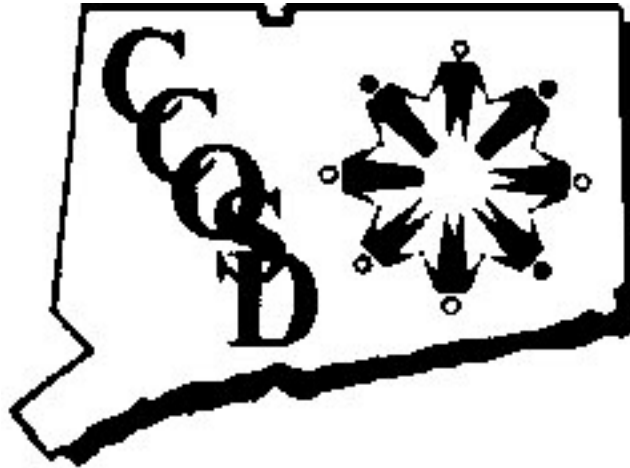


Connecticut Council of Organizations Serving the Deaf, Inc.
Founded in 1969

By-Laws



Revised: September 1998
Revised: September 1999
Revised: March 2009
Revised: June 26, 2012
Revised: September 21, 2020
Revised: September 18, 2023

CCOSD Restructuring

Amendments to By-Laws for Consideration/Action by CCOSD Members

Adopted at CCOSD Regular Meeting
Monday, September 18, 2023

BY-LAWS

ARTICLE I - NAME

The name of this organization is **Connecticut Council of Organizations Serving the Deaf, Inc.**, known as **CCOSD** or **C.C.O.S.D.**

ARTICLE II – PURPOSE

Section 1. The purposes of the Connecticut Council of Organizations Serving the Deaf shall be:

- 1) To promote the best interests of Deaf, DeafBlind, and Hard of Hearing citizens through cooperative efforts by autonomous member organizations of and for the Deaf, **DeafBlind** and Hard of Hearing persons;
- 2) To monitor and report on State of Connecticut legislative and policy initiatives and changes which may affect Deaf, DeafBlind, and Hard of Hearing citizens;
- 3) To act as an advocate by communicating with a unified voice on matters concerning Deaf, DeafBlind, and Hard of Hearing citizens.
- 4) To host an **Annual Forum** on various topics affecting the Deaf Community and the **Legislative Breakfast** usually held at the Legislative Office Building (LOB).

Section 2. Accordingly, the CCOSD is the said organization organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Article III – Affiliation

Section 1. This Council and the Connecticut Association of the Deaf (CAD), upon a two-thirds (2/3) majority vote of members from both organizations to approve the framework of unique affiliation/partnership reflected in their By-Laws, shall implement this concept effective January 1, 2024. The major focus of this approach is advocacy with the following purposes:

- 1) to function as an advocate by communicating with a united voice on matters concerning Deaf, DeafBlind and Hard of Hearing citizens.
- 2) to host an Annual Forum on various topics affecting the Deaf Community and the Legislative Breakfast usually held at the Legislative Office Building

Section 2. The CAD will provide support to CCOSD in terms of three officers to serve as a presiding officer, a secretary and a treasurer as part of the partnership with CCOSD. The CCOSD will continue with the Council set up of representatives from various organization members from the Deaf, DeafBlind, Hard of Hearing Community and Hearing Allies to make decisions regarding programs and activities of the Council, including the Annual Forum and the Legislative Breakfast.

ARTICLE IV– MEMBERSHIP

Section 1. Classification of Membership

The council shall be composed of two (2) classes of members: Active Organization Members and Associate Members

a) Active Organization Members

They shall be formally established organizations which

- (1) exist primarily to serve Deaf, DeafBlind, and Hard of Hearing persons;
- (2) are supported by dues, contributions, and/or grants.

b) Associate Members

Associate members shall be any organization with an interest in the field of deafness, and do not meet the qualifications of an Active Organization Member. An associate member shall be entitled to participate in the programs and activities of the Council but shall not be entitled to any representation and vote on the Council and may attend the meetings as an observer.

Section 2. Application for CCOSD Membership

All applications to the Council for Active Membership shall be submitted to the CCOSD Council consisting of Active Organization Members for approval. Any application must be approved by the majority vote of Active Organization Members.

