

UTAH ASSOCIATION FOR THE DEAF, INC.

BYLAWS

(updated as of September 14, 2007)

Article 1: Membership

Rules concerning and governing membership in the Association are as follows:

Section 1: Classes

There shall be four classes of membership: active, associate, life and honorary.

Section 2: Active Membership

Any person of good character, resident of Utah, who is acceptable to the Executive Committee, is eligible for Active membership in the Association.

Section 3: Graduated Students

A free Active membership is to be given to each member of the graduating class at the Utah School for the Deaf and Utah resident students graduating from other state schools for the deaf and satellite programs and state graduates of the Model Secondary School for the Deaf, other similar schools, and graduates not enrolled under the auspices Utah School for the Deaf within the state of Utah to be valid for a period beginning with the July 1st immediately following graduation to the beginning of the next conference.

Section 4: Life Membership

The Executive Committee has power to grant life membership to members for meritorious or long time service in behalf of the Association, subject to the approval of the Active members assembled at any general meeting or conference. Such members shall be dues free and carry all the privileges and benefits of Active members. Such members shall receive life member cards upon being granted life membership.

Section 5: Associate Membership

Deaf non-residents, high school students and others interested in the deaf who are acceptable to the Executive Committee, may be Associate members.

Section 6: Honorary Membership

Any hearing person who has at any time been interested in the deaf community may become an Honorary member by vote of Active and Life members at any conference or general meeting.

Section 7: President Emeritus

A. The past president who is living, whose term is the first of all living past presidents, and who has maintained continuous membership in Utah Association for the Deaf since then, shall be named president emeritus.

B. The president emeritus shall have the right to sit in all UAD Board and committee meetings, and shall have voice but not voting rights in these meetings.

C. The president emeritus shall be acknowledged at all UAD meetings and events.

Section 8: Term of Membership

The term of membership, except for Life membership, shall extend from one conference to the beginning of the next conference or as may otherwise be provided in the Bylaws.

Section 9: Sign Language Fluency

Members of the Executive Committee shall be fluent in the use of sign language and fingerspelling.

Section 10: Special Guests

Only registered members and special guests invited by the Executive Committee may take part in the activities of the Association.

Article II: Dues

Section 1: Membership Dues

The membership dues shall be set by the Board after review and approval of the Financial Committee. *(Note: the membership dues were set as \$15/year by the members on January 27, 2001 to begin at the June 2001 Conference.)*

Section 2: Prorated Dues

Dues shall not be prorated except for persons joining as an Active or Associate member for the first time. Rates for such new members may be proportioned at one fourth of the biennial dues for each six months of membership or fraction thereof.

Section 3: Period Covered by Dues

Dues paid at or immediately prior to the conference shall apply to that conference. Any dues paid shall be good for the next following biennium to the beginning of but not including the next conference. Membership dues shall be limited to two years at a time.

Section 4: Affiliation Fee

The Association shall pay an affiliation fee to the National Association of the Deaf.

Article III: Directors

Section 1: Governance by Directors

A. The Association shall be governed by a Board of Directors, initially eleven (11) in number. A quorum of the Board of Directors shall be seven (7) of the Directors and as such shall be authorized to determine the policies of the Association and to transact the business of the Association. A simple majority vote of the Directors present and voting shall be sufficient to pass on all questions.

B. Each chapter if organized shall elect their own Director to be on the Board of Directors in addition to the eleven (11) Directors. Each such additional chapter Director shall be treated as a Director for all purposes of these bylaws.

- C. If additional chapter Directors are appointed as provided herein, the number of Directors for a quorum shall be increased by one (1) for each Director so appointed.

Section 2: Death or Resignation of a Director

- A. In the event of a resignation of a Director, he or she shall submit their letter of resignation to the Chairman of the Board of Directors.
- B. In the event of death or resignation of a Director, the Board of Directors at a duly convened meeting thereof shall have the power to appoint an UAD member to fill the vacancy and such successor director shall serve until the next conference. The Chairman of the Board shall contact such candidate(s) to inquire as to their availability and request answers in writing.

