shall handle any other matters that are customarily handled by finance committees. Members of the finance committee shall have access to all financial records of the Corporation.

**Fund Raising** -- The fund raising committee shall recommend to the Board methods of raising funds for the Corporation. When approved by the Board, this committee will be responsible for implementing fund raising projects.

**Program** -- The program committee shall be responsible for reviewing programs of the Corporation and recommending to the Board appropriate changes in programs and policies.

**Building** -- The Building Committee shall be responsible for recommending building upgrades including maintenance matters.

**Technology** -- The technology committee is responsible to assist and advise the Executive Director regarding the new Video Interpreting Program.

6.02 Membership. The President of the Corporation shall appoint a chairperson of each committee. In addition to the committee chairperson, each committee may have at least two members approved by the Board.

6.03 Ad Hoc Committees. The Board shall from time to time establish any ad hoc committees it deems are appropriate. These committees shall have whatever powers are expressly set out when established.

6.04 Compensation. Committee members shall not receive compensation for service on a committee.

## **ARTICLE 7 -- EMPLOYEES**

7.01 Employees. By the vote of a Majority of the Board, the Board may employ parties to conduct the day-to-day activities of the Corporation under terms established by the Board.

7.02 Agents. By the vote of a Majority of the Board, the Board may appoint agents to perform such duties and receive such compensation as determined by the Board. The Board may also authorize officers and employees of the Corporation to appoint agents under terms set by the Board.

7.03 Executive Director - The Executive Director is hired by the Board and manages the day to day

operations of KCD in accordance with the policies and procedures set by the Board of Directors. The Executive Director is the organization's manager.

7.04 KCD Grantee. The Grantee warrants that no part of the total Grant Contract Amount shall be paid directly or indirectly to an employee or official of the State of Tennessee as wages, compensation, or gifts in exchange for acting as an officer, agent, employee, subcontractor, or consultant to the Grantee in connection with any work contemplated or performed relative to this Grant Contract.

The Grantee acknowledges, understands, and agrees that this Grant Contract shall be null and void if the Grantee is, or within the past six months has been, an employee of the State of Tennessee or if the Grantee is an entity in which a controlling interest is held by an individual who is, or within the past six months has been, an employee of the State of Tennessee.

#### **ARTICLE 8 -- INDEMNIFICATION**

The Corporation shall indemnify its officers and Directors and their estates against all costs, expenses, and attorney fees paid or incurred in connection with any action, suit, or legal proceeding to which the officer or Director may be made a party by reason of being or having been a Director or officer. This indemnification shall apply to the full extent allowed by present or hereafter-enacted Tennessee law. All statutory provisions of the Tennessee Code Annotated related to this type of indemnification are incorporated into these bylaws by reference to the extent the statutes in effect at the time an action is commenced shall prevail over other statutes; and when options are given in the statutes, the option providing the broadest indemnification to the officer or Director shall prevail.

#### **ARTICLE 9 -- EXPENSES**

9.01 Compensation. No part of the income or profit of the Corporation shall be distributable to its Members, Directors, or officers, except that parties may be paid reasonable compensation for services performed for the Corporation, if such compensation is approved by the Board.

9.02 Reimbursement. With the approval of the Board, a party may be reimbursed for expenses incurred by that party on behalf of the Corporation, upon the presentation of a voucher showing the date, the amount, and the purpose of each transaction.

#### **ARTICLE 10 -- AMENDMENT**

10.01 Amendment of Charter. The Corporation's charter may be amended by the vote of two-thirds of the Voting Members present at the meeting if a quorum is present and the amendment is properly before the Membership.

10.02 Amendment of Bylaws. Bylaws may be amended by an affirmative vote of two-thirds of the Voting Members present at the meeting if a quorum is present and the amendment is properly before the Membership.

#### **ARTICLE 11 -- DISSOLUTION**

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations described as exempt organizations in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose, or as otherwise required by Tennessee law at the time of the dissolution.

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