

San Francisco Club for the Deaf, Inc.

BYLAWS

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Article I – CORPORATION

Section 1.1 The name of this charitable corporation shall be the SAN FRANCISCO CLUB FOR THE DEAF, INCORPORATED (SFCD).

Section 1.2 The Corporation is a nonprofit public benefit Club organized under the California Nonprofit Public Benefit Corporation Law irrevocably dedicated for charitable purposes and is not for the private gain of any person.

Section 1.3 The legal title and ownership of all property and assets of the Club shall be vested in the San Francisco Club for the Deaf, Inc.

Article II – OBJECT

Section 2.1 The object, general purpose, and business of this Club, formed of and operated by and for the benefit of its members, shall be to promote social and general betterment of its Deaf and/or ASL Fluent members within the Bay Area.

Section 2.2 “Bay Area” shall be known as the following Northern California counties that border the San Pablo and San Francisco bays: Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano, and Sonoma.

Article III – MEMBERSHIP AND DUES

Section 3.1 Persons 18 years and over interested in furthering the objectives of this Club may apply for membership.

Section 3.2 Dues of membership shall be determined by majority vote at Annual General Meetings.

Section 3.3 A member is in good standing when dues are current and is a member for more than one year. A new member becomes a member in good standing by paying 5 years’ membership dues.

Section 3.4 Membership dues are due on November 1st. Reminder notices will be sent out in October. If dues are not received by January 1st, membership will expire.

Section 3.5 The Board of Directors may terminate a membership for adversely affecting the business or reputation of the club, with at least seventy-five percent (75%) of the Board present and voting approval.

Section 3.6 Honorary Membership may be conferred upon any individual in recognition of distinguished service in the interests of the Club by two-thirds (2/3) of members present and voting at an Annual General Meeting. Member shall have participation privileges but may not vote or hold office. Dues shall not be required.

Article IV – BOARD OF DIRECTORS

The governance of the Club shall be invested in its Board of Directors as follows:

Section 4.1 The Board shall be comprised of seven (7) elected Directors and not more than two (2) additional Directors appointed by the Board.

Section 4.2 The term of office for each Director shall be for two (2) years. Directors may be re-elected.

Section 4.3 Responsibility of the Board of Directors shall be to:

- a) Annually elect its officers at the first regular or special meeting following the Annual General meeting;
- b) At its option, to appoint up to two (2) additional Directors-at-Large that shall have the experience and expertise needed by the Board;
- c) Conduct the activities and affairs of the Club within the framework of its objectives as described in Articles I and II of these Bylaws;
- d) Establish overall policy-making and general guidelines for Club operations;
- e) Appropriate the expenditure of funds set aside for the activities and operation of the Club;

- f) Establish a proposed budget for each year. Trustee will inform the Board of Directors of the budget amount the club may spend for the year.
- g) Review and approve periodic financial statements;
- h) Accept formal recommendations initiated by committees and take appropriate action for review and response;
- i) Approve contractual relationships;
- j) Approve major donations;
- k) Determine the size of committees and appoint their members;
- l) Designate members or other designees authorized to represent the Board in public;
- m) Concur on potential removal of members from Board or committees for failure to attend three consecutive meetings or a majority of the yearly meetings without just cause.

Section 4.4 Each member of the Board of Directors leaving office shall turn over to successors all official materials or assets in his/her possession relating to activities or operations of the club.

Section 4.5 Any Director may be removed from Board by affirmative vote of a majority of the Board of Directors.

Section 4.6 Resignations shall be in writing to the President or Secretary.

Article V – ELECTION, OFFICERS, and DUTIES

Section 5.1 Seven (7) member nominees receiving the highest number of votes cast at Annual General Meeting, providing a quorum is present, shall be elected to the Board of Directors.

Section 5.2 Nominees must be Deaf, in good standing for at least one year, prior to being eligible for Board.

Section 5.3 Voting shall be by secret ballot.

Section 5.4 Nominations for the Board of Directors shall be:

- a) Encouraged and recommended by the Nominations Committee;
- b) Accepted from the floor;
- c) Must be present at the meeting or send a proxy.

Section 5.5 The Officers of the Club shall be chosen annually by a majority vote of the Board and shall serve at the pleasure of the Board.

