



codā

CODA International Incorporated

BY LAWS

**Version 3
Final**

CONTENTS

<i>Article 1 Office</i>	3
<i>Article 2 Mission</i>	3
<i>Article 3 Memberships</i>	3
<i>Article 4 Meetings of Members</i>	5
<i>Article 5 Board of Directors</i>	8
<i>Article 6 Officers</i>	13
<i>Article 7 Affiliates</i>	13
<i>Article 8 Organization, Records, Reports and Seal</i>	14
<i>Article 9 Ratification and Amendment</i>	16

ARTICLE 1 OFFICE

1.1 NAME

The name of this International organization, as incorporated under the laws of California, is Children of Deaf Adults, Incorporated, doing business as Children of Deaf Adults International.

1.2 PRINCIPAL OFFICE

The principal office of the Corporation for its transaction of business is located in the City and County of State of California.

1.3 CHANGE OF ADDRESS

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Santa Barbara, California. Any such change shall be noted by the Secretary in these By Laws, but shall not be considered an amendment of these By Laws

ARTICLE 2 MISSION

- a) *CODA is an international organization that focuses on hearing children of Deaf adults. Membership is primarily, but not exclusively, composed of hearing children of Deaf parents. CODA addresses our bicultural identity through conferences, support groups, resource development and outreach.*
- b) *Goals are accomplished through annual International and local Conferences, Retreats, publications, chapter affiliation, scholarships, resource development, fundraising, and other activities which support the experience of persons who are hearing and have a deaf parent.*

ARTICLE 3 MEMBERSHIPS

3.1 CLASSIFICATION OF MEMBERS

The organization shall have two classes of members - Voting and Supporting.

a) Individual Members

- i. is an individual who is a Coda*
- ii. is entitled to vote on CODA International business*

b) Associate Members

- i. is a KODA*
- ii. is an individual who is not a Coda*
- iii. is not entitled to vote on CODA International business*

c) Organizational Members

- i. are organizations, associations etc that support and are interested in the mission and values of CODA International*
- ii. are not entitled to vote on CODA International business regardless of any financial contributions made to the organization.*

3.2 ELIGIBILITY FOR MEMBERSHIP

- a) Any person, as defined by Section 5065, of the Corporation Code, is eligible to be a member of the Corporation provided that such person shall be over the age of eighteen (18) years.*

3.3 ELIGIBILITY OF VOTING MEMBERS

- a) Any person eligible for membership under these By Laws is eligible for voting membership only after such person has satisfied the following qualifications: Hearing son or daughter of a deaf parent(s), and said person has made the timely payment of annual dues.*

- b) Members under the age of eighteen (18) will be Associate Members.*

3.4 ADMISSION OF MEMBERSHIP

- a) Any person eligible for membership under these By Laws shall be admitted to membership on the payment of the first annual dues specified in these By Laws.*

- b) Any individual or organization wishing to become a member may make application for membership in writing in such form as shall be prescribed by the board from time to time.*

3.5 DUES AND LIABILITY

- a) The amount of annual dues shall be determined by the Board of Directors. Members shall not be assessed for the debts of the organization. A Member shall not solely, because of membership, be personally liable for the debts or other obligations of the organization.*

3.6 MEMBERSHIP DATABASE

- a) *The Corporation shall keep an electronic form a Membership Database.*

3.7 TERMINATION OF MEMBERSHIP

- a) *The Membership and all rights of Membership shall automatically terminate on the occurrence of any of the following causes:*
- i. The voluntary resignation of a Member;*
 - ii. Where a membership is issued for a period of time, the expiration of such period of time;*
 - iii. The death of a Member;*
 - iv. The nonpayment of dues, subject to the limitations set forth in these By Laws;*
 - v. Defiance of Policy and Procedures as determined by Board review.*

3.8 EFFECT OF TERMINATION

- a) *All rights of a Member in the Corporation and in its property shall cease on the termination of such Member's membership.*
- b) *Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, or arising from contract or otherwise.*
- c) *The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.*
- d) *All Board items and information in the possession of the terminated Director should be returned in full to the organization within one month of termination.*

ARTICLE 4 MEETINGS OF MEMBERS

4.1 ANNUAL MEETING

- a) *At a place, date and time designated by the Board of Directors, there shall be an Annual Meeting of the Members of CODA which shall include a program to further the Mission and Purpose of the organization and an Annual Business Meeting of the Voting Membership.*

4.2 OTHER MEETINGS

- a) *From time to time, the Board of Directors may, if needed, call Special Business Meetings of the Voting Membership. The place, date, time and size of quorum for any Special Business Meetings shall be determined by the Board.*