Section 3: Limited Terms

The President of the Association shall be limited to two consecutive terms of two (2) years each and a total of 4 terms of two (2) years (eight (8) years total) during his or her lifetime.

Section 4: Election of the Board of Directors

- A. Candidates for the Board of Directors may be nominated from the floor and from names submitted by the election committee. Such candidates shall have been Active or Life members in good standing for 12 months immediately prior to the UAD Conference during which elections take place, as reflected in the official membership rolls. Candidates who cannot attend a conference at which Directors are elected may submit a letter of acceptance of a nomination in advance.
- B. An election committee shall be named by the President, with approval of the Board of Directors, at each conference to handle all nominations, to distribute ballots to all Active and Life members eligible to vote, and to count and report the results of the elections, including the count of the votes for each candidate to the members of the Association at the conference, and through the "UAD Bulletin," the official publication of the Association
- C. Each voting member may elect up to 11 candidates.
- D. Absentee ballots shall be made available to any Active or Life members upon request two weeks before the conference, in the event that they are unable to attend the meeting where elections are being held. The absentee ballots shall be turned in to the election committee one week before the conference. The election committee shall handle the process.
- E. No two or more family members on the Board of Directors can hold more than one office: Chairman, President, Vice President, Secretary or Treasurer. For this purpose, family members shall include father, mother, spouse, brother, sister, son, daughter, brother in law, sister in law, father in law, mother in law, son in law and daughter in law.
- F. At least one member on the board shall be a youth representative up to 30 years of age, if available, and have at least one year's membership in the UAD.
- G. In the event that there are less than 11 candidates, all on the slate are automatically elected. The newly formed board shall then select suitable UAD members to fill remaining vacancies.

Section 5: Effective Date of Elected Directors

The newly elected Directors shall automatically take office immediately after the last day of the conference, at which they were elected.

Section 6: Director's Pledge

Each newly elected member of the Board of Directors shall make the following pledge upon inauguration:

"I pledge upon my honor as an elected director to obey the Articles of Incorporation and Bylaws of the Association, serve the members of the Association and promote its objectives to the best of my knowledge and ability."

Section 7: Makeup of the Executive Committee

A. The Chairman, the President, the Vice President, the Secretary, and the Treasurer shall constitute the Executive Committee of the Association. At all times, the Board of Directors shall have the power to approve, amend, rescind or revoke any action taken by the Executive Committee.

B. It shall be the duty of the Executive Committee to meet at the request of the President to consider and act upon all matters pertaining to the Association not otherwise delegated by the Articles of Incorporation and Bylaws. Three members of the Executive Committee, including the President, shall constitute a quorum and all questions shall be decided by a majority vote. The presiding officer shall have the right to vote on all questions.

C. The Executive Committee may hold meetings apart from those of the Board of Directors.

Section 8: Additional Directors

The Association may have such additional officers as may be prescribed by the Bylaws and who shall be appointed by the Board of Directors and except as herein provided the duties of all officers of the Association and committees thereof shall be prescribed by the Bylaws of the Association.

Section 9: Conflict of Interest

If any person who is a Director of the Association is aware that the Association is about to enter into any business transaction directly or indirectly with himself/herself, any member of his or her family, or any entity in which he or she has any legal, equitable, beneficial or fiduciary interest or position (directly or indirectly) including without limitation, as director, officer, shareholder, partner, and beneficiary, such shall:

A. Immediately inform those charged with approving the transaction on behalf of the corporation of his or her interest or position.

B. Aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the corporation;

C. Not be entitled to vote on the decision to enter into such transaction.

Article IV: Notice of Meetings

Section 1: Call for Meetings

The Board of Directors shall hold meetings upon call by Chairman or upon call by any two (2) Directors with at least seven (7) business days written notice to the members of the Board of Directors of such a meeting.

