

**DEAF COUNSELING, ADVOCACY AND REFERRAL AGENCY  
BYLAWS**

**ARTICLE I – NAME**

The name of this corporation is **DEAF, COUNSELING, ADVOCACY, AND REFERRAL AGENCY (DCARA)**. The fictitious name of the corporation shall be employed concerning all official business and activities. Individuals, organizations or agencies shall not use either name without the approval of the Board of Directors of the corporation.

**ARTICLE II – PURPOSE**

The purpose of this corporation is to provide services that promote and enhance the lives and independence of people in the Deaf Community.

**ARTICLE III – CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, the rules of construction and definitions in the California Corporation law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes feminine and neuter, then singular number includes the plural, the plural number includes the singular, the term “person” includes both the corporation and a natural person, and the term “Deaf” includes persons who are deaf, deafened, hard-of-hearing, and deaf-blind.

**ARTICLE IV – OFFICE**

**Section 1: Principal Office**

The principal office of the corporation for the transaction of business is in the City of San Leandro, County of Alameda, State of California. The Board of Directors may, by resolution adopted by it, change the location of the principal office within the State of California.

**Section 2: Other Offices**

Branch or subordinate offices may at any time be established at any place or places where the corporation is empowered to transact and carry on business within Northern California and only in areas not being served by a sister deaf advocacy organization.

**ARTICLE V – BOARD OF DIRECTORS****Section 1: Authority**

The complete authority of this corporation shall be vested in the Board of Directors, numbering not less than seven (7) and not more than twenty-two (22) directors. The Board of Directors will have, when possible, a varied geographical, ethnic, and occupational representation, a balance between males and females, and a majority of Deaf directors. No employee of the corporation shall be eligible to be a director.

**Section 2: Election and Term of Office**

The term of office of each director is three years. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the terms for which is elected. Directors may serve no more than two consecutive terms; however, they may be nominated for a new term after a one year lapse in office. Nominations for directors may be made by the current directors. The terms of office of the directors shall be staggered to ensure, as nearly as possible that one-third (1/3) of the directors are elected in each year.

- (a) **Restriction on interested directors.** No persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it during the previous six (6) months, whether as a full-time or part-time employee, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any significant other, domestic partner, brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.
- (1) **Not more than forty-nine (49%)** of the persons serving on the Board of Directors at any time may be an independent contractor of the corporation. An independent contractor may be, but is not limited to, a person who performs free-lance Sign Language interpreting services, or one who provides consulting services.
- (b) **Election.** The directors shall be elected or re-elected at any monthly meeting of the Board. A director shall be elected or re-elected and qualified by an affirmative vote of a simple majority of the directors then in office with a quorum.

**Section 3: Vacancies**

- (a) **Events causing vacancy.** A vacancy or vacancies on the Board of Directors can occur if: (i) a director dies, resigns or is removed, (ii) a director is declared of unsound mind by a court order, (iii) a director is convicted of a felony or has been found by a final order or judgment of any court to have breached a legally imposed duty under the California

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Nonprofit Corporation Law; (iv) the increase of the authorized number of directors; (v) the removal by resolution of the Board of Directors of any officer or director who has had two consecutive, unexcused absences or three non-consecutive unexcused absences from regular meetings of the Board of Directors during any twelve (12) month period; (vi) the Board of Directors fail to elect the number of directors necessary to reach the limit of 22.

- (b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective upon giving written notice to the president of the board, or the secretary, unless the notice specifies a later time for the resignation to become effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs, except on notice to and permission of the Attorney General of California.
- (c) Filling vacancies to maintain the required minimum number of directors. Vacancies on the board shall be filled by a majority of the directors then in office or by a sole remaining director, at the earliest possible meeting.
- (d) No removal on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director.

#### Section 4: Meetings

- (a) Regular meetings. Regular meetings of the Board of Directors shall be held once a month.
- (b) Special meetings. Special meetings of the Board of Directors shall be held, if requested in writing by any two (2) officers of the corporation or by five (5) Directors. The Board of Directors shall be polled to determine a convenient date, time, and place of any such meetings, which shall be held within 10 days of the written request.
- (c) Attendance. All meetings of the Board of Directors are open to the public except during the Executive Session. Executive Session is defined by those parts as determined by the Board of Directors, when personnel matters pertaining to specific staff, directors, or other individuals are to be considered, or when matters pertaining to litigation or claims involving the corporation are to be considered. Information on dates and times and places shall be posted at least one week prior to the time set for any regular meeting of the Board of Directors and at least 48 hours prior to the time set for any special meeting of the Board of Directors.
- (d) Notice of meetings. Written notice of the time and place of all meetings of the Board of Directors shall be either hand delivered, mailed first class, or delivered via fax, telephone or electronic mail to each member of the Board of Directors at his home address (as shown on the records of the corporation) at least forty-eight (48) hours in advance of the time set for any special meetings and at least a week prior to the time set for any regular meeting. An agenda shall be included in any written meeting notice.

