

BY-LAWS

ARTICLE I: MEMBERSHIP

SECTION I: Clerical and Lay members must have their assessments paid by February 28 and be at least 18 years of age provided however, for cause, the Board may designate and announce a later deadline.

- a. Each Parish and Mission shall send the Secretary on Assessments by February 28 a list of the names and addresses of all its active communicants as defined by Canon Law of the Episcopal Church, accompanied by an annual assessment of dues per member.
- b. This applies to all members except Honorary Members for whom there shall be no dues. The official listing of Honorary Members shall be maintained by the Secretary of the ECD. Membership shall include a complimentary subscription to *THE DEAF EPISCOPALIAN*.
- c. Individual membership may be obtained upon payment of the annual assessment.
- d. Assessment fees shall be set by the ECD Convention.

SECTION II: Lay members of the House of Delegates shall be

- a. Elected by the congregation of which they are a member shall retain their status as delegates until their successors are chosen or thirty days prior to the next Convention, unless re-elected. There may be no more than one delegate from any congregation having deaf people which is recognized as a distinct congregation by diocesan authority or certified as such by a missionary recognized by diocesan authority.
- b. Elected by a regional or provincial Episcopal association of deaf persons, with an elected Board of Directors. Such an association or its Board may elect and send one delegate.
- c. Given only one vote per individual even if he/she represents more than one mission, field, or association eligible to vote in the House of Delegates.
- d. Shall be certified by the minister-in-charge, clerk/secretary, one of the wardens of the mission or parish, or the association president. One copy of the certification shall be transmitted to the Secretary of the ECD at least 30 days before the meeting of the Convention, and one copy shall be given to each delegate attending the Convention.

SECTION III: Clergy members of the House of Delegates shall be ordained clergy or lay missionaries having pastoral oversight of a deaf congregation which has paid its assessment, or be recognized, by diocesan authority as having responsibility for a ministry to the deaf community in that diocese.

SECTION IV: Members of the House of Assembly shall include all who have registered at the ECD Convention, but who do not qualify for membership in the House of Delegates.

ARTICLE II: CONVENTIONS

SECTION I: The President of the ECD shall have authority to call a Convention of the ECD which shall be at a time and place determined either by vote of the membership of the last previous Convention or by vote of the Board of Directors. Invitations for hosting ECD Conventions shall be received and approved at least two years in advance, and the date and place of each succeeding ECD Convention shall be advertised a year in advance or before the adjournment of the last previous ECD Convention. Any ECD Convention shall have the prior approval of the local Missioner to the Deaf and/or the Bishop.

SECTION II: The Board of Directors shall be responsible for ECD Convention planning.

SECTION III: The Secretary of the ECD shall make a list of all members present at a Convention according to the several classifications set forth in this Constitution and By-Laws, with their respective missions, parishes, or separate congregations.

SECTION IV: The President shall appoint a Committee on Credentials to be composed of one clerical member and two lay members, to which shall be referred the credentials of all lay Delegates, or their alternates, and all general members. Lay delegates or their alternates shall be certified according to the form and manner provided for in Article I, Section II of these by-laws. General members shall be certified at the time of registration by producing an official ECD membership card.

SECTION V: The Committee on Credentials shall make its report to the Convention promptly. Until this report is received the list as made by the Secretary shall, unless objection by made, be accepted as the authentic roll of members present. Should doubt arise as to the proper classification of a member present, or the right of any lay delegate or his alternate to a seat, the Committee on Credentials shall hear the evidence presented and report its judgment. Upon receiving this report the Convention shall determine the matter unless by a vote or two-thirds of the number present, the Convention decides to hear the whole case over again.