Section 2: Notification of Meetings

Notice of each meeting of the Board stating the place, day and hour of the meeting shall be given to each Board Member at his or her home or business address at least seven (7) business days prior thereto by the mailing of written notice by first class mail or by facsimile notice or by electronic mail (e-mail) and the method need not be the same to each Board member. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If sent via facsimile, such notice shall be deemed to be given when the facsimile is sent. If by electronic mail, such notice shall be deemed to be given when the electronic mail (e-mail) is sent. Any board member may waive notice of any meeting before, at or after such a meeting. Neither the business to be transacted at, or the purpose of, any meeting of the Board needs to be specified in the notice or waiver of notice of such meeting unless otherwise required by state law. However, agendas of special meetings of the Board of Directors may be limited to specific topics.

Article V: Duties of Officers

Section 1: Duties of the Chairman

The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors. He/She shall see to that the agenda of the Board of Directors meetings be prepared and sent out according to Article IV, Section 2 of Bylaws. The chair shall notify and request the presence of persons needed for committee and other reports at such board meetings.

Section 2: Duties of the President

- A.** It shall be the duty of the President to preside at all meetings of the Association except the Board of Directors meetings; to be ready at all times to settle any question that may arise for his consideration.
- B.** The President shall actively represent and speak for the Association in all matters, subject, however, to policies set or established by the Board of Directors.
- C.** The President shall appoint committee chairs, subject to approval of the Board of Directors.
- D.** The President shall appoint an Active or Life member, not on the Executive Committee, to be Parliamentarian, subject to approval of the Active and Life members present at any meeting.
- E.** The President shall preside over the Board of Directors' meeting in the absence of the Chairman of the Board of Directors.

Section 3: Duties of the Vice President

The Vice President shall preside in the absence of the President. The Vice President shall be the chairperson of the law committee, and have the right to choose members of the law committee. He/She shall maintain and keep current as amended or revised by the membership the Articles of Incorporation and Bylaws of the Association. He/She shall be ready to interpret (clarify) the Articles of Incorporation and Bylaws during any meeting of the Association.

Section 4: Duties of the Secretary

It shall be the duty of the Secretary to record the minutes of the meetings of the Association, of the Executive Committee, and of the Board of Directors; to keep other records, including committee reports, and to keep necrology.

Section 5: Duties of the Treasurer

A. It shall be the duty of the Treasurer to collect all dues; to keep an account of all disbursements and receipts; to take care of monies belonging to the Association; to provide a quarterly financial statement to the Board of Directors and a biennial report to the conference; to deposit all funds in a bank in the name of the Association and under the countersignature of the President and/or other officers authorized by the Board of Directors; and expend money only by vouchers to satisfy obligations approved by the Board of Directors.

B. The Treasurer, the President and other officers and employees authorized to handle money shall be bonded and the bond fees shall be paid from general funds.

C. The Treasurer shall keep a membership list.

D. The Treasurer shall be the chairperson of the finance committee, and have the right to choose members of the finance committee. He or she shall oversee the formulation and maintenance of financial policies.

Section 6: Duties of the Parliamentarian

The Parliamentarian shall be responsible for assisting and advising the presiding officer questions relating to the rules of the order as set forth in the Article XI of the Bylaws in all meetings to which he or she is appointed.

Section 7: Duties of the Executive Officers

The Executive officers shall carry out, implement or put into effect those policies, projects or directives as issued by the Board of Directors, mandates of the Conference, special meetings, and general meetings assembled, and must be prepared to make a full report on all activities when called upon to do so by said Board.

Section 8: Duties of the Members of Board of Directors

A. The Board of Directors shall elect the Chairman, President, Vice President, Secretary and Treasurer from among themselves. The Chairman may hold the office of the Vice President at the same time but no other office.