ARTICLE V – CCOSD COUNCIL

Section 1. Responsibilities

a) The general management of the Council shall be the responsibility of the Council of Active Organization Representatives. It shall have the authority to act reasonably and lawfully in the performance and achievement of the Council's purposes.

b) The Council shall have the responsibilities for the following:

- 1) To approve the annual budget;
- 2) To elect members of the Executive Committee;
- 3) To decide on the program and activities of the CCOSD.

c) In addition to the authority to approve applications for Active Organization Membership, the approval by two-thirds (2/3) vote of Active Organization Members shall be required in order for the Council to do the following:

- 1) Establish or change the amount of dues required,
- 2) Amend the Certificate of Incorporation/By-Laws,
- 3) Terminate the membership of Active Organization Membership

Section 2. Representation on the Council

Each Active Organization Member shall select their two (2) Council representatives. They shall be selected before January first and shall serve a term of two (2) years. Each representative shall have one (1) vote as a member of the Council.

Section 3. Appointment and Terms of Office

Representatives on the **Council** shall be appointed to serve a two-year term. The terms of office begins January first. There shall be no limit on the number of terms a **Council** Representative may serve.

Section 4. Alternate Member

An Active Organization Member may send an official alternate representative to any meetings of the **Council** in the event its appointed Representative is unable to attend. The chief executive officer **or secretary** of the Active Organization Member shall notify the President **or secretary** of the Council when an alternate is chosen to represent this Active Organization Member **with a vote attending the Council meeting.**

Section 5. Vacancy

The vacancy of the **Council Representative** of an Active Organization Member shall be filled for the unfinished term **by a new Council Representative who has been appointed by his/her own Active Member Organization that had this vacancy.**

Section 6. Replacement

A Council representative may be **replaced** at any time with or without cause by the Active Organization Member that he/she represents.

ARTICLE VI – **COUNCIL MEETINGS**

Section 1. Regular Meetings

There shall be **two (2)** regular **Council** meetings (usually March, May, September and December) including the Election Meeting within the calendar year. Written notice of meetings of the **Council** shall be mailed to each Representative at least four (4) weeks prior to the date of the meeting. Instead of regular mail, the notice through e-mail shall be accepted.

Section 2. Election Meeting & Oath for Officers and Executive Committee Members

a) An election meeting of the **Council**, to be held in December **every two years during the odd-numbered years.**at which the **designated** officers shall attend **and the Executive Committee** members shall be elected.

b) After the election of the four Members-At-Large of the Executive Committee, there shall be an **Oath of Office** conducted for the Officers and four Members-At-Large.

c) The Oath of Office shall be as following:

“I **__ (name) __** as **__ (office) __** do solemnly swear to perform faithfully my duties and responsibilities to the best of my ability according to the **CCOSD By-Laws**”.

Section 3. Special Meetings

A special meeting of the **Council** may be called at any time by the President or by a majority of the **Council** Representatives. Written notice giving the place and purpose of the special meeting shall be mailed or e-mailed to each Representative at least two (2) weeks

prior to the said meeting.

Section 4. Emergency

In case of emergency, the President, with the approval of the Executive Committee, may reschedule the planned Council Meeting to be held at a different and appropriate time and at an appropriate location in-person or a virtual meeting format.

Section 5. Observers or Visitors

All meetings of the Council shall be open to any interested observers or visitors if space is permitted. They shall not be permitted to interfere with the meeting nor attempt to participate in the deliberations. They are permitted to voice their concerns or to make announcements. They are not permitted to vote as they are not Council members.

ARTICLE VII – QUORUM

One-third (1/3) of the total membership of Active Organization Members entitled to vote and be present shall constitute the quorum for any business, regular or special meeting of the Council.

Article VII – VOTING

A majority of the Active Organization Member Representatives, quorum present, and voting shall be required to pass any action or motion by the Council except where otherwise specified in the Bylaws.

ARTICLE IX – ELECTION AND DUTIES OF CCOSD OFFICERS

Section 1. Election and Duties of Officers

The CCOSD officers shall serve a term of two (2) years. They shall assume office on January first following the election and appointment of the three designated officers at and after the CAD Biennial Conference during the previous Fall of the odd-number years. This unique framework of affiliation and partnership between CCOSD and CAD is referenced in Article III, Sections 1-3.