- (e) Waiver of notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding a meeting, or approves the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.
- (f) Action without meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all directors, individually or collectively, consent in writing (including via electronic mail) to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.
- (g) Meeting site. Regular meetings of the Board of Directors shall be held at principal office or community meeting space of the corporation (or at any place within or without the State of California as may be designated from time to time by resolution of the Board of Directors).
- (h) Quorum. The presence of a majority of the directors then on the board shall constitute a quorum for the transaction of business.
- (i) Loss of quorum. The directors present at a duly held meeting at which a quorum is present may continue to transact a business until adjournment, despite the withdrawal of directors during the meeting which may leave less than the number to meet the required quorum.
- (j) Voting rights. Each member of the Board of Directors shall be entitled to one vote; proxies may not be exercised.
- (k) Interpreters. When determined necessary by the president or by prior request by any director at least a week in advance, a qualified interpreter shall be present at meetings of the Board of Directors or Board committees to interpret the spoken or signed proceedings into signs and the signed proceedings into either speech or signs. Request for interpreters shall be made to the Chief Executive Officer, who shall be responsible for making all arrangements for interpreters. Interpreter requests for a deaf-blind interpreter shall be made following the same procedures.

Section 5: Powers of the Board of Directors

The Board of Directors shall manage and oversee the business of the corporation and may exercise all the powers of the corporation, subject only to restrictions imposed by law, the Articles of Incorporation, or these bylaws. Without in any way limiting such general powers, it is hereby expressly declared that the Board of Directors shall have the following specific powers:

- (a) To adopt and alter a common seal of the corporation;
- (b) To make and change regulations, consistent with these bylaws, governing the management of the corporation's business and affairs;
- (c) To approve budgets and any other major change affecting corporate operations;
- (d) Subject to any claim for breach of contracts, to appoint, remove or suspend, at its pleasure, all officers of the corporation, including the Chief Executive Officer, and to prescribe their duties and fix their compensation;
- (e) To evaluate and supervise the Chief Executive Officer, and to prescribe his duties and set his compensation in the form of a mutually agreed upon contract between the Board of Directors and the Chief Executive Officer;
- (f) To pay for any property purchased by the corporation, whether fully partly, in money, bonds, debentures or other securities of the corporation;
- (g) To borrow money, and to make and issue notes, bonds and other instruments, mortgages, deeds of trust, and trust documents, and to do every act and thing necessary to effectuate the same;
- (h) To select and designate such banks or other financial institutions, as they deem appropriate, to serve as the official depository of the funds of the corporation and to prescribe the manner in which such deposits shall be made or withdrawn;
- (i) To accept gifts, legacies, donations and/or contributions in whatsoever form on behalf of the corporation, (upon such terms and conditions as may be set by the Board of Directors);
- (j) To approve contracts or grant agreements with government agencies, non-profit organizations, private corporations or foundations;
- (k) To determine and direct the long term planning for the corporation, including all aspects of fundraising and program-development services;
- (l) To make such other decisions, or take such other actions, as may be authorized by law and which protect and promote the best interests of the corporation.

Section 6: Compensation

Directors and members of committees may not receive any compensation for their services, but may receive reimbursement for expenses as may be determined by resolution of the board of directors to be just and reasonable.

**ARTICLE VI -- OFFICERS**Section 1: Officers

- (a) Elections: The Board of Directors shall elect these following officers from its members: President, Vice-President, Secretary, and Treasurer. At least two of the officers, including the President, must be Deaf.
- (b) Non-elected position: Past-President shall act as a consultant for other officers, to attend all executive and Board meetings, to replace the President should the President need to resign before the end of his/her term, advise the Board on changes needed to the Bylaws and Policies, and to have equal voting rights as other officers of the board.
- (c) Terms of office: Officers shall be elected by the Board of Directors to serve their term for two calendar years or until successors are elected. The President and Treasurer terms shall end on December of even number years, and Vice-President and Secretary terms shall end on December on odd number years.
- (d) Resignations. Any officer may resign at any time by giving notice to the Board of Directors, the President, or the Secretary of the corporation. A resignation shall not affect the rights of the corporation under any existing contract between the officer and the corporation. Any resignation shall take effect any time specified in the resignation; the acceptance of the resignation shall not be necessary to make it effective.
- (e) Vacancies. Upon the removal, resignation, death or incapacity of any officer, the Board of Directors may declare such office vacant and fill it at the next regular or any special meeting.

