

## **Bylaws**

**BYLAWS** (revised December 10,2011) (revised March 25, 2023)

### **1. NAME**

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#### **1. NAME**

The name of the organization shall be The Silent Athletic Club of Denver also referred to as the S.A.C. or the SAC. The SAC was established on 8 March 1944, and incorporated on 29 December 1944. It filed Articles of Incorporation on April 23, 1984.

The new entity name is Denver Metro Association of the Deaf aka SAC. It filed Articles of Incorporation on 18 December, 2019. It was adopted by the members and the number of votes cast for the amendment by each voting group entitled to vote was sufficient for approval by the voting DMAD members on 2 December, 2019.

a. The club shall operate as a not-for-profit organization for social, welfare, and other similar purposes.

b. The DMAD is a tax-exempt non-profit organization under IRS 501(c)(3).

c. The principal agent and address for the DMAD is **[name and address of the DMAD treasurer]**.

d. The DMAD logo, colors, and seal are contained in the standing rules.

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## **2. PURPOSES**

The purposes of the DMAD are:

- a. To provide opportunities for its members who are deaf participating in athletic, social, and charitable activities.
  - b. To uphold honor, friendship, and good citizenship;
- to encourage ambition and honesty; and
- to support charitable events benefiting the deaf community.
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## **3. MEMBERSHIP**

### **3.1 APPLICATION FOR MEMBERSHIP:**

- a. Pay dues in full on his/her anniversary month of each year.
- b. Any deaf or hearing person, 18 years or older, shall fill out a membership application with full amount of dues to be receipted;
- c. By signing the application, the new member agrees to abide by the DMAD Articles of Incorporation, Bylaws, and Standing Rules.

### **3.2 REGULAR MEMBERS: A regular member shall:**

- a. Be 18 years or older;
- b. Have the right to attend meetings, make motions, vote, and hold office.

### **3.3 SUPPORTING MEMBERS:**

- a. Organizational: Upon payment of a substantial donation (as determined by the DMAD Board), businesses, state agencies, non-profit establishments, and other deaf-related organizations may be invited to join the DMAD as supporting organizational members and send one representative who has voice but no voting privileges at DMAD meetings and may not hold office.

### **3.4 DUES:**

The DMAD Finance Committee shall determine membership dues for consideration by the members at any regular meeting.

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**4. MEMBERSHIP MEETING:**

**4.1 REGULAR:**

Regular membership meetings shall be held on the first Saturday (or the second Saturday if the first falls on a holiday) of January, March, May, and September.

**4.2 SPECIAL:**

a. Special membership meetings may be called by:

1. The president
2. at least three (3) board members

b. No other business shall be discussed at the special meeting other than what is set forth in the notice of the meeting.

**4.3 NOTICE:**

Notice of each regular and special meeting shall be sent by regular mail, text or email at a member's request to all members, and posted on the DMAD website, at least ten (10) days prior to the date of the meeting.

**4.4 QUORUM:**

The quorum for all regular and special membership meetings shall be one-fourth (1/4) of the voting membership.

**4.5 THE PLEDGE OF ALLEGIANCE TO THE FLAG:**

At each membership meeting, the president, or a member at the request of the president, shall lead the assembly in reciting the Pledge of Allegiance to the flag of the United States of America:

*I pledge allegiance to the flag of the United States  
of America, and to the republic for which it stands,  
one nation, under God, indivisible, with liberty and justice for all.*

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## 5. THE DMAD BOARD

### 5.1 Composition:

The Board of Directors is composed of nine (9) elected members, as follows:

- a. A president
- b. A vice president
- c. A secretary
- d. A treasurer
- e. Five (5) directors; one each to cover:
  - 1. Property/Building Management
  - 2. Social Activities/Events
  - 3. Fundraising Activities/Events
  - 4. Culinary
  - 5. Athletic

### 5.2 Qualifications:

- a. Each board member must be:
  - 1. A member of the DMAD for at least six (6) months prior to election
  - 2. At least 19 years of age
  - 3. Capable of being bonded and insured
- b. The president and the vice-president shall be deaf.

### 5.3 Board Meetings:

- a. DMAD board meetings shall be called when and as needed by any board member.
- b. Notice of the DMAD board meetings may be made by videophone (VP), Zoom or email at least 48 hours prior to the date of meeting.
- c. The quorum of all DMAD board meetings shall include the president or the vice-president and at least four (4) board members.
- d. All DMAD board meetings shall be open to the membership except for those times when the DMAD Board goes into executive session.
- e. The DMAD Board may go into executive session as and when needed.

#### 5.4 Nomination and election:

a. No later than September of each year, the president shall appoint a committee chair to conduct the nomination and election process (see Bylaws 6.1.4: The Nominations and Elections Committee).

