

Missoula Council of the Deaf, Inc.

Articles of Incorporation and Bylaws

Established: June 24, 2024

Articles of Incorporation

Name

The organization shall be named Missoula Council of the Deaf Incorporated (MCD).

Mission

MCD is dedicated to defending and advancing the civil, human, and linguistic rights of the Deaf in Missoula, aiming to spotlight the Deaf community's culture, identity, and distinctive perspectives.

Corporation

As a 501(c)(3) non-profit under the Internal Revenue Code of 1986 and incorporated in Montana, MCD focuses on promoting the diverse bio-cultural and biolinguistic aspects that contribute to human diversity. MCD strictly operates for charitable, educational, and cultural endeavors, ensuring its earnings or assets do not favor any individual personally. It abstains from significant lobbying or political campaign activities.

Objective

MCD seeks to uplift Deaf individuals, encouraging society to view them as full participants and altering perceptions to embrace Deaf-Same narratives. It is committed to fostering biocultural diversity and enhancing the community through education, advocacy, and sharing experiences.

Membership

MCD shall be open to all Deaf or non-Deaf individuals committed to the mission of promoting Deafhood journeys, without prejudice on the basis of race, color, creed, sex, gender, religion, ethnic origin, or disability, upon payment of membership fees. The determination of membership fees and the levying of dues shall be reserved for the first meeting of each year by the MCD membership. MCD embraces the interconnectedness and diversity of all identities within the Deaf community.

Dissolution

Should MCD dissolve, after settling liabilities, remaining assets will go to the Museum of Deaf History, Arts, and Culture, Inc. in Kansas. Dissolution requires a two-thirds majority vote from eligible members at a membership meeting.

Bylaws

Article I - Membership

Section 1:

There shall be two (2) classes of memberships in MCD: Individual and Associate.

(A) Individual Membership:

Any Deaf person that is a resident of Montana, within a seventy-five (75) mile radius of the Missoula County Courthouse building, who is at least eighteen (18) years old, is eligible for all voting privileges at general meetings after payment of dues.

(B) Associate Membership:

Any person who resides outside the seventy-five (75) mile radius of the Missoula County Courthouse building, or any non-signing Deaf or non-Deaf person regardless of residency, who is at least eighteen (18) years old, is eligible for Associate Membership. Associate Members are entitled to participate in discussions on motions. However, they shall not have the privileges to initiate motions, second motions, or possess voting rights.

Deaf-Same refers to the shared experiences, cultural values, and linguistic identity that unite members of the Deaf community. This concept emphasizes the commonalities and bonds among Deaf individuals, regardless of their diverse backgrounds. It recognizes the unique perspective and way of being that comes from navigating the world as a Deaf person, fostering a sense of belonging and mutual understanding within the community. Deaf-Same acknowledges that all Deaf individuals encounter culturo-linguistic barriers and unites them in their collective efforts to overcome these challenges, promoting accessibility and equality.

Article II – Dues and Fees

Section 1:

Members shall pay an annual membership fee of five dollars (\$5), with membership validity extending for one year from the date of registration, expiring on the day before their registration anniversary in the following year.

Article III – Officers

Section 1:

The elected officers of MCD shall be President, Vice-President, Secretary, Treasurer, and Events Program Coordinator. They are referred to as the Executive Board.

Section 2:

Members of the Executive Board are limited to serving four (4) years per term, with the possibility of serving two (2) consecutive terms, not exceeding eight (8) years in any single position.

Section 3:

All officers of the Executive Board must live within a seventy-five (75) mile radius of the Missoula County Courthouse building. Additionally, officers must be Deaf to be eligible to serve.

Section 4:

Officers shall initially be elected by secret ballot at the organizational meeting, at which the organization is formally constituted. Thereafter, elections will be held in September of every fourth (4th) odd-numbered year at a membership meeting. Each Individual Member present at these meetings is eligible to vote, ensuring confidentiality and independence in the election process.

The officers elected during the organization's first year will serve an initial one-year term, aligning our election cycle with the organization's intention to hold elections in odd-numbered years. Thereafter, officers elected will serve a term of four (4) years, maintaining the governance structure and continuity as prescribed in Section 2 of this Article.