B. The Board of Directors may replace any of the officers in the best interests of the Association.

C. Members of the Board of Directors are expected to attend all the meetings of the Board. Failure to attend three successive meetings shall be reason for the Board to consider and determine if the member shall be released from the Board.

D. In upholding and promoting the objectives of the Association, each member of the Board of Directors is expected to maintain honorable character, reputation and respect for others.

E. Confidentiality of executive sessions is to be strictly maintained.

F. The Board may remove a board member by a two-thirds (2/3) vote of Directors present and voting at a board meeting, for failure to carry out their duties. The Board may then appoint another member as provided for in Article III Section 2, paragraph B of the Bylaws.

Section 9: Thirty Days of Transfer

A. The Executive officers whose terms have ended shall have thirty (30) days after the last day of the biennial conference in which to complete their accounting, assemble their books and materials and transfer them to the newly elected officers.

B. The outgoing Secretary shall present to the newly elected members of the Board of Directors at the first meeting, a set of all active policies that are in effect by the Association.

C. The outgoing Secretary shall also present a list of all standing committees and their members to the newly elected Board of Directors. The newly elected Board of Directors has the option to reestablish or allow the same committees to lapse, appoint or reappoint the chairpersons of the same, and assign new members or to keep the same members. The committees, as of September 20, 1997, are:

1. Education
2. Legislative
3. Relay
4. UAD Bulletin
5. Senior Citizens
6. Miss Deaf Utah Pageant
7. Membership
8. Financial
9. Deaf Women
10. Youth Relations
11. Business
12. Technology

D. Additional committees may be added, and the referenced committees dropped, all as determined by the Board of Directors.

E. The outgoing Treasurer shall present bank card(s) for all necessary signatures of old and new officers.

Section 10: Duties of Committee Chairpersons

A. It shall be the duty of each committee chairperson appointed by the President to select committee members, hold meetings deemed necessary to fulfill its purpose and to make a full report of its activities to the Board of Directors on at least a quarterly basis. When the committee has fulfilled its purpose, it may be dissolved, or continued with new assignments.

B. Duties of the Social Activity Committee Chair

1. Plan activities or events with the assistance of UAD members.
2. Submit plan and itemized budget to the Board of Directors for approval.
3. Be responsible for receipts and expenditures of activities or events.
4. Make a financial report to the Board of Directors at the next board meeting after the completion of an activity or event.
5. Give support to the UAD committees' activities or events.

(Explanation: UAD needs to develop more social activities. UAD committees can ask the Social Activity Chair for help with volunteers, budget, obstacles and other kinds of support.)

Section 11: Duties of Board Members at Large

Each board member at large may be responsible for at least one project, excluding service on other committees, to complete during their term. The president or the board of directors may assign the projects.

Article VI: Indemnification

Section 1: Indemnification of Directors and Officers

The corporation hereby declares that any person who serves at its request as a director, officer, employee, chairman or member of any committee or task force, or on behalf of the corporation, whether for profit or not for profit, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by the corporation against expenses (including attorneys fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Except as provided in Section 3 of this Article, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 2: Indemnification Against Liability to Corporation

No indemnification shall be made in respect of any claim issue or matter as to which a person covered by Section 1 of this Article shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that despite the adjudication of liability but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which court shall deem proper.

Section 3: Indemnification in Criminal Actions

No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 1 of this Article shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view

of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 4: Other Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the Articles of Incorporation, any agreement, any other provision of these Bylaws, vote of the disinterested Directors or otherwise and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 5: Period of Indemnification

Any indemnification pursuant to this Article shall:

- A. Be applicable to acts or omissions which occurred prior to the adoption of this Article, and
- B. Continue as to any indemnified party who has ceased to be a Director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party.