Section 2: President

- (a) Duties. The President of the corporation shall be the chair of the Board and shall perform the duties usually pertaining to both offices.
- (b) Authority. The President shall preside at all meetings of the Board of Directors and shall have the authority to execute, in the name of the corporation, all bonds, contracts, grant agreements, deeds, leases and other written instruments to be executed by the corporation and shall perform such other duties as the Board of Directors may determine.

- (c) Delegation of authority. The President shall delegate to the Chief Executive Officer his authority to execute any written instruments on behalf of the corporation.

### Section 3: Vice-President

- (a) Authority. During the absence or incapacity by the President, or when office of the President is vacant, the Vice-President shall have the authority to act and perform the duties of the President of the corporation.
- (b) Duties. The Vice-President shall oversee board committees, perform such other duties, and have such other powers as the Board or the President determines.

### Section 4: Secretary

- (a) Minutes. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office, the minutes of actions taken at all meetings of the Board of Directors and committees.
- (b) List maintenance. The Secretary shall also maintain a current list of all directors, including their addresses, telephone and fax numbers, if any, email addresses, if any, and dates of their respective election and term(s) of office.
- (c) Other duties. The Secretary shall give, or cause to be given, notice of all the meetings of the Board and of the committees required by these bylaws; shall keep the seal of the corporation (if any) in safe custody; shall have such powers and perform such other duties as may be prescribed by the Board of Directors or by these bylaws.

### Section 5: Treasurer

- (a) Duties. The Treasurer shall be the chair of the Finance Committee, if any; and shall monitor the expenses and budget of the corporation and the maintenance of adequate and correct accounts of the properties and business transactions of the corporation, including all matters customarily included in financial statements.
- (b) Reports. Upon request of the President of Board of Directors, the Treasurer shall render a report of the financial condition of the corporation at a meeting of the Board of Directors.
- (c) Audit. The Treasurer shall cause an annual financial audit of the corporation to be made by a Certified Public Accountant, approved by resolution of the Board of Directors and shall cause a report of the annual audited financial statements to be made to the Board.

**Section 6: Chief Executive Officer**

- (a) **Duties.** The Chief Executive Officer shall be appointed by the Board of Directors and shall undertake his duties following a mutually agreed upon contract with the Board.
- (b) **Board membership.** The Chief Executive Officer shall be an ex-officio non-voting member of the Board of Directors. The Chief Executive Officer participates in Executive Sessions by invitation of the board.
- (c) **Other duties.** The Chief Executive Officer shall be responsible for the day-to-day administration, financial management and operation of the corporation, including its programs, services, plans, policies and such other duties as may be included in his contract.

**ARTICLE VII – COMMITTEES****Section 1: Committees of Directors**

The Board of Directors may establish standing or other committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board of Directors may designate alternate members who may replace any absent member at any committee meeting. Any such committee shall have all authority of the Board of Directors except that no committee may:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Fix compensation of any director for serving on the Board of Directors or on any committee;
- (c) Amend, repeal, or adopt bylaws;
- (d) Amend or repeal any action of the Board of Directors;
- (e) Appoint any other committees of the Board of Directors or the members of such committees; or
- (f) Approve any transaction between the corporation and one or more of its directors, in whom the director or directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

Section 2: Executive Committee

- (a) The Executive Committee shall consist of four (4) officers and the Chairman of each standing committee. The presence of a majority of the Executive Committee shall constitute a quorum for the transaction of business.
- (b) The Executive Committee shall meet on an as needed basis.
- (c) The Executive Committee may meet in person, by video conference call, electronic mail, fax or by other electronic or mechanical means on call of four (4) members of the Committee and by participation by a majority of the Committee, with either the President or Vice President present.
- (d) The Executive Committee shall, between meetings of the Board of Directors, have all powers and authority of the Board of Directors for management of the business and affairs of the corporation, except (1) of the power to adopt, amend or repeal the by-laws and (2) such matters which the Board of Directors has by resolution expressly reserved to itself.
- (e) The Executive Committee shall have the power to fill vacancies on standing committees of the Board which occur between regular meetings of the Board of Directors with the exception of vacancies of its own membership. Appointments made by the Executive Committee to fill Committee vacancies shall be subject to ratification by the Board at its next meeting.
- (f) The Executive Committee shall present a report of its actions and such recommendations as it may see fit to the Board at each regular meeting of the Board.
- (g) Any member of the Board of Directors who wishes to do so may sit with the Executive Committee. Such a member may participate in the Committee's discussions but shall not vote.