Section 5:

All resignations from the Executive Board must be communicated in writing to the President via paper copy, text, or email. Should the President wish to resign, they must submit their resignation in the same manner to the Vice-President. Upon such resignation, the Vice-President shall assume the presidency for the remainder of the term until the next scheduled election.

Should an officer of MCD fail to perform their duties as outlined in these bylaws, or engage in actions that constitute a serious and material violation of these bylaws, or any applicable state or federal law, such matters shall be subject to

review by the Executive Board. Upon a two-thirds ($\frac{2}{3}$) majority vote of the Executive Board acknowledging the necessity of action, this decision shall be passed to the Membership. A special meeting shall then be convened with no less than seven (7) days' advance notice to discuss the removal of the said officer from their position. For the removal to be effected, it requires ratification through a two-thirds ($\frac{2}{3}$) majority vote by the Membership at the scheduled special meeting.

Section 6:

The President acts as the principal representative of MCD, with the option to appoint other officers for specific spokesperson duties as situations warrant. This officer oversees all MCD and Executive Board meetings, stepping aside only when circumstances prevent their participation. In addition to promoting adherence to MCD's bylaws and maintaining procedural integrity aligned with established parliamentary guidelines, the President also holds responsibility for authorizing expenditures. This involves co-signing financial directives alongside the Treasurer to guarantee transparent and responsible financial management throughout their tenure.

Section 7:

The Vice-President is charged with stepping into the President's role and responsibilities during any period of absence or when the President is otherwise unable to fulfill their duties. This includes leading all MCD and Executive Board meetings in the President's stead, ensuring continuity and leadership within MCD.

Section 8:

The Secretary is entrusted with meticulously documenting the proceedings of all MCD and Executive board meetings, ensuring the minutes accurately reflect the discussions and decisions made. The Secretary must organize and distribute these records, along with other pertinent reports, to the Executive Board one week prior to each upcoming membership or Executive Board meeting. Additionally, the Secretary is responsible for making meeting minutes accessible to members during membership meetings, upholding transparency and keeping the membership informed.

Section 9:

The Treasurer shall oversee all MCD funds and is responsible for safeguarding financial assets through adherence to legal and fiscal regulations as dictated by the Internal Revenue Service and other relevant authorities. It is the duty of the

Treasurer to provide a comprehensive financial report prior to each meeting, detailing MCD's current financial status to ensure transparency and accountability. In collaboration with the President, the Treasurer shall co-sign all financial transactions, thereby ensuring the responsible allocation of MCD's funds. Additionally, the Treasurer shall maintain and update the membership database with complete names and electronic contact details to promote effective member communication. For the purpose of enhancing financial security and trust within the organization, the Treasurer is required to be bonded, thereby assuring the prudent management and protection of MCD's financial interests.

Section 10:

The Event Program Coordinator is charged with the management of all MCD's social media platforms, ensuring active and effective communication across various channels. This role also encompasses the planning and arranging of all social events, coordinating details from venue selection to event execution to meet MCD's objectives. Additionally, the Coordinator is responsible for announcing the locations of both membership and Executive Board meetings, facilitating logistical preparations and ensuring that all members are well-informed of upcoming gatherings.

Article IV – Executive Board

Section 1:

Board meetings shall be conducted at a minimum on a quarterly basis. The means by which these meetings are conducted can be flexible, including but not limited to methods such as in-person gatherings (on-site) or virtual video communication platforms.

The specific date, time, and format of each monthly meeting shall be determined by the President before the adjournment of the previous board meeting. However, the Board retains the authority to overrule the President's decision regarding the scheduling and logistics of the meeting by a majority vote if it deems such a change is warranted.

Section 2:

The President is authorized to convene a special meeting of the Board at their discretion and must also convene a special meeting of the Board upon the request of at least two Board members, excluding the President, with a minimum of (fourteen) 14 days' notice provided by email.