- b.
1. Elections of directors shall be held at the November meeting.
  2. In odd-numbered years, the president, the treasurer, and two (2) directors (Social Activities/Events and Culinary) shall be elected.
  3. In even-numbered years, the vice-president, the secretary, and the other three (3) directors (Property/Building Management, Fundraising Activities/Events, and Athletic Director) shall be elected.
  4. Nominations shall be made from the floor
  5. Members shall vote by paper ballot
  6. Each board member shall be elected by a majority vote of the members
  7. No proxy (person authorized to act for another person) votes shall be allowed.

c. At the November regular meeting, following roll call and after the election, the outgoing president shall administer the following oath of office to the newly elected or re-elected board members with the understanding that their term begins in January:

*I, (full name), do solemnly [swear or affirm] to  
obey and follow the bylaws of the DMAD and  
to fulfill my duties as a board member to the  
best of my ability, so help me God.*

#### 5.5 Duties:

##### A. The president:

1. Is the chief spokesperson for the DMAD;
2. Chairs all regular and special membership meetings, and meetings of the DMAD Board
3. Appoints the chairs for the following committees:

The Auditing Committee (see Bylaws 6.1.1) in January

The Nominations and Elections Committee (see Bylaws 6.1.4) in September

4. Is an *ex-officio* member of all DMAD committees (except the Auditing Committee and the Nominations & Elections Committee)

5. May be assigned other duties by the DMAD Board and/or members.

B. The vice president:

1. Serves any time when the president is unable to serve; and becomes the president when that office is vacant for any reason (see Bylaws 5.9: Vacancies of board members);
2. Serves as chair of the Bylaws Committee
3. Updates revisions to the Articles of Incorporation, the Bylaws, and the Standing Rules on the DMAD website (see Bylaws: 6.1.3);

C. The secretary:

1. Is responsible for sending the notices, minutes of all regular and special membership meetings, to DMAD members within 10-14 days.
2. Is responsible for keeping a record (Minutes) of all regular, special membership meetings, and meetings of the DMAD Board.
3. Maintains the honorary membership list; see Standing Rules
4. Is responsible for the safe-keeping of the DMAD seal as well as DMAD records.
5. Shall appoint a DMAD member as assistant secretary, subject to approval of the voting members at a regular meeting.
6. Is responsible for making or purchasing and sending of cards (get well, sympathy, congratulatory, etc.)
7. Is responsible for collecting important member information and dues (cash, check, electronic).
8. May be assigned other duties by the DMAD Board.

D. The treasurer:

1. Is responsible for receiving monies and depositing the same to the current DMAD account(s).
2. Signs all DMAD checks which must be countersigned by either the president or the vice-president.
3. Ensures that all DMAD accounts are in FDIC insured accounts
4. Is responsible for the transfer and maintenance of accounts (including certificates of deposit and/or money market accounts) to maximize return to the DMAD.
5. Serves as chair of the Finance Committee.

6. Works with the Director of Fundraising Activities/Events.
7. Pays for all approved DMAD expenses (with receipts and/or proof of purchase).

Note:

No monies shall be paid to any individual or DMAD member or board member unless such individual(s) are hired for specific task(s) at fair market value and approved by the DMAD voting members at a regular meeting

8. Shall appoint a DMAD member as assistant treasurer, subject to approval of the voting members at a regular meeting.

E. The directors -- General:

Each DMAD director:

1. Participates in appointing sub-committee(s) as or if needed;
2. Works with the DMAD treasurer concerning financial matters, including appropriate insurance coverage for and notification of DMAD-sponsored events.
3. Works as a team with other board members.
4. In no case shall the budget of any DMAD director exceed the amount set by the finance committee and approved by the voting membership at the meeting;
5. May appoint a DMAD member as assistant director, subject to approval of members at a regular meeting.
6. Additional duties for each director may be listed under Standing Rules.

F. The directors -- Specific:

1. The Director of Property/Building Management:

Is responsible, subject to approval of the DMAD Board, for:

- a. Purchasing property or other insurance as may be deemed appropriate, subject to approval by the voting members
- b. Assigning DMAD building and post office box keys to appropriate DMAD members;
- c. Purchasing routine cleaning and maintenance (including snow removal) services for the DMAD property;
- d. Contracting for necessary repairs to the DMAD building;
- e. Taking immediate action for building repairs in emergencies.

## 2. The Director of Fundraising Activities/Events:

Shall be state-certified or appoint a member of DMAD as Bingo Game Manager, and is responsible for:

- a. Obtaining "Bingo" and other licenses;
- b. Arranging fundraising activities and events;
- c. Planning sales of snacks and refreshments.
- d. Unless otherwise restricted (e.g., "Bingo"), proceeds from the above activities shall be distributed according to the Standing Rules.