4.3 NOTICE OF MEETINGS

- a) *Notice of the place, date and time of any meeting of the Voting Members must be given to the Members at least thirty (30) days in advance.*
- b) *For Special Business Meetings, the notice shall include a statement of the basic purpose of the meeting. The notice requirement can be satisfied by publication in the periodical CODA Newsletter, website and/or email notification.*

4.4 QUORUM

- a) *A quorum for the Business Meeting of the Annual Conference shall consist of at least ten (10) percent of the voting members or at least fifteen (15) percent of the members registered for the Annual Conference.*
- b) *The Members present at the duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if such action is approved by at least a majority of members required to constitute a quorum.*
- c) *Quorum for Special Business Meetings shall be the majority of those in attendance.*

4.5 VOTING

- a) *At the Annual Business Meeting, all votes must be cast in person. No proxy votes shall be allowed.*
- b) *A resolution must be passed by a majority of votes cast by Members entitled to vote on the resolution. If an equal number of votes are cast for and against the resolution, the Chairperson shall have a second or casting vote.*

4.6 RECORD DATE OF MEMBERSHIP

- a) *The record date of determining the members that are entitled to receive notice of any meeting is ninety (90) days.*
- b) *The record date for determining the members that are entitled to vote at any meeting is the date of registration for the meeting.*

4.7 CONDUCT OF ANNUAL MEETING

- a) *The Chairperson shall be the President of CODA, and in her/his absence, the President shall assign a Chairperson to conduct and preside over the meetings.*
- b) *The Secretary shall be the Secretary of CODA, or in her/his absence, any other person appointed by the Chairperson shall act as Secretary of the meetings.*
- c) *Robert's Rules of Order, as amended, shall govern the meetings insofar as those rules are not in conflict with these By Laws.*

4.8 BALLOT REQUIREMENTS

- a) *Subject to the limitations specified in these By Laws, any action which may be taken at any meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a ballot, via mail or e-mail to every member entitled to vote on the matter.*
- b) *The Ballot shall set forth:*
 - i. *The proposed action*
 - ii. *Provide an opportunity to specify approval or disapproval of any proposal*
 - iii. *Provide a reasonable time within which to return the ballot to the Corporation*
- c) *Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.*
- d) *A written ballot once cast either by mail or e-mail, may not be revoked.*

4.9 LIMITATIONS PERTAINING TO ELECTION OF DIRECTORS

- a) *Directors may be elected by written ballot via mail or e-mail.*
- b) *Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in these By Laws and of voting by written ballot as set forth in these By Laws.*

- c) *All such solicitation shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the Election of Directors, shall state the percentage of approvals necessary to pass the measure submitted.*
- d) *The solicitation shall specify the time by which the ballot must be received in order to be counted.*

ARTICLE 5 BOARD DIRECTORS

5.1 FUNCTIONS AND POWERS

- a) *The management and conduct of the governance and operational affairs of CODA International is vested in the Board of Directors.*
- b) *The Board of Directors may exercise all such powers and do all such things that CODA International is authorized to exercise and do, other than powers or things which are required by these By Laws or by the Corporations Code of the State of California.*
- c) *Without limited to the above, the Board of Directors has the following powers and responsibilities:*
 - i. *to ensure that the mission and objectives of CODA International are pursued;*
 - ii. *to carry on the business of CODA International and ensure that the policy guidelines and directions are implemented and adhered to;*
 - iii. *set policy making guidelines and formulate fundamental policy principles and objectives;*
 - iv. *to take such initiatives as it may deem necessary in keeping with the mission and objectives of CODA international and report such actions to the membership and to the Annual Business Meeting;*
 - v. *to make binding regulations under these By Laws relating to such procedural, governance and operational matters as the Board deems necessary, in keeping with the objectives of CODA International;*
 - vi. *to keep minutes of meetings of the Board of Directors;*
 - vii. *to oversee the governance and operations of CODA International;*
 - viii. *to appoint standing or new Committees, to appoint persons to those Committees in accordance with these By Laws, and to oversee the operation of those Committees;*
 - ix. *to oversee the conduct of the financial affairs of CODA International;*
 - x. *to determine the annual fees payable by Members;*

- xi. to receive and consider reports relating to the achievement of its mission and objectives;*
- xii. to encourage active participation of all members;*

5.2 NUMBER

- a) The Corporation shall not have less than five (5) or more than nine (9) Directors.*
- b) The exact number of Directors shall be fixed from time to time, within the limits specified in this By Law or by an amendment to this By Law duly adopted by approval of the members, as that term is defined in Section 5034 of the Corporations Code.*

