

# **Utah Association for the Deaf, Inc.**

## **Amended and Restated Articles of Incorporation**

*(updated as of June 2003)*

The Utah Association for the Deaf was incorporated in 1956. The Articles of Incorporation for the Utah Association for the Deaf, Inc. have been amended, by vote of over two-thirds of the members of the Association, legally convened on September 20, 1997, at which there was a quorum of the members, to read as follows:

### **Article I: Name**

The name of this corporation shall be the **Utah Association for the Deaf, Inc.**

### **Article II: Duration**

The corporation shall have a perpetual duration, unless sooner dissolved according to Utah law.

### **Article III: Object and Purpose**

In furtherance of, and in no way in limitation of, the powers now, or hereafter, conferred upon the corporation by the laws of Utah, the object, business and pursuit of said corporation (which at times is referred to herein as the "Association") shall be:

#### **Section 1: Harmonious Union**

To secure the harmonious union in one organization of all deaf and hard of hearing residents of Utah and any deaf and hard of hearing non-residents acceptable to the Association and hearing residents knowledgeable about deafness, fluent in sign language and interested in working with deaf and hard of hearing members.

#### **Section 2: Interests**

To promote the interests of the members of the Association and of deaf and hard of hearing people in general.

#### **Section 3: Service, Consultation and Advocacy**

To provide service, consultation, and advocacy to deaf and hard of hearing people, parents, professionals, organizations, agencies, and any other groups concerned with deaf and hard of hearing people, if feasible.

#### **Section 4: Conferences and Activities**

To hold conferences and carry on activities for the promotion of the charitable and educational betterment and well-being of its members as well as deaf and hard of hearing population of Utah as a whole.

#### **Section 5: Operation of the Corporation**

**A.** To operate as a corporation, not for profit and so that no part of the income or assets of this corporation shall be used for the personal gain of any of its members or officers or be distributed thereto, other than indirect benefits which may result from the betterment of the educational and charitable status of deaf and hard of hearing people in Utah as a whole.

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**B.** To enter into contracts or agreements, when appropriate and if feasible, for the conduct of businesses or activities which will benefit the membership of the Association and the deaf and hard of hearing community as a whole, such as, but not limited to, the following:

1. The operation of a telephone relay system for the communicatively disabled.
2. The purchase and resale of devices and products designed to alleviate the handicaps imposed by deafness and speech problems.
3. The establishment of private and/or charter schools for deaf and hard of hearing children.
4. The establishment and/or operation of housing for deaf and hard of hearing senior citizens.

**Section 6: Discrimination**

The Association shall not discriminate against any person by reason of color, creed, race, ethnic origin, religion, sex, age or handicap, in any of its activities.

**Section 7: Cooperation**

The Association shall cooperate with the National Association of the Deaf as a Cooperating State Association.

**Article IV: Powers**

**Section 1: Authorization of Powers**

In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 2 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Utah and may do everything necessary or convenient for the accomplishment of any of its corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

**Section 2: Restrictions of Powers**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by corporation exempt from Federal income tax under Section 501-c-3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future provision of the United States Internal Revenue Code (the "Code") or by a corporation, contributions to which are deductible under Section 170-c-2 of the Code.

**A.** The corporation shall not engage in any act of "self-dealing," as defined in Section 4941-d of the Code to as to give rise to any liability for the tax imposed by 4941-a of the Code;

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**B.** The corporation shall make distributions for each taxable year at such a time and in such a manner as so not to become subject to the tax imposed by Section 4942-a of the Code;

**C.** The corporation shall not retain any “excess business holdings,” as defined in Section 4943-c of the Code, so as to give rise to any liability for the tax imposed by Section 4943-a of the Code;

**D.** The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944-a of the Code; and

**E.** The corporation shall not make any “taxable expenditure” as defined in Section 4945-d of the Code, to as to give rise to any liability for the tax imposed by Section 4945-a of the Code.

**Section 3: References to the Code**

All references in these Articles of Incorporation to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

**Article V: Business and Registered Agent’s Offices**

**Section 1: Principal Office**

The principal office of the corporation shall be located at 5709 S. 1500 W., Taylorsville, 84123. The corporation may have such other offices, either within or outside Utah, as the Board may designate or as the affairs of the corporation may require from time to time.

**Section 2: Registered Agent**

The office the registered agent of the corporation shall be the same as the principal office, but may be changed from time to time by the board.

**Article VI: Members**

The voting members of the Association shall be classified as Active and Life Members as set forth in the Bylaws.

**Article VII: Special Assessment**

This Association, through its Bylaws, or by two thirds (2/3rds) vote of its Active and Life members at any properly convened conference, special meeting or general meeting, levy dues or special assessments against the members of the Association, the total of any such dues and assessments, not to exceed the sum of \$10.00 on any one member for any one calendar year, for the purpose of promoting the interests of the corporation or for paying any debts or obligations the said Association may lawfully incur.

**Article VIII: Liabilities**

The individual members, directors, officers, trustees and employees of this Association shall not be held liable for the debts, liabilities or obligations of the Association.

**Article IX: Board of Directors**

Except as otherwise provided in the Utah Nonprofit Corporation and Co-operative Association Act, these Articles of Incorporation or the Bylaws of the Corporation, the management of the affairs of the

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corporation shall be vested in a Board of Directors. The members recognize that the Utah Nonprofit Corporation and Co-operative Association Act (the "Act") provides that "trustees" are to govern the affairs of the Association; however, the Association has always been governed by a Board of Directors since its inception in 1956, and the members express their intent that the Board of Directors shall fulfill all the duties and have all the rights of Trustees under the Act. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the Bylaws of the corporation from time to time in force.

### **Article X: Bylaws**

#### **Section 1: Bylaws**

Bylaws may be made, amended or temporarily suspended when not in conflict with the Articles of Incorporation by two-thirds (2/3rds) vote of the Active and Life members present and voting at any conference, general meeting or special meeting thereof, at which there is a quorum of members, as may be necessary for the proper governance of the affairs of the Association.

#### **Section 2: Conflict with Federal, State or Local Laws**

No Bylaw shall be adopted if in conflict with any federal, state or local laws.

#### **Section 3: Proprietary Interest**

No Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or incident to its dissolution.

#### **Section 4: Indemnification of Directors**

The Bylaws may provide for the indemnification of the Directors to the fullest extent permitted by law.

### **Article XI: Articles of Incorporation**

These Articles of Incorporation may be altered or amended by a two-thirds (2/3rds) vote of the Active and Life members present and voting at any conference, general or special meeting of the Association at which there is a quorum.

### **Article XII: Dissolution**

Upon dissolution of the Corporation, all assets, monies, real estate, books, records, and supplies, remaining after payment of or provision for all of its liabilities, shall be paid over or transferred to the Ned C. Wheeler Scholarship Foundation for the Deaf, a non-profit organization exempt under Section 501-c-3 of the Code.