SECTION VI: Each ECD Convention shall

- a. Consist of two houses: The House of Delegates and The House of Assembly. In most matters that may come before a meeting of the Convention of the ECED, the House of Delegates and the House of Assembly shall deliberate as one body and a majority of those voting shall be necessary for a decision.
- b. Vote separately by Houses if upon any question it be requested by at least three(3) members, and the concurrence of a majority of each House shall be necessary to give validity to any measure.
- c. Give one vote to each member of the House of Delegates and the House of Assembly.

SECTION VII: A quorum shall be necessary before a Convention may legally be called to order. A quorum shall consist of 8 members entitled to vote in the House of Delegates and 8 members entitled to vote in the House of Assembly.

SECTION VIII: A majority for voting purposes shall consist of more than half of votes cast, unless it is otherwise stated in this Constitution and by-laws.

SECTION IX: The Secretary of the ECD may nominate an Assistant Secretary, who shall assist the ECD Secretary during the Convention in the preparation of the minutes and in such other duties deemed necessary.

SECTION X: The reports of all officers and committees shall be in the hands of the Secretary of the ECD Convention on the opening day of each Convention. Reports will be distributed prior to business sessions at which they are to be made. Reports, except budget, may be made by title only, with the person making the report available on the floor for answering questions related to the report.

SECTION XI: A Nominating Committee shall be appointed by the President and approved by the Board of Directors three months before the date of an official Convention of the ECD at which new officers are to be elected. This committee shall prepare a slate of officers eligible and willing to serve, and shall distribute this list to the membership one day before the election. Nominations may also be made from the floor at such a Convention, provided the nominee is present at the time of the nomination or sends a letter or telegram or makes a phone call by voice or TTY to the chair of the Nominating Committee stating his/her willingness to serve if elected.

SECTION XII: The President, with the approval of the Board of Directors, shall at each Convention appoint chairs of various committees whether standing or *ad hoc*. Members of the Convention will be assigned to a committee with opportunity to express their preference as to which committee they would like to be assigned.

SECTION XIII: Robert's Rules of Order Revised (Current Edition) shall govern the proceedings of this corporation in Convention in all cases not provided for in these by-laws.

ARTICLE III: DUTIES OF OFFICERS AT CONVENTION

SECTION I: The President shall give a summary of his/her activities to the ECD at each of its Conventions. He/she shall give an address at each Convention in which he/she shall make any recommendations that he/she believes to be necessary to broaden the work the ECD and to add to the effectiveness of the Church's ministry to deaf people. The President's address may contain his/her summary of activities, which shall then be accepted in lieu of a separate written report. The President may appoint a committee to study his/her address and to report back to the Convention for the purpose of making recommendations to be acted upon by the Convention.

SECTION II: The Treasurer shall submit to each Convention of the ECD a written report showing all money and other property received by him/her, and the manner in which he/she has disbursed or disposed of the same. The Treasurer shall submit reports to the membership as often as deemed necessary by the Board of Directors.

SECTION III: The Secretary shall keep the membership of the ECD informed of the proceedings in the Convention and Board meetings. Prior to the adjournment of Convention, the Board will designate a person to collect the Minutes, reports and other information to be included in the Proceedings. That person will be authorized to collate, edit and have printed a quantity (to be decided by the Board according to need) of the Proceedings and distribute the copies to the member churches of the ECD, the clergy of the ECD, and such other persons and agencies as shall be decided by the Board. The schedule for distribution of the Proceedings is left to the decision of the Board.

SECTION IV: The Board of Directors shall be permitted to conduct necessary business by mail, email, and conference calls (including computer chat meetings). Mail votes shall be sent to the President and shall be signed by the officer voting.

SECTION V: Any officer who fails to carry out the duties of his/her office between ECD Conventions for a period of three consecutive months shall be deemed to have retired from his/her office and the next Convention shall proceed to fill the unexpired term, following conditions outlined in the Constitution, Article IV, Section III.

ARTICLE IV: FINANCES

SECTION I: The Board of Directors shall have general supervision of the funds of the ECD and all depositories and investments proposed by the Treasurer shall be subject to the approval of the Board.