Section 3:

The Board shall assume responsibility for managing the affairs of MCD no later than one (1) week after the conclusion of the board election. They are authorized to utilize any available funds of MCD with the objective of advancing the purposes that benefit MCD and the Missoula Deaf community.

Article V - Committees**Section 1:**

MCD may establish various committees as deemed necessary to advance MCD's interests and facilitate its business efficiently. Each committee will focus on specific purposes, enhancing targeted areas of MCD's operations. The President is authorized to appoint a chairperson for each committee, ensuring that the chosen individual is an Individual Member of MCD, with the approval of the Board.

Article VI - Membership Meetings**Section 1:**

The inaugural membership meeting and election of MCD shall be held on Tuesday, August 6, 2024. Following this initial meeting, regular membership meetings shall be held on the second Saturday of September and every third month thereafter. If a scheduled meeting day falls on a holiday or coincides with a major Deaf community event, the Executive Board may alter the date, time, and location of the meeting. Any changes must be decided upon and announced to the membership at least one month in advance of the scheduled meeting.

Special meetings can be called by the President, at least two (2) board members, or at least five (5) regular members. Notice of a special meeting must be given at least seven days in advance and must include a specific agenda for the meeting. No business other than that specified in the agenda may be transacted at such a meeting.

Section 2:

A quorum shall be constituted by the presence of fifteen (15) percent of the registered members at the beginning of any membership meeting. The presence of such quorum is required for the transaction of business.

Article VII - Order of Business

Section 1:

The official order of business at membership meetings of MCD shall be:

1. Call to Order
The presiding officer calls the meeting to order.
2. Roll Call
The Secretary records attendance.
3. Approval of Minutes
The Secretary reads the minutes of the last meeting, and the membership approves them.
4. Reports of Officers
Officers present updates relevant to their roles.
5. Reports of Committees
Committee chairs report on their group's progress and activities.
6. Unfinished Business
Discussion and action on items tabled from previous meetings.
7. New Business
Introduction and discussion of new issues and opportunities.
8. Nominations and Elections
Conducting elections or nominations as required.
9. General Announcements
Updates or announcements of interest to the membership.
10. Adjournment
The presiding officer adjourns the meeting.

Section 2:

The official order of business at board or committee meetings of MCD shall be:

1. Call to Order
The board chair (or committee chair) calls the meeting to order.

2. Roll Call
The Secretary (or designated committee member) records the attendance of members.
3. Approval of Minutes
The Secretary (or designated committee member) presents the minutes from the last meeting, and members approve them.
4. Reports of Officers and Committee Chairs
Officers and committee chairs provide updates relevant to their areas of responsibility.
5. Unfinished Business
Discussion and action on business items that were not concluded in previous meetings.
6. New Business
Introduction and discussion of new issues, opportunities, and proposals for action.
7. Executive Session (only in board meetings)
The board may enter into a closed session to discuss confidential or sensitive matters.
8. Recommendations and Resolutions (only in board meetings)
Presentation and decision-making on recommendations originating from committees or proposed during the meeting.
9. General Announcements
Communication of non-agenda items of interest to the board or committee members.
10. Adjournment
The board chair (or committee chair) officially closes the meeting.

Article VIII - Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the proceedings of MCD in all cases to which they are

applicable and in which they are not inconsistent with the bylaws and any special rules of order MCD may adopt.

Article IX - Amendments

Amendments to the Articles of Incorporation may only be proposed during the membership meeting held every four (4) years in September, coinciding with the election of officers. Proposed amendments to the Articles of Incorporation or to these Bylaws must be submitted in writing to the Executive Board at least thirty (30) days before the scheduled membership meeting.

The Executive Board is required to provide notice of the proposed amendment(s) to all registered members at least twenty-one (21) days prior to the scheduled membership meeting at which the amendment is to be considered. The notice shall include the full text of the proposed amendment along with the time and place of the meeting.

Amendments to the Bylaws may be proposed at any membership meeting aside from the elections meeting held every four (4) years, provided that the same notice requirements as above are met.

Alteration, amendment, or repeal of the Articles of Incorporation or Bylaws requires a two-thirds ($\frac{2}{3}$) vote of all registered members present at the membership meeting.