Section 5.6 The Officers of the Club shall be:

- a) President: presiding officer with general oversight of activities and affairs as may from time to time be assigned to the President by the Board; ex-officio member of all committees.
- b) Vice-President: presides and assumes general oversight in absence of President.
- c) Secretary: responsible for minutes, recording actions of the Board, correspondence, and documents; give notice of meetings; keep a copy of Articles of Incorporation and Bylaws of the club as amended to date.
- d) Treasurer: responsible for receiving and recording all funds; depositing funds in organization's bank account; registering bank account with signatures as instructed by Board of Directors and having checks signed by Treasurer and one authorized officer; disbursing funds as directed by Board of Directors; presenting financial reports for meetings; presenting annual audited reports at Annual General Meeting or at the voted request of membership; coordination with Secretary of up-to-date membership.
- e) Membership Director: duties are to collect membership dues, depositing funds in organization's bank account, issue refunds as needed, keep current email address of all members via Excel worksheet on SFDC's Google Drive, add new membership email address to Chimp (currently SFDC's email distribution software), verify membership as needed, confirm member is in good standing when paying for SFDC's event, and answer members' questions.
- f) Webmaster: develop and maintain organization's website, distributing announcements via emails, monitoring social media (such as Facebook), and email boards' information.
- g) Event Director:
 - a. Ensure that the club events are appropriately coordinated by the board and membership
 - b. Every November, collect event proposals (the events must be geared toward the membership only). List of events are compiled along with budget allocation estimates.

- c. Prior to the new year, the board approves the list of events along with the budget estimates.
- d. Throughout the year, communicates with the chairperson and collaborates with him/her in developing flyers, managing communication between the chairperson, treasurer, and membership director.
- e. Upon completion of each event, ensures that the expenses are within the budget and sees that all expenses are recorded for future audit.
- f. Coordinates the proposals for donations, sponsorship, and partnership during January and July meetings.
- g. Create MOUs as needed for each event.
- h) Member-at-Large: Assist organization's officers as needed and create vlogs if a need arises.

Section 5.7 Three (3) to Five (5) Directors-at-Large: to serve as necessary.

Section 5.8 Between Annual General Meetings, vacancies may be filled by the Board of Directors for the remainder of the vacated term.

- a) Section 5.9 Three (3) elected trustees shall serve as the SFCD Trustees. Initially, terms for the trustees shall be staggered such that one shall serve a one (1) year term, one shall serve a two (2) year term and one shall serve a three (3) year term. At the end of each respective term, that trustee position will be up for election to a three (3) year term. When the three (3) trustees complete their respective terms, all trustees thereafter shall be elected to three (3) year terms. There shall be no term limits.
- b) Candidates for Trustee must be members of SFCD in good standing for at least one (1) year.
- c) Elections for vacated Trustee shall be at the Annual General Meeting held in November.
- d) Any Trustee may be removed for any reason only by an affirmative vote of a majority of members present at a specially called meeting by the President.
- e) If any Trustee is unable to perform his/her duties, he/she shall submit a letter of resignation to the President.

- f) In the event of a Trustee removal or resignation between Annual General Meetings, vacancies shall be appointed by the Board of Directors for the remainder of the vacated term. Remaining Trustees may recommend and be part of the Board during the Trustee selection process.
- g) The duties of Trustees shall include:
 - 1) Trustees shall meet at least twice a year and report to the Board of Directors on the funds' performance within two (2) weeks after that meeting.
 - 2) Inform the President of the Board of Directors when a Trustee meeting will be held. At least one (1) officer of the Board of Directors may be present to observe the meeting. This officer may have a voice but is ineligible to vote.
 - 3) Provide Minutes of all Trustee meetings to the Secretary of the Board of Directors. Trustees may make recommendations to Board on transfer of any or all SFCD Investments account if situation warrants.
 - 4) Annually review funds of SFCD Investments account and recommend a budget for the following year.
- h) If the Board of Directors desire to use investment funds for any other reason they can do so only with a 2/3 majority vote of members at a specially called emergency meeting by the President.

Article VI – MEETINGS

Section 6.1 Annual General Meetings of membership shall be:

- a) To elect Directors;
- b) To receive reports of officers;
- c) To provide an update regarding its programs;
- d) To obtain views and suggestions from the membership;
- e) For any other business that may properly come before the meeting;
- f) Held in the month of November on a date and place designated and publicized at least 60 days in advance by the Board of Directors.