5.3 QUALIFICATIONS

- a) The Directors of the Corporation shall also be members of the Corporation as defined by these By Laws.*
- b) All nominated persons must be a Member in good standing for a period of one (1) year.*

5.4 TERMS OF OFFICE

- a) Each Director shall hold office for a term of two (2) years from the date of such Director's election, and until such Director's successor is elected and qualifies under these By Laws.*
- b) A Director may serve up to three (3) consecutive two-year terms. After a two (2) year hiatus, individuals may seek to run for Directorship again, subject to the three (3) consecutive two-year term limits.*
- c) An interim appointment on the Board may be filled by a member chosen by the Board of Directors. An individual so appointed shall hold office until the next Annual Business meeting but shall be eligible for re-election.*

5.5 NOMINATION

- a) Any person qualified to be a Director under these By Laws may be nominated by the method of nomination authorized by the Board or any other method authorized by the Law.*

5.6 ELECTION

- a) *The Directors shall be elected at each Annual Meeting or by newsletter or mail, as prescribed by these By Laws.*
- b) *The candidates receiving the highest number of votes in the category for which they are nominated are elected.*

5.7 COMPENSATION AND INDEMNIFICATION

- a) *Officers, Directors, or Committee Members shall not receive any salary or compensation for their services as we are a volunteer organization. However, expenses may be reimbursed upon, approval of the President of the Board and the Treasurer contingent upon written agreement.*
- b) *Such indemnification shall be reported and contained within the Annual Report described within these By Laws.*
- c) *The Board may offer compensation to individuals and/or organizations that perform professional services on behalf of the organization contingent upon a written agreement.*
- d) *The organization will cover the Conference Registration for all Directors.*

5.8 BOARD MEETINGS

- a) *Regular or Special Meetings of the Board may be called by the Chairperson of the Board, Vice-President, the Secretary or any two (2) Directors.*
- b) *These meetings may be conducted by the use of any communication equipment.*
- c) *Regular meetings of the Board shall be held, without call or notice immediately prior to or following each Annual Meeting of the members of the Corporation, as set forth in these By Laws.*
- d) *A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as thereafter provided.*
- e) *Except as otherwise provided in the Articles, in these By Laws, every act or decision done or made by a majority of the Directors present at a meeting duly held and at which a quorum is present shall be considered the act of the Board provided.*

However, that any meeting at which a quorum was initially present may continue to transact business in spite of the withdrawal of Directors, if any

action taken is approved by at least a majority of the required quorum for each meeting, or greater number is required by the law, the Articles or these By Laws.

- f) Any Director selected by the President present shall preside at meetings of the Board of Directors.*
- g) The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.*
- h) Members of the Board may participate in a meeting through use of conference communications equipment, so long as all members participating in such meeting can hear and/or see one another. Such participation shall constitute personal presence at the meeting.*
- i) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.*

5.9 ACTION WITHOUT MEETING

- a) Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action.*
- b) Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.*

5.10 VOTING

- a) The Board of Directors can vote either for or against a resolution. Directors can choose to abstain from voting.*
- b) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. If an equal number of votes are cast for and against a resolution, the Chairperson shall have a second casting vote.*

5.11 PROXY VOTING

- a) Directors who are unable to attend a face-to-face Board Meeting may cast their vote for Executive Officers via a proxy vote.*

- b) *The absent Director is eligible to be elected for an Executive Officer position.*

5.12 DISQUALIFICATION OF BOARD OF DIRECTORS

A member of the Board (including the President) shall cease to be a member of the Board thereof:

- a) *If s/he becomes prohibited from being a Director by reason of any order under the Corporations Code*
- b) *If by notice in writing to CODA International s/he resigns from office*
- c) *If s/he becomes of unsound mind*
- d) *If s/he is removed by a majority of the votes cast by a resolution of the Board of Directors*
- e) *If s/he is removed by a resolution from the Membership*
- f) *Upon her/his death or demise*
- g) *If s/he is absent from two (2) consecutive Board Meetings without explanation*

ARTICLE 6 OFFICERS

6.1 NUMBER AND TITLES

- a) *The Officers of the organization shall be President, a Vice-President, a Secretary and a Treasurer, and such other Officers with such titles and duties as shall be stated in these By Laws or determined by the Board and may be necessary to enable it to sign instruments.*
- b) *The President is the General Manager and Chief Executive Officer of the organization. Only one office may be held by a Director concurrently.*
- c) *The Officers shall be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, granted by these By Laws, or the General Membership.*

ARTICLE 7 AFFILIATES

7.1 AUTHORIZATION

- a) *By a two-thirds (2/3) affirmative vote, the Board of Directors, from time to time, may authorize the establishment of local CODA Affiliates. Such Affiliates will be designated as follows: CODA – NAME OF CITY OR REGION.*