SECTION II: All expenditures by the Treasurer and the Board of Directors which are not in the annual budget as approved by the ECD Convention or, in the absence of a Convention that year, by the Board of Directors, or are in excess of that budget must be authorized by a majority vote of the Board members.

SECTION III: The ECD shall be bonded in an amount fixed by the Board of Directors with Corporate Surety provided by the Executive Council of the Episcopal Church.

SECTION IV: Withdrawals from the checking account may be by either the President, the First Vice President, or by the Treasurer. Withdrawals in excess of \$10,000 require the signatures of any two of the above three officers.

SECTION V: With the approval of the Board of Directors, the Treasurer may open various accounts in addition to the main checking account and make such other investments as may be expedient for security or optimum financial return. However, all transactions between these subsidiary accounts and investments shall be made through the checking account, with all external receipts and disbursements to be made through this checking account, with the exception that special purpose checking accounts may be specifically authorized by the Board of Directors for limited and specific use.

SECTION VI: At the close of each calendar year the accounts of the Treasurer shall be audited by a Certified Public Accountant or by a committee of at least two competent persons who are not directly connected with the financial affairs of the corporation and who are not members of the Board of Directors. At the close of the Calendar year of each three year term, the accounts of the Treasurer must be audited by a CPA.

SECTION VII: The host committee of an ECD Convention may be allocated a grant for advance expenses upon submission of an acceptable budget, the amount being fixed by the Board of Directors, who shall have oversight of the expense of each Convention.

SECTION VIII: At the close of an ECD Convention a complete financial report must be submitted within 90 days to the Board of Directors by the local Convention committee. Any profit shall be divided equally between the host organization and the ECD. Any deficit shall be borne by the ECD, provided that

- a. The local Convention committee submitted a budget to the Board of Directors, and
- b. Any expenses over the budget were approved by the President or the Board of Directors.

ARTICLE V: ADVISORY COMMITTEE

SECTION I: The official publication of the ECD shall be *THE DEAF EPISCOPALIAN* which shall be governed and administered by the Board of Directors.

SECTION II: The Editor of *THE DEAF EPISCOPALIAN* shall be appointed by the Board of Directors. He/she shall have full responsibility to the Board for the publication and distribution of *THE DEAF EPISCOPALIAN*. His/her normal expenses shall be paid by the Board, and his/her Convention expenses shall be on the same basis as the Board members. Receipts from subscriptions shall go to the ECD treasury.

SECTION III: The Editor shall report to every Convention. Such reports shall include the needs of the publication staff, and any other pertinent information the Convention deems necessary, along with a financial statement from the Treasurer containing receipts and disbursements in connection with the publication of *THE DEAF EPISCOPALIAN*.

ARTICLE VII: HISTORIAN

There shall be an Historian of the ECD whose duty shall be to gather and file for safekeeping all matter of historical value and pertaining to the Church's ministry to deaf people, and make this available for reference or research by members of the ECD or authorized parties. He/she shall keep a file of *THE DEAF EPISCOPALIAN* and supervise the binding or copies of it from time to time as is deemed necessary. A complete file of *THE DEAF EPISCOPALIAN* shall be housed with the Church Historical Society and such other places as he may recommend to the Board. The Historian shall be appointed by the Board of Directors and shall serve until his/her successor is appointed.

ARTICLE VIII: AMENDMENTS TO BY-LAWS

The by-laws of the ECD may be amended at any Convention of the ECD but no proposed amendment shall be considered by a Convention unless one day's notice be given in open convention, nor until such amendment has been referred to and reported upon by a committee of at least two clergy and two lay people. Amendments to the by-laws shall be by a simple majority vote of the Convention. Unless otherwise provided by the Convention, all amendments shall become effective upon the adjournment *sine die* of the Convention of the ECD at which final action is taken.

As amended at the Seventieth Convention on July 18, 2008.