Section 6.2 Meetings of the Board of Directors shall:

- a) Publicize and meet at least once between Annual General Meeting at such date, time, and place as shall from time to time be fixed by Directors, or as is necessary and appropriate in order to carry out its functions;
- b) Elect its officers at its first board meeting after Annual General Meeting or at a special meeting of the Club;
- c) Call special meetings at the written request of a majority of members on the Board, or at the written request of one-third (1/3) of the membership in good standing, with agenda confined to the stated purpose (requests may be via letter, or email);
- d) Have an agenda setting forth the items two weeks prior to the meeting date to inform members/board what will be discussed at the meeting.
- e) Receive notice of special meetings not less than ten (10) days before date of the meeting;
- f) Be permitted to take action via letter, or email without a meeting if a majority of Directors consent to the process in writing, email, or at a meeting;
- g) Meet quorum requirements with a majority of the Board members present.

Section 6.3 Meeting shall be held within the Bay Area counties listed in Article II, Section 2.2.

Article VII – QUORUMS

Section 7.1 For the Annual General Meetings, ten percent (10%) or fifteen (15) members, whichever is smaller, of the membership in good standing shall constitute a quorum.

Section 7.2 For all Committee and Board of Directors meetings, a simple majority of the Committee or Board members shall constitute a quorum.

Article VIII – COMMITTEE

Section 8.1 Standing committees shall include the Laws Committee, the Audit Committee, and the Nominations Committee.

Section 8.2 The role of standing committees, serving at the pleasure of the Board, is to meet the responsibilities expressed or expanded by the Board of Directors.

Section 8.3 The President, with Board of Directors' approval, may establish such clearly defined standing and ad hoc committees not specifically provided for in these Bylaws.

Section 8.4 The chair of each committee shall initiate, record, and submit its recommendations to the Board of Directors.

Article IX – PARLIAMENTARY AUTHORITY

Section 9.1 Parliamentary procedures not covered by these Bylaws shall be determined by Robert's Rule of Order, newly revised.

Section 9.2 Under no circumstances shall the Constitution or Bylaws of this Club be suspended.

Section 9.3 Obligation/Oath of Directors: "I do hereby pledge to abide by the Bylaws of the San Francisco Club for the Deaf, Incorporated, and to faithfully perform the duties of my office to the best of my knowledge and ability."

Article X – AMENDMENTS

Section 10.1 These Bylaws may be amended by a vote of sixty percent (60%) of the members present and voting at any regular meeting or any special meeting called for that purpose specifying proposed amendments, provided requirements of Section 10.2 are met.

Section 10.2 Proposed amendments, presented to the Bylaws Committee shall:

- a) Be submitted in writing at least ninety (90) days in advance of final action;
- b) Be reviewed, for not more than thirty (30) days, for compliance with Club Bylaws, state, and federal laws;
- c) Then, with thirty (30) days advance notice, be presented to Board with Bylaws Committee's recommendations;

- d) Then, with another thirty (30) days' notice to members, be acted upon;
- e) Become effective at the conclusion of meeting, or at a time specified in the amendment.

Article XI – DISSOLUTION

Section 11.1 In the event of dissolution, all remaining assets shall be distributed to a qualified California tax-exempt charitable fund or organization(s) within the mentioned Counties having similar objectives as the Club's within the meaning of Article II hereof, and whose primary object is in the interest of Deaf people.

STANDING RULES

Order of Business

The order of business for meetings shall be as follows:

- a) Pledge of Allegiance
- b) Call to order by President
- c) Roll Call by Secretary
- d) Reading of Minutes
- e) Reports of Officers
- f) Reports of Trustees
- g) Reports of Committees
- h) Unfinished Business
- i) Election (Every odd year in November)
- j) New Business
- k) Announcements
- l) Adjournment

Rule 1 Board business may be conducted by votes of the Board of Directors between meetings by in-person, videophone, texts, or e-mail when required by circumstances; and ratification takes place at the next board/general meeting whichever comes first.

Rule 2 President shall appoint two (2) auditors who are not members of the Board to examine and verify all financial reports rendered by the officers and committees following the close of the fiscal year each July, and whenever Directors vote to require it. (No reports shall be official unless signed by auditors. Periodic reports may be submitted at meetings.)

Rule 3 Non-profit organizations requesting donations shall submit a written proposal stating purpose of itemized funding request.

Rule 4 The Board of Directors may establish Standing Rules apart from Bylaws as long as they are in compliance.

Rule 5 Annual dues of \$5.00 dollars shall be a condition of membership in the Club.

Rule 6 Members shall not be able to resell event ticket(s). Members who bought event tickets and decide not to go to the event, need to contact the Membership Director to see if there is a waiting list.

REVISIONS

The foregoing amendments have been duly approved by the membership on this ____ day of _____, ____.

President

Secretary

Law Committee

Law Committee