Section 2. President

The designated CAD Second Vice President shall be the principal officer of CCOSD and the presiding officer of the Council and the Chairperson of the Executive Committee. He or she shall preside at all meetings of the Council and of the Executive Committee. He/she may not vote except to break a tie. He/she shall be an ex-officio member of all standing or special committees. He/she shall be responsible for making an annual report to the Council at the December meeting. He/she shall automatically serve as a Board member of the State Advisory Board for Persons who are Deaf, DeafBlind or Hard of Hearing.

Section 3. Secretary

The designated CAD Assistant Secretary shall be the Secretary of CCOSD. He/she shall:

- (a) Serve as a non-voting member of the Council and serve as a voting member of the Executive Committee.
- (b) Attend and keep the accurate records of all meetings of the Council and of the Executive Committee;

- (c) Send copies of the minutes and notices of meeting to Council Representatives and Secretaries of Member Organizations at least four (4) weeks prior to each meeting;
- (d) Take care of any official correspondence of the **CCOSD** and of the Executive Committee;
- (e) To sign documents in the name of the **CCOSD** when authorized by the **Council**.
- (f) To take care of all official property such as minute books, corporate seal, and other records.
- (g) To provide updated information regarding CCOSD programs and activities to social media, i.e., CCOSD website, etc.

Section 4. Treasurer

The designated CAD Assistant Treasurer shall be the Treasurer of CCOSD. He/she shall:

- (a) Serve as a non-voting member of the Council and serve as a voting member of the Executive Committee.
- (b) Be the chief fiscal officer of the **CCOSD**;
- (c) Deposit all the money in such depositories as the **Council** may designate;
- (d) Keep an accurate record of all receipts and expenditures in an official record book;
- (e) Shall comply with required Federal and State reports and/or filings.
- (f) Keep receipts, vouchers, and other documents for auditing;
- (g) Make an annual financial report to the **Council** at the December meeting;
- (h) Have his or her books audited by the Auditing Committee before the annual report is submitted;
- (i) Make a financial report at any meeting, and have this report audited beforehand.
Provide copies of financial reports to the Secretary to include in the official minutes.

Section 5. Duties of the Immediate Past President

When a current President, at the end of his or her term, is no longer the President, he/she shall be the Immediate Past-President and shall serve as an ex-officio voting member of the **Council** for a term of two years.

ARTICLE X – THE EXECUTIVE COMMITTEE

Section 1. Responsibility

The Executive Committee shall be responsible for the management of the business affairs of the CCOSD as delegated by the **Council** during the interval between meetings. It shall exercise all powers within the policies established by the **Council** except that it shall not fill any vacancy among the Representatives nor commit the Council to any expenditure in excess of the approved budget. The Executive Committee may poll the Representatives by **email** between meetings **for feedback from the Council**. The Chairperson of the Executive Committee (also called as the President) shall report all its actions to the **Council** at the regular meeting.

Section 2. Composition of Executive Committee

The Executive Committee shall consist of the designated CCOSD officers mentioned in Article IX, Sections 1-5 and the four Council Representatives elected as the four Members-At-Large of the Executive Committee by the Council.

Section 3. Election and Terms of Office for Members of the Executive Committee

Every two years in December of the odd-numbered years, there will be an election of the four Members-At-Large of the Executive Committee. The CCOSD officers and four Members-at-Large mentioned above shall serve a term of two (2) years and have full voting privileges on the Executive Committee. They shall assume office on January first following the election.

Section 4. Meetings of the Executive Committee

(a) **Regular Meetings** of the Executive Committee shall meet at least four times per year (usually March, May, September and December) as scheduled and at locations in person or via a virtual meeting format by the President as agreed among the Committee members.

b) **Special Meetings** of the Executive Committee shall be called by the President or by the written request of not fewer than three (3) members of the Committee. Notice of Executive Committee meetings must be done within the ten (10) days prior to the date of the meeting.

Section 5. Quorum and Voting

A majority of the members of the Executive Committee shall constitute a quorum. The vote of a majority of those present at any meeting shall be required for action unless otherwise specified in the By-Laws.