The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnifications provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6: Insurance

By action of the Board, notwithstanding any interest of the directors in such action, the corporation may, subject to Section 8 of this Article, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him and incurred by him in his or her capacity of or arising out of his or her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him against such liability under applicable provisions of the law. The corporation may also purchase and maintain insurance, in such amounts the board may deem appropriate, to insure the corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 7: Right to Impose Conditions to Indemnification

The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case including but not limited to any one or more of the following:

- A. That any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation;
- B. That the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and

C. That the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 8: Limitation on Indemnification

Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in the applicable part of section 501-c of the Internal Revenue Code of 1986 or its future corresponding parts.

Article VII: Surety Bond

The Board of Directors may require a bond from any and all of the officers of the Association conditioned upon the faithful performance of their duties.

Article VIII: Meetings

Section 1: Conferences

Conferences of the membership of the Association shall be held biennially for the purpose of electing Directors between May 24 and October 30 of odd numbered years at a time and place to be designated by the Board of Directors.

Section 2: Special Meetings

The President or the Board of Directors may call special meetings of the members provided that each member shall receive written notice of said meeting at least fourteen (14) days in advance of the date and place of said meeting. The Board of Directors may, at its own discretion, order the President to call special meeting(s). The notice, for any special meeting, shall be valid only if it specifies the purpose(s) for the said meeting.

Section 3: General meetings

The Association shall have a minimum of one general meeting during even numbered years. The President or the Board of Directors may call general meetings of the members provided that each member shall receive written notice of said meeting at least fourteen (14) days in advance of the date and place of said meeting. The Board of Directors may, at its own discretion, order the President to call general meeting(s). The notice, for any general meeting, shall be valid only if it specifies the purpose(s) for the said meeting. The agenda for the general meeting shall be approved by the Board of Directors.

Section 4: Time and Place of Special and General Meetings

The time and place of special and general meetings shall be decided by a majority vote of the Board of Directors.

Section 5: Minimum Requirement of Quorum

A. A quorum equal to 15 percent (15%) of any resident Active and Life members of current record shall be necessary to transact any business at any conference, general meeting or special meeting of this Association.

B. Provided a quorum is available, all questions except as otherwise provided for in the Articles of Incorporation or the Bylaws, shall be decided by a majority vote of all Active and Life members present and voting.

Section 6: Discrimination

Meetings shall not be forums for destructive criticism against any organization, whether social, religious, fraternal or otherwise; or against any individual on account of affiliation with any organization whatsoever.

Section 7: Delegates to the National Association of the Deaf Conference

The members of the Association, biennially in a general meeting, shall select the number of delegates according to the National Association of the Deaf quota allotment to attend the National Association of the Deaf Conference within ninety (90) days of the biennial Association conference, and before the date of the said conference, and may select alternate delegates.

Article IX: Order of Business

Section 1: Order of Business of Conference

At all conferences of the Association, the order of business shall be as follows:

- A. Announcements
- B. Introduction of Guests
- C. Necrology
- D. Reports of Officers
- E. Report of Committees
- F. Unfinished Business
- G. New Business
- H. Reading and Approval of the Minutes of the Previous Meeting
- I. Election of New Officers
- J. Adjournment

Section 2: Order of the Agenda

At all other meetings of the Association, the order of business shall follow the agenda as prepared and arranged by the presiding officer.

Article X: Amendments

Section 1: Two-Thirds Majority

Bylaws may be made, amended, or temporarily suspended, when not in conflict with the Articles of Incorporation, by a two-thirds (2/3rds) vote of Active and Life members present and voting at any conference, general meeting or special meeting as may be necessary for the proper government of the affairs of the Association. Any alterations or amendments to the Bylaws shall go into effect and be in force thirty (30) days after adoption at any conference, general meeting or special meeting of the Association.

Section 2: Proposals of Changes

A. Active and Life members may make proposals for changes to or deletions from the Articles of Incorporation and Bylaws, in writing, to the UAD Vice-President at least thirty

(30) days prior to the next conference, general meeting or special meeting. The Law Committee may make proposals for changes to or deletions from the Articles of Incorporation and Bylaws as they see fit.