## 3. The Director of Social Activities/Events:

- a. Is responsible for coordinating a regular schedule of activities and events, including the DMAD anniversary banquet (every fifth year ending in -4 and -9).(The SAC was founded in 1944.)
- b. Is responsible for arranging activities such as board and card games (including bank day/bank night), field trips, and workshops.

Proceeds from the above activities shall be distributed according to the Standing Rules.

## 4. The Director of Culinary:

- a. Is responsible for supervision of the preparation of ingredients at DMAD that serves food and producing meals for Tuesdays and events.
- b. Supervising the cleaning of the workspace to follow health and safety guidelines.
- c. Buying food ingredients and supplies.

## 5. Athletic Director:

- a. Is responsible for arranging athletic programs and events as needed.

## 5.7 Reports:

Each DMAD director will make a report of activities in writing at each regular membership meeting and each board meeting. All reports shall be filed with each meeting Minutes.

## 5.8 Absences of Board members:

- a. Any DMAD board member absent from two (2) consecutive regular board meetings shall be removed from office, unless an absence is excused by board members at the next regular meeting.



b. In the absence of the president at any meeting, the vice-president shall preside.

5.9 Vacancies:

a. In the event of death, resignation, or removal of the president, the vice-president shall become the president.

b. At the next regular meeting of the board, the directors shall elect a replacement for the vice-president.

c. In the event of death, resignation, or removal of the vice-president or the secretary or the treasurer or a director, the board shall elect a replacement for the vacant position at the next board meeting.

**6. THE DMAD COMMITTEES**

6.1 Standing Committees:

The standing committees of the DMAD shall be:

1. The Auditing Committee
2. The Finance Committee
3. The Bylaws Committee
4. The Nominations and Elections Committee

6.1.1 The Auditing Committee:

Chair: Appointed by the president

Composition: The chair and three (3) members appointed by the president.

Limitation: No DMAD officer, director, or committee chair shall serve on this committee.

Duties: 1. Audit the DMAD treasurer's books, all DMAD accounts, and all bank statements:

- a. on a bi-monthly basis
- b. more often as deemed necessary
- c. report to the DMAD membership at regular membership meetings.

2. All Auditing Committee meetings shall be held at the DMAD building.

Note:

The directors, officers, treasurer, committee chairs, and any other members handling funds shall provide all necessary information such as books, reports, and bank statements when requested by the chair of the Auditing Committee.

Quorum: Three (3) committee members including the chair.

#### 6.1.2 The Finance Committee:

Chair: The DMAD treasurer.

Composition: The treasurer and four (4) members recruited by the chair, subject to approval of the DMAD membership.

Duties: Meet as often as needed to:

1. Recommend membership dues for the following year
2. Prepare a Finance for the following year, including specified amount to be assigned to each program area
3. Present the proposed budget for approval by the DMAD membership at the November membership meeting
4. Review or revise when necessary the current finance and/or other financial matters
5. Consider any new request(s) for item(s) not financed and submit recommendation(s) for consideration by the membership at a regular meeting.
6. Fulfill other related duties as may be assigned by the DMAD Board and/or membership.

Quorum: Three (3) committee members including the treasurer.

#### 6.1.3 The Bylaws Committee:

Chair: The DMAD vice-president.

Composition: Four (4) up to eight (8) members recruited by the chair, subject to approval of the DMAD membership.

Duties: 1. Meet as needed to review, revise, and recommend proposed amendments to the Articles of Incorporation, the Bylaws, and the Standing Rules of the DMAD.

2. Present recommendations at any regular DMAD membership meeting, or at a special meeting called for the purpose.

Note:

For specific requirements to amend governing documents,

see Bylaws **7. AMENDMENTS**.

Quorum: The vice-president and at least three (3) committee members.

#### 6.1.4 The Nominations and Elections Committee:

Chair: Appointed by the president.

Composition: The chair shall recruit four (4) members.

Limitations: No candidate for DMAD director or officer may serve on this committee.

Duties: 1. To recruit candidates for DMAD director or officer positions.

2. To conduct the election process at the November annual meeting (see Bylaws 5.4).

Note:

The chair shall appoint two (2) non-candidate members as tellers to distribute and collect paper ballots, and to tally votes.

#### 6.2 Special Committee

From time to time a special committee may be appointed for a specific purpose.