Section 6. Standing and Special Committees

From time to time the Executive Committee may establish standing and/or special committees with specific tasks such as Auditing Committee and Law Committee. If so, the Chair of such a committee, when appropriate shall give a report to the Executive Committee and the CCOSD Council.

a) The **Auditing Committee** shall consist of three (3) Council Representatives chosen by the Executive Committee with the approval of the Council; This Committee shall audit the books of the Treasurer as provided in the By-laws and also audit any other financial reports by any other officers and committees.

b) The **Law Committee** shall consist of three (3) Council Representatives, including the Chair, appointed by the President with the approval of the Council. The chief duties of the Law Committee are:

- 1) To review all proposed amendments (changes) to the By-Laws;
- 2) To make recommendations to the Council.

Section 7. Replacing Members -At-Large on the Executive Committee

Council Representatives, who are elected as Members- at-Large on the Executive Committee, shall continue to serve in their respective offices after the expiration of their terms of office until replaced by the new or re-elected Representatives elected by the Council.

Section 8. Removal of Any Officer or Executive Committee Member

Any officer or Executive Committee Member may be removed from office, with or without cause, by a secret ballot vote of two-thirds (2/3) of the Council Representatives, quorum present and voting at a meeting, whenever in their judgment, the best interests of the Council will be served.

ARTICLE XI - USE OF FUNDS

In accordance with tax exemption laws of the State of Connecticut and the United States of America, no funds or profits shall proceed to any officers, directors, or member organizations, except for reasonable expenses for performance of duties.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern all matters not covered in the By- Laws.

ARTICLE XIII - ORDER OF BUSINESS

- A. Call to Order
- B. Roll Call
- C. Reading of the Minutes
- D. Reports of Officers
- E. Report of Executive Committee and Other Committees
- F. Updates from Active Member Organizations
- G. Unfinished Business
- H. New Business
- I. Elections in December (Every two years)
- J. Announcements
- K. Adjournment

ARTICLE XIV - STANDING RULES

Standing Rules are not part of the By-laws but are for the proper conduct or operation, programs and activities of this organization. They may be suspended, changed, or added to during any business meetings **of the Council** by a majority vote. Any items may be omitted if not needed at the time by a majority vote

ARTICLE XV – DISSOLUTION

- A. The Council may be dissolved upon a **two-thirds (2/3)** majority vote of the total membership of all Active Organization Members. Upon dissolution and subject to the terms of the Certificate of Incorporation, whereby all assets and property of the Council shall be transferred to an organization or to several organizations, holding a valid tax exemption or qualifies as an exempt organization under Section 501(c)3 of the Internal Revenue Code or corresponding section of any future federal tax code, selected by the Active Organization Members. Such an organization should be a member organization of CCOSD in order for its eligibility to receive the transfer of property, assets, etc. from CCOSD, if CCOSD is dissolved.

- B. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI – AMENDMENTS

Section 1. The **Council** may amend the By-laws by a two-thirds (2/3) vote of the Active Organization Member Representatives, quorum present and voting. Previous written notice of the proposed amendments shall be made.

Section 2. An Active Organization Member may initiate a request for any amendment to the By-laws through its representative(s) by direct motion or petition to the Council.

Section 3. **Certain parts of the By-laws, but not Article I - Name or Article II - Purpose,** may be suspended with a two-thirds (2/3) vote, if necessary, **only under emergency or legal basis.**

Revisions to the By-Laws Over the Years

Proposed revision by the Law Committee: Donald Wetzel, Raymond O' Meara, Susan V. Pedersen & Basil Brackett in 1998.

Proposed revision by Donald Wetzel, Susan V. Pedersen & Basil Brackett in 1999.

Proposed revision by Michael Finneran, Jeff Bravin & Susan V. Pedersen in 2009.

Proposed revision by Alexandra McGee, Jeff Bravin, Dr. Harvey Corson, June 26, 2012.

Proposed revision by the Law Committee: Dr. Harvey Corson, Co-Chair; Lisa Flaherty-Vaughn, Co-Chair; Heidi Henaire; Alexandra McGee; Jim Pedersen; and Sandy Inzinga, ex-officio member; September 21, 2020.

Proposed revision by Dr. Harvey Corson, Chair; Sandy Inzinga, President, ex-officio member; Alexandra McGee, former President; Jim Pedersen, former President; and Susan V. Pedersen, former President; September 18, 2023.