Section 3: Board Committees

- (a) Standing Committees are defined as permanent committees chaired by a member of the board of directors. These include, but are not limited to: Finance, Board Development, Fundraising.
- (b) Ad Hoc Committees are defined as temporary committees established to achieve specific stated goals which must be chaired by a member of the board of directors.

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#### Section 4: Committees that include persons other than Board of Directors

The Board of Directors may establish one or more committees whose members need not be made up entirely of directors. Such committees shall not have the authority of Board of Directors, but the Board may delegate special powers to any such committee.

#### Section 5: Meetings and Actions of Committees

The provisions of these bylaws govern meetings and actions of all committees, except that the time for regular meetings of the committees may be determined either by the Board of Directors or by the committee. Special meetings of committees may also be called by the Board of Directors or by members of the committee. Committee proceedings and recommendations shall be reported at the next Board meeting.

### **ARTICLE VIII – LIABILITY AND INDEMNIFICATION**

#### Section 1: Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

#### Section 2: Approval of Indemnity

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standards of conduct set forth in Section 5238(b) or Section 5238(c) have been met and, if so, the Board of Directors shall authorize indemnification.

#### Section 3: Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specified instance, expenses incurred by a person seeking indemnification under this Article VIII of these bylaws in defending any proceedings covered by Article VIII of these bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of any undertaking by or on behalf of that person that the advance will

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be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

#### Section 4: Contractual Rights of Non-directors and Non-officers

Nothing contained in this article VIII shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

#### Section 5: Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provision of this section.

### **ARTICLE IX – MAINTENANCE AND INSPECTION OF CORPORATE RECORDS**

#### Section 1: Maintenance and Inspection of Articles and Bylaws

The corporation shall keep, at its principal office, a copy of its Articles of Incorporation and current bylaws, which shall be open to inspection by the Board of Directors at all reasonable times during office hours.

#### Section 2: Maintenance and Inspection of Other Corporate Records

The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or in the absence of such designation, at the principal office of the corporation. A typewritten copy of minutes shall be kept in a permanent record book. Every director shall have the absolute right to inspect all books, records, documents and the physical properties of the corporation during regular business hours. The inspection may be made in person or by an agent, and shall include the right to print, copy and make extracts of documents. The right of inspection shall be subject to any confidentiality and/or non-disclosure requirements of state or federal law, contract or grant agreement, with respect to information related to clients of the corporation.

## **ARTICLE X – CONFLICT OF INTEREST**

The Board of Directors shall announce, from time to time, a conflict of interest policy according to the current law then in effect. Officers, directors, and employees of the corporation shall adhere to such a policy.

### Section 1: Family members

Family members of both director and/or corporation employee shall be barred from serving on the Board of Directors. A family member is a significant other, domestic partner, brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law.

### Section 2: Conflict of Interest Policy

Directors are expected to refrain from any activity or investment that constitutes, or might appear to constitute, a conflict of interest. A conflict of interest arises when a situation or set of circumstances develops and causes or is perceived to cause a director to consider interests other than DCARA in arriving at a business decision or fulfilling his responsibility to the corporation.

### Section 3: Use of Information

In the course of Board membership, directors may be exposed to information about DCARA that is not generally available to outsiders. No director shall disclose, disseminate, or use this information in any way for his own or anyone else's personal benefit, profit, or advantage.

### Section 4: Solicitation for Support

No director shall request support or approval for any project in which he holds a monetary interest, either directly or indirectly.

### Section 5: Supervision of Family Members

No person employed by the corporation shall be allowed to work in the direct line of supervision of a family member as defined in Section 1.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rule of Order Newly Revised* (The Scott, Foresman 1990 edition) shall govern the proceedings of the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Board of Directors may adopt.

**ARTICLE XII – AMENDMENTS**

New bylaws may be adopted, or these bylaws may be suspended, amended or repealed by a resolution adopted by the Board of Directors.

**ARTICLE XIII – DISSOLUTION OF THE CORPORATION**

The corporation shall have a perpetual existence, although it may be dissolved by a resolution adopted by the Board of Directors. In the event of such dissolution all corporate property and assets shall be transferred to such other organizations “of, by, and for the deaf” as the Board of Directors shall determine, provided that such other organizations shall be exempt under Section 501 (c) (3) of the Federal Internal Revenue Code.

**CERTIFICATE OF PRESIDENT**

I certify that I am the duly elected and President of DCARA, a California nonprofit public benefit corporation, that the above bylaws, consisting of 13 pages, are the bylaws of this corporation as adopted by the Board of Directors on May 14, 2013, and that they have not been amended or modified since that date.

Executed on May 14, 2013, at San Leandro, California.



Dated: 5/14/2013

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President