B. A copy of the proposals shall be sent to the Active and Life members of this Association fourteen (14) days prior to any conference, general meeting or special meeting of this Association.

C. During any conference, general, or special meeting, proposed amendments made from the floor by Active and Life members for changes to or deletions from the Articles of Incorporation and Bylaws shall not be acted upon until the next following conference, general, or special meeting, provided such meeting be at least fourteen (14) days after the meeting in which the proposed amendments were made.

Article XI: Robert's Rules of Order

The rules contained in the current official edition of Robert's Rule of Order, Newly Revised, shall govern in all cases wherein they do not conflict with the Articles of Incorporation, Bylaws or other established policies of the Association.

Article XII: Cooperation

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

Article XIII: Miscellaneous Matters

Section 1: Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.

Section 2: Accounts Books and Minutes

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board, committees, task forces, general meetings and conferences. All books and records of the corporation may be inspected by any Director or his or her accredited agent or attorney, or any member of the Association for any proper purpose at any reasonable time. Non-members may not have access to Association records.

Section 3: Association Property

Property of the Association may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized person shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 4: Designated Contributions

A. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such

contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special funds, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

B. The corporation may accept to be custodian of funds for any other organizations in process of becoming a 501-c-3 corporation. The funds shall be returned to such corporations upon request without any further discussion upon receipt of proof of certificate of 501-c-3, or upon proof of rejection.

C. The corporation may accept to be custodian of funds for any 501-c-3 deaf-related corporations or local clubs going into inactive status. Such funds shall be returned to them upon reactivation.

Section 5: Loans to Directors Prohibited

No loans shall be made by the corporation to any director. Any director who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 6: References to the Internal Revenue Code

All references in these bylaws to provisions of the Internal Revenue 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.

Section 7: Severability

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event, these bylaws shall be construed in all respects as if such invalid provision were omitted.

Article XIV: Official Publication

Section 1: Authorization

The Association shall maintain an official publication in which the Association shall provide a forum for its members, and in general, publish matters that are of interest and importance to its members.

Section 2: Name

The name of the official publication shall be the "UAD Bulletin".

Section 3: Subscriptions

A subscription price sufficient to pay the costs of the official publication may be charged for the official publication. The subscription price shall be set by the Board of Directors after an adequate study to determine its operating costs. Subscription payments are limited to 2 years. (*Note: the subscription prices were set as \$15/year/UAD member and \$25/year/non-UAD member by the members on January 27, 2001 to begin on February 26, 2001.*)

Article XV: Chapters

Section 1: Locations

Chapters may be formed by at least 9 of deaf and hard of hearing members residing in a region as determined by the Board of Directors.

Section 2: Laws

Such chapters shall be under the Association and subject to the Articles of Incorporation and Bylaws. The goals and purposes of the chapter shall be the same as those of the Association. However, the chapter may elect a director on an annual basis.

Section 3: Members

Members of the chapters shall be classed as Active, Life or Associate members of the Association, with the same rights, privileges and responsibilities.

Section 4: Organization

Each chapter may make its own rules governing its meetings, elect its own officers and trustees, and engage in charitable and educational activities which are not in conflict with the Articles of Incorporation and Bylaws of the Association, the Code and applicable federal, state and local laws.

Section 5: Funds

Each chapter may have its own checking and savings accounts and control its own funds, provided that regular quarterly trustee-audited financial accounts (including bank statements) are sent to the Board of Directors of the Association.

Section 6: Contracts

Contracts which may obligate the Association must have prior approval of the Board of Directors.

Section 7: Membership fees

The chapter shall keep 25% of membership dues for its own expenses and turn the balance of 75% to the Association treasurer.

Section 8: Dissolution

Upon dissolution, all chapter funds, equipment and all non-monetary assets, including the records of the chapter, shall be transferred to the control of the Board of Directors of the Association.