7.2 ELIGIBILITY

- a) *Local Affiliates may apply for recognition from CODA upon submission of:*
 - i. *A statement of support for the “Mission and Purposes” of CODA*
 - ii. *The names and contact information of an Official contact person for the Affiliate*
 - iii. *A membership list of the Affiliate*
 - iv. *An annual fee to be determined*
- b) *Local Affiliates will be required to submit an annual report including financial statement in keeping with forms supplied by CODA.*

7.3 ENTITLEMENT

- a) *Local Affiliates are authorized to use the name “CODA” as part of their name.*
- b) *Affiliates shall receive a newsletter, proceedings and/or Annual Report and other appropriate publications approved by the Board of Directors.*

ARTICLE 8 ORGANIZATION, RECORDS AND REPORTS

8.1 KEEPING RECORDS

- a) *The organization shall keep adequate and correct records of accounts and minutes of the proceedings of its Members, Board and Committees of the Board.*
- b) *The organization shall also keep a record of its Members details on its database.*
- c) *The minutes shall be kept in written form. Other records shall be kept in either written form in any other form capable of being converted into written form. Records will also be electronically filed on the CODA Yahoo Board group.*

8.2 ANNUAL REPORT

- a) *The Board shall cause an Annual Report to be sent out to the Members not later than one hundred and twenty (120) days after the close of the organizations fiscal year.*

- b) *The report shall contain information required by Section 6321 of the Corporations Code and the certificate of an authorized office of the organization that such statements were prepared without audit from the books and records of the organization. This report shall be furnished to all Directors.*
- c) *The Annual Report may be contained in the proceedings of the Annual Business Meeting.*

8.3 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

- a) *The organization shall make available to its Members, a statement of transaction or indemnification described in Section 6322 (d) and (e) of the Corporations Code, if such transaction or indemnification took place.*

Such statement shall be affixed to and sent with the Annual Report described in these By Laws.

8.4 Custody of Books and Documents

- a) *The accounts and other records of CODA International shall be kept in the archives.*

8.5 Inspection of Books and Documents

- a) *Requests for inspection of books, records and other documents should be directed to the President.*
- b) *The President will determine the timeframe for responding to such requests in 60 days.*
- c) *Inspection of books, records and other documents will be done in the presence of a nominated Director.*

8.6 Financial Year

- a) *The Financial year of CODA International commences on January 1st of each year and ends on December 31st of the following year.*

8.7 Sources of Funds

CODA International may derive its funds from:

- a) *Annual membership fees received from members of CODA International*
- b) *Funds raised from the Silent and live Auctions at the Annual CODA Conferences*
- c) *Funds raised at our Annual Conference*
- d) *Any other means as determined by the Board.*

8.8 Auditor

- a) *The Board of Directors may appoint an auditor of CODA International when necessary as deemed by the President, Treasurer and/or Accountant.*
- b) *The Board of Directors must comply with the provisions of the Corporations Code in the State of California to the required qualifications of the auditor.*
- c) *The Auditor must not be a Member of CODA International*

8.9 Negotiable Instruments

Checks, invoices, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of CODA International in such a way and by such persons as the Board of Director may determine, and not otherwise.

ARTICLE 9 RATIFICATION AND AMENDMENT

9.1 RATIFICATION

- a) *These By Laws shall be ratified by the majority vote from the Membership.*

9.2 PROPOSALS AND AMENDMENTS

Amendments to these By Laws may be proposed at any time by:

- a) *A properly seconded motion by a member of the Board of Directors*
- b) *A petition signed by twenty five (25) Voting Members in good standing.*
- c) *A motion passed by a simple majority of the votes cast at an Annual Business Meeting.*

9.3 APPROVAL OF AMENDMENTS

- a) *Proposed amendments to these By Laws shall be approved and implemented by an affirmative vote of two-thirds (2/3) of the Board of Directors at any*

official meeting of the Board for which written notice of the proposed amendment(s) has been given at least thirty (30) days in advance

9.4 PREVIOUS VERSIONS

Version No.	Drafted by	Draft Date	Approved by Board	Approval Date	Scheduled Review
<i>1</i>					
<i>2</i>					
<i>3</i>	<i>Liza Clews</i>	<i>19 July 2010</i>	<i>Fremont</i>		

CERTIFICATE OF SECRETARY OF CHILDREN OF DEAF ADULTS, *A Californian Non Profit Corporation*

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing By Laws, comprising sixteen (16) pages, constitutes the By Laws of the said Corporation as duly adopted at the meeting of the Board of Directors thereof held on 19 – 21 July 2010.

Signature of Secretary:

Date: