

BYLAWS

SOUTHEAST REGIONAL INSTITUTE ON DEAFNESS, INC.

ARTICLE I: NAME AND PURPOSE OF CORPORATION

Section 1: Name and Purpose

- A. The name of the corporation shall be Southeast Regional Institute on Deafness, Inc. The purpose of the corporation shall be to hold an annual conference by State Coordinators for the deaf in the Southeastern United States (“the Institute”), for health professionals, employers, consumers, educators and other persons interested in issues affecting the deaf and hard of hearing; and to further knowledge concerning these issues through publications, studies and educational programs.
- B. The corporation shall be organized under Title 14, Chapter 3 of the Official Code of Georgia Annotated as a nonstick, nonprofit, nonmember corporation.
- C. The activities of the corporation shall be limited as prescribed in the Articles of Incorporation so as to qualify the corporation as exempt under Section 501 (c)(3) of the United States Internal Revenue Code of 1986, as it may be amended from time to time, and so as to ensure the requirements thereof are satisfied.
- D. The activities of the corporation shall be further limited to comply with the laws and regulations of any and all funding sources.

Section 2: Members

The corporation shall have no members.

ARTICLE II: POWERS

The corporation shall have all powers permitted by law, to the extent that said powers do not conflict with either funding source regulations and/or regulations as imposed by Section 501 (c)(3) of the United States Internal Revenue Code of 1986 as it may be amended from time to time.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Number

The Board of Directors shall consist of no more than eight (8) members with one person from each State participating in the Southeast Regional Institute on Deafness. At the current time those states are: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee.

Section 2: Removal

A Director may be removed from the board at any time by a majority vote of the directors then in office.

Section 3: Vacancies

When a vacancy occurs on the board, a replacement shall be chosen by the remaining board members to carry out the balance of the term. The vacancy shall be filled to maintain the distribution of board members provided in Section 1, above. Recommendations shall be accepted from interested persons of the State from which the vacancy shall be filled.

ARTICLE IV: OFFICERS

Section 1: Number

The board shall elect a President, Vice-President and a Secretary/Treasurer.

Section 2: Election and Term

The initial principal officers shall be elected at the first meeting of the Board of Directors, and those elected shall take office immediately upon election until the next annual meeting. Thereafter the principal officers shall be elected by the board at the annual meeting and serve on year terms.

Section 3: Vacancies

If an officer's seat becomes vacant, the board shall elect a successor at the next regular meeting or special meeting to fulfill the remainder of the term.

Section 4: Removal

Any officer may be removed at any time by majority vote of all directors then in office.

Section 5: Duties of Officers

- A. President – Shall preside over all meetings of the Board of Directors and the corporation; shall be an ex-officio member of all committees of the corporation; shall make all appointments to committees and task forces, subject to the approval of the board of Directors, and shall have the general powers and duties usually associated with the office, including but not limited to powers allowed by law to sign certificates, contracts and other instruments of the corporation which are authorized by the board. The President shall be from the State holding the Institute for the following year.
- B. Vice-President – Shall serve in the President's stead if the president is unable to perform his or her duties and shall perform other duties as the President and Board of Directors may direct. At such times the Vice-President shall be from the State holding the Institute for the second following year.

- C. Secretary – Shall be responsible for keeping the minutes of the meetings, maintaining and preserving up-to-date records of all ongoing activities, distributing board meeting minutes to all members of the board, and perform other duties as the President and Board of Directors may direct.
- D. Treasurer – Shall be responsible for keeping a record of all funds collected and spent, establishing necessary accounting procedures to assure accuracy and accountability of the corporation, and shall perform other duties as the President and the Board of Directors may direct.

ARTICLE V: MEETINGS

Section 1: Annual Meetings

The annual meeting of the corporation shall be held each year during the Institute in the fall for the purposes of seating new officers and directors and for the transaction of any business as may come before the corporation. The annual meeting may be held outside of the State of Georgia.

Section 2: Special Meetings

Special meetings of the corporation may be called at the request of the President or by a director of the board by petition signed by at least two of the corporation's directors and delivered to the Secretary.

Section 3: Informal Action by Directors

Any action which may be taken at a meeting may be taken without a meeting if (1) a consent in writing setting forth the action so taken shall be signed by all of the directors, or (2) each director agrees to the action over the telephone, provided that the action to be taken has been submitted in writing to each director prior to the telephone vote being taken.

Section 4: Notice

Notice of each meeting shall be given by written notice delivered through the mail or in person no less than one week prior to the meeting; such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid or by e-mail with a reply to an address on file with the Secretary of the Corporation. The failure of