Each special committee shall set up indicate the following:

Chair:

Composition:

Limitations: (if any)

Purpose/Duties:

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## **7. AMENDMENTS**

1. All motions to amend the Articles of Incorporation, the Bylaws, or the Standing Rules of the DMAD:

a. Must be in writing.

b. Shall be referred to the Bylaws Committee for review and recommendation.

2. The Bylaws Committee shall submit its' recommendation(s) to the membership at the next regular meeting.

3. Voting to amend governing documents:

a. The DMAD Articles of Incorporation:

After a quorum is met, a seventy-five percent (75%) vote of members present at a regular or special meeting shall be required to adopt an amendment to the Articles of Incorporation.

b. The DMAD Bylaws:

After a quorum is satisfied, a two-thirds (2/3) vote of members present at a regular or special meeting shall be required to adopt an amendment to the Bylaws.

c. The DMAD Standing Rules:

After a quorum is satisfied, the Standing Rules may be amended by a majority vote of members present at any regular meeting.

4. Within ten (10) days of adoption, changes to the Articles of Incorporation, the By-laws, and the Standing Rules shall be dated, mailed (email or first class mail) to all members, and posted on the DMAD website by the vice president.

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## **8. Code of Conduct**

### **Our Pledge**

We as members and. Officers pledge to make participation in our deaf club a harassment-free experience for everyone, regardless of age, body size, visible or invisible disability, ethnicity (race or culture), sex characteristics, gender identity and expression, level of experience, education, socio-economic status (involving of social), nationality (belonging to a nation /country), personal appearance, race, caste (hereditary rank or profession or wealth), color, religion, or sexual identity and orientation (preference).

This code of conduct sets out the behavior expected of all DMAD members and visitors at the DMAD premises (assumed to be true). The code of conduct also sets out the DMAD officers and board members in conjunction (agreement) with responsibilities of members and visitors.

Behavior that contributes to a positive environment for our deaf club.

Demonstrating empathy and kindness toward other people.

Being respectful of differing opinions, view points, and experiences.

Giving and gracefully accepting constructive feedback.

Accepting responsibility and apologizing to those affected by our mistakes and learning from the experience.

Focusing on what is best not just for us as individuals, but for the overall community.

No one should be allowed to remain a member if his/her retention (keeping) will do this kind of harm.

### **Disciplinary Proceedings**

Discipline will be dealt with when any individual interrupts or bring any conflict in any DMAD and DMAD events in any inappropriate (not proper) way.

If a member refuses or neglects to comply with any of the provisions (preparation) of the By-Laws, or be. In the opinion of the Board, guilty of any conduct prejudicial to the interests of the DMAD, or be in opinion of the Board, guilty of conduct which is unbecoming of a member or which shall render (apply) the member unfit for membership, the Board shall have power to reprimand (scold), suspend from all privileges of membership for such period as it considers fits, expel or accept the resignation of such members and to remove the person's name from DMAD membership.

### **Removal of Person from DMAD**

Board always reserves the right to suspend or remove members or visitors from the DMAD

Shall not behave in any way that will damage the reputation of DMAD as a family-friendly environment, either verbally (voice) or through deaf organizations.

Slander sends the message to DMAD member(s) or to other organizations against DMAD via email/text/video.

Disturbing behavior is serious offense happening at a meeting or event and offense by the member(s) outside the meeting or event.

Sexual harassment, sexual abuse, or sexual physical happening in the DMAD and outside of the DMAD events.

Who is intoxicated, violent, quarrelsome, or disorderly.

Who use, or has in his or her possession, while on the premises of the DMAD: any substance that suspects of being a prohibited drug or prohibited plant or substance; deadly weapons (gun, knife, poison, etc.); hard objects (rock, metal rod, hammer, baseball bat, etc.)

All sporting or social groups sponsored by the DMAD should control acting according to accepted standards with this code of conduct by managing the behavior of all with their group.

Usage of extreme foul or abusive language to another person while in the DMAD will not be tolerated. The member or visitor will be requested to leave the DMAD. Failure to do so may result in suspension of membership.

### **Notification**

The suspended DMAD member shall receive a written notice via certified letter from the DMAD Board.

## **9. PARLIAMENTARY AUTHORITY**

Unless otherwise covered in the Articles of Incorporation, the Bylaws, or the Standing Rules of the DMAD, the latest edition of Robert's Rules of Order Newly Revised (RONR) shall govern all the DMAD proceedings.

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## **10. DISSOLUTION**

In the event of dissolution of the DMAD, the Board, with the approval of the members present at a special meeting called for this purpose, shall within 90 days of dissolution:

1. Sell at fair market value all DMAD assets,
2. Pay off all remaining DMAD debts, and
3. Turn over all remaining funds to a Colorado 501(c)(3) deaf-related organization determined by majority vote of the members at the above special meeting.