PROPOSED AMENDMENTS

Prepared by the DSA Bylaws Committee

May 1, 2025

Proposed amendments are shown in red ink: 1) to fill in blank spaces or 2) to strike out words, phrases, or sentences which are replaced by 3) new or different words, phrases, or sentences. Where needed, a reason for change is shown in bold black ink in italics.

Bylaws

Deaf Seniors of America

As amended June 29, 2023

Article I: Name

The name of this association shall be Deaf Seniors of America, Incorporated, hereinafter referred to as "DSA."

Definition: DSA is a welcoming organization. We welcome all people who are deaf and/or hard of hearing regardless of other disabilities they may have, 50 years or older, and residing in the United States of America.

Article II: Objectives

Section 1: Advocacy and Education

The objectives of DSA shall be to serve as an advocate for deaf seniors by providing information and educational programs designed to enhance their physical, economic, and social wellbeing; and to otherwise promote the common interests of deaf seniors.

Section 2: Not Engage in Partisan Political Activity

DSA shall not engage in partisan political activity.

~~**Section 3:**~~ ***Delete because this is already covered in Article X, Section 8: Compensation***

~~No part of the net earnings of DSA shall inure to the members, directors, or officers except for reasonable reimbursement for expenses incurred in performance of official DSA duties. Reimbursement for specific duties assigned to a DSA member by the DSA President, with approval of the Board, is permissible.~~

~~**Section 4:**~~ ***Renumber to*** **Section 3: Collaboration and Resources**

DSA shall be available to assist, or provide resources as appropriate to individual Deaf seniors, Deaf senior citizen organizations and organizational affiliates.

Article III: Membership

Section 1: Active Membership

Active membership shall be open at any time to any deaf or hard of hearing person 50 years or older residing in the United States of America that has a fully paid membership in good standing at the time of any DSA-sponsored or endorsed activity and shall confer on such persons the privileges of participation in DSA activities, being eligible in serving on DSA committees, voting, holding office, and shall be offered any benefits of membership as the organization may confer.

Section 2: Associate Membership

~~Associate membership shall be open to any person hearing/deaf or spouse/partner of a DSA member, who supports the object and goals of DSA. Associate members shall have all the privileges of active membership except holding office at any time.~~

Associate membership shall be open to any hearing person 50 years or older or who is hearing spouse/partner of a DSA member, who supports the objectives and goals of DSA. Associate members who have fully paid membership in good standing shall have all the privileges of active membership except voting and holding office at any time.

Section 3: Honorary Membership

Honorary membership status shall be conferred by biennial national conference resolution or by the Board to individuals in recognition of their distinguished service to the DSA. Honorary members are not eligible to hold office, unless such individuals are DSA active members in good standing.

Article IV: Dues

Section 1: Determination

Membership Dues shall be set by resolution at national conferences.

Section 2: Duration

Membership Dues shall be effective from the national conference up to the next national conference.

Section 3: Membership Secretary

The Board of Directors shall determine policies and procedures for collecting dues, which may necessitate the services of a Membership Secretary. The Membership Secretary shall be recommended by the Treasurer and be approved by the Board.

Article V: Organizational Membership with Tiered Membership Benefits

Section 1: Organizational Membership

Established Deaf senior citizen organizations shall be recognized and welcomed as organizational members of DSA. ~~There shall be two categories of organizational membership: Not-for-profit and for-profit as approved by the board~~. To ensure ensure inclusivity and alignment with DSA's mission, organizational membership shall be divided into the following two categories:

1. Not-for-Profit Organizations – Includes 501(c)(3) organizations, nonprofit associations, and community-based organizations that primarily serve deaf and hard-of-hearing seniors.

2. For-Profit Organizations – Includes businesses, corporations, and private entities that provide products, services, or resources beneficial to deaf and hard-of-hearing seniors.

All organizational membership applications must be reviewed and approved by the Board of Directors to ensure alignment with DSA's objectives and mission.

Section 2: Organizational Membership Dues & Benefits
~~The DSA Board of Directors shall determine organizational affiliate membership dues.~~

a) The DSA Board of Directors shall determine and set the membership dues for organizational affiliates based on factors such as organizational type, size, and level of involvement with DSA.

b) Tiered Membership Structure
To ensure organizations can engage with DSA at a level that fits their capacity and interests, DSA may offer tiered membership options with corresponding benefits as follows with stipulations in Section 3 below:

Membership Level	Annual Dues	Benefits
Basic Membership (Small non-profits & community groups)	-	-
Standard Membership (Medium-sized non-profits & for-profits)	-	-
Premier Membership (Large organizations & corporate sponsors)	-	-

Section 3: Stipulations

1. Dues structures for not-for-profit and for-profit organizational members may differ, as determined by the Board.

2. The Board shall have the authority to establish tiered membership levels with corresponding benefits, such as increased visibility at DSA events, marketing opportunities, or participation in DSA programs.

3. The Board reserves the right to review and adjust membership dues and benefits periodically to reflect operational needs and organizational value.

Article VI: Meetings

Section 1: National Conférences
Meetings of DSA shall be held at national conferences held in odd numbered years at sites to be determined by the Board.

Section 2: Board Meetings
The Board shall meet at least twice between DSA Conferences, or upon the request of the President.

Section 3: Quorum
Quorum in Board Meetings - the majority of Board members shall constitute a quorum.

Section 4: Special Meetings
Special meetings may be called by the President with concurrence of the Board or when so requested by one-tenth of all active members. Business conducted during special meetings shall be confined to the purpose of the special meeting.

Section 5: Executive Session
The Board shall convene in executive session where circumstances warrant, i.e., when discussing matters of sensitive, personnel, or litigious nature.

Section 6: Selection of DSA National Conference
Preference for locations of national conferences may be submitted for vote during a general business meeting at a given conference. The board, however, shall make the final approval, and manage the conference with participation of local/state organizations.

Section 7: Call to Conference
The Board shall issue an official call to the biennial national conference at least six (6) months in advance, with the President as spokesperson.

Section 8: Business Quorum
10% of members of DSA registered during a conference shall constitute a quorum for conducting business.

Section 9: Electronic Meetings
Meetings of the Board may be held electronically in accordance with the following guidelines and requirements:

a) Electronic Board meetings may be conducted by teleconferencing or computer conference.
b) In any electronic Board meeting, at least majority members of the Board must be present.

c) So long as a quorum of the Board is physically present for a meeting, other members of the Board may participate in the meeting electronically without a formal approval process. If less than a quorum of the Board is physically present at a Board meeting, any member of the Board may request the electronic Board meeting, and the meeting must be approved by a quorum of the Board. Approval may occur at the Board meeting in question.
d) DSA Members are not entitled to participate in board electronic meetings of the Board or to monitor board meetings from remote locations, unless invited to do so by the Board.

Notice of each electronic Board meeting will be provided at least 24 hours prior to the electronic meeting. The notice will include a description of electronic means to be used to connect remote to the Board meeting.

Article VII: Board of Directors

Section 1: Board Composition

a) The board of directors shall be comprised of the following: President, Vice President, Secretary, Treasurer, four (4) Board Members and a Past President. The board may also include one (1) Member-at-Large.

b) The Board shall reserve the right to appoint one (1) Member-at-Large to serve a term of two years.

Section 2: Authority and Responsibility
The Board shall have the authority to make decisions between national conferences in accordance with the objectives of DSA and as needs may arise.

~~**Section 3: Members at Large**~~ **-** ***Moved to Section 1(b) above where more appropriate***
~~The Board shall reserve the right to appoint one member at large to serve a term of two years.~~

~~**Section 4**~~**:** ***Renumber to*** **Section 3: Resignation**
Resignations must be submitted in writing to the President or the Secretary.

~~**Section 5:**~~ ***Renumber to*** **Section 4: Removal from Office**
Elected and appointed Board members may be removed for failure to carry out their duties or for other good and sufficient reason by two thirds (2/3) vote of the Board members present and voting.

Article VIII: Officers/Terms of Office

Section 1: Officers/Terms of Office
The Officers of DSA shall be active members and shall be a President, a Vice President, a Secretary, a Treasurer, and four (4) Board Members.

a) The President, Vice President and Secretary shall be elected at each national conference to serve a two (2) year term.
b) The Treasurer shall be appointed by the Board of Directors and shall serve at the pleasure of the Board.

c) The President, Vice President and Secretary are eligible to serve three (3) two-year terms consecutively in the same office.

d) Board members are elected to serve four year-terms. Two shall be elected at each biennial national conference. The other two board members will have two years remaining of their four-year term and will be up for election at the following biennial meeting.

e) All Board members are required to have access to internet services and video phones.

Section 2: Vacancies
Vacancies in offices and board membership between national conferences shall be filled by the Board.

Section 3: Eligibility
Candidate(s) must have been a member of DSA for two (2) years and attended at least one prior DSA Conference.

Article IX - Assumption of Office

Elected Board Member shall assume their respective duties immediately after adjournment of the biennial national conference. Appointed Board Members shall assume their respective duties immediately upon accepting appointment by the Board.

Article X: Duties of Officers and Board Members

Section 1: General Duties - The Board shall:
a) Have general control of the affairs of the DSA between biennial national conferences.
b) undertake actions to ensure the financial health and growth of the DSA.
c) Have the power to fill Board vacancies except for the office of President as they may occur between biennial national conferences, to appropriate money from the operating fund, and to ensure that the current expenditures of the DSA shall not at any time exceed the regular income for each fiscal year.
~~Have the responsibility of identifying criteria for an executive director position.~~
Recommended to delete as we already have Article XI: Executive Director.

(d) Have authority to establish standing, special, and ad hoc committees and have their duties and responsibilities along with committee composition outlined in the Board Handbook.

Section 2: The President or Designee shall:

a) Be the chief spokesperson for the DSA and ~~shall~~ chair the DSA Business Meeting at the National Conference and all business meetings of the board.
b) With the approval of the DSA Board, shall appoint the chair of each standing committee.
c) Have a basic knowledge of parliamentary procedures.
d) Select a parliamentarian for DSA national conferences.
e) Be ex-officio of all DSA committees.

Section 3: The Vice President shall:

a) Serve at any time the President is unable to serve, or when the office of the President becomes vacant.
b) Be responsible for increasing DSA membership through outreach and information to senior citizens in the deaf community.

Section 4: The Secretary shall:

a) Record in the minutes of all DSA meetings of the Board and of the conference.
b) Keep the minutes.
c) Prepare or assist the president in preparing the agenda for meetings.
d) Send the Conference proceedings to the Editor to print in the New Horizons

Section 5: The Treasurer shall:

a) Be a custodian of all funds of the DSA.
b) Keep an accurate list of members in good standing.
c) Send an itemized semi-annual report of receipts and disbursements to the Editor to print in the New Horizons twice a year.

Section 6: Board members shall:

a) Act as Designee for the Board of Directors with Deaf senior citizens and organizations.
b) Encourage and recruit individual and organizational affiliation membership within their regions.
c) Coordinate collaborated fundraising activities between DSA and Deaf senior citizen organizations within their region.

Section 7: Past President shall:

a) Be the ex-officio and non-voting position. Limited to one term of two years only.
b) Support, encourage, and advise the Board of Directors with his/her experience and wisdom from their term as President.

Section 8: Compensation

Members of the Board shall serve without receiving compensation except for standard expense reimbursement for costs incurred in discharge of duties. All expenses must receive prior approval from the DSA Board.

Article XI: Executive Director

Section 1: **Appointment**
~~If viable,~~ The Board shall be empowered to appoint an executive director to serve as the chief administrative officer of the DSA. The executive director shall report to the president of the DSA and shall serve as a non-voting ex-officio member of the Board.

Section 2. **Necessary Board Actions**
In meeting the goal of having a full time funded Executive Director, the Board shall adopt a position description, outlining job duties and responsibilities; goals/objectives to be achieved within a given timeframe; an appropriate compensation and benefits package; and an evaluation process whereby strengths are recognized, continued growth and development are supported, and feedback from the DSA membership is utilized as part of the process.

Article XII: Conflict of Interest

All persons either elected or appointed to an office (including but not limited to any Board or Committee members), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the Organization. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. In the event that a person nominated for or holding an office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board and recuse himself or herself at any Board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest. Board shall review a copy of the disclosure statement.

Article XIII: Indemnification

The DSA shall indemnify any Board member or employee of the DSA against expenses actually incurred by such person in connection with the defense of any civil action, suit, or proceeding in which such person is made a party by reason of being or having been such Board member or employee and is found to be not liable. Such indemnification shall not be deemed exclusive of any other rights to which such Board member or employee may be entitled under any bylaw, agreement, vote of the Board, or otherwise.

ARTICLE XIV: Committees

Section 1: Standing Committees

~~Standing Committees to be appointed by the President shall be Ways and Means, Resolutions, Nominations and Election, Law, Editorial Board, and Awards. Other committees may be appointed by the President for stated purposes.~~

Standing Committees shall be Ways and Means, Resolutions, Nominations, Election, Law, Editorial Board, Awards, and Investment Management Committee. The President shall appoint chairs and members of these committees.

Section 2: ~~Ad Hoc and Special Committees~~
~~The Board Members may also form ad hoc or special committees as needed, with chair of each to be appointed by the President.~~

Section 2: Special and Ad Hoc Committees
The President shall appoint Chairs of Special and Ad Hoc committees, and the Chairs of such committees shall appoint the members of these committees.

Section 3: Investment Management Committee (IMC)
The Board shall establish an Investment Management Committee with duties and responsibilities; committee composition, fiduciary responsibility, and criteria for selection of a third-party investment firm with the selection, subject to the approval of the Board, outlined in the Board Handbook.

ARTICLE XV: Official Communication Channels/Other Communications Strategies

Section 1: Official Publication
DSA shall have an official publication, New Horizons. It shall be sent to all members at least four (4) times a year, or as determined by the Board of Directors, and utilize social media outlets.

Section 2: Editorial Committee
The Board shall have an Editorial Committee assigned as a standing committee (Under Article XII). DSA shall have an Editorial Committee appointed by the President with the approval of the Board. The Editorial Committee shall develop guidelines regarding its duties, functions, and operations in a committee policy manual subject to approval by the Board.

Section 3: Policies of Official Publication
All policies of the New Horizons shall be consistent with the aims and objectives of the DSA.

Section 4: Other Communication Strategies
The Board shall determine other appropriate communication strategies, including social media.

ARTICLE XVI: Amendments

Section 1: Two-Thirds (2/3) Vote Required
The bylaws may be amended by two-thirds (2/3) vote of those present during the DSA Business Meeting at any regular conference.

Section 2: Timeframe
Proposed amendments offered prior to a conference shall be submitted in writing to the Law Committee on revisions of bylaws at least ninety (90) days before the date of the conference, a brief of such amendment(s) as approved by the committee shall be made public in the issue of New Horizons and/or social media outlets prior to the conference.

Section 3: Suspension
These Bylaws may be suspended for a specific article and/or section by four-fifths (4/5) vote of those present and voting at any biennial conference.

Section 4: Correction
The organization secretary is permitted to make corrections of non-substantive errors in spelling, grammar, or numbering without amendment, subject to approval of the Board.

ARTICLE XVII: Parliamentary Authority

Robert's Rules of Order. Unless otherwise provided for in these bylaws, the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the DSA.

ARTICLE XVIII: Dissolution

Upon the affirmative vote of a three-fourths (3/4) of the membership of the DSA, DSA shall be dissolved or otherwise shall cease to exist, and all assets of the DSA shall revert to 501(c)(3) organizations whose primary object is the interest of deaf senior citizens.

CERTIFICATION BY SECRETARY

I certify that I am the duly elected Secretary of the Deaf Seniors of America Association; that these Amended and Restated bylaws are the Bylaws of this organization as adopted by the affirmative vote of the members present at the DSA Business Meeting, June 29, 2023 – Hollywood, Florida.

Signature on file,
Ellen Scheppach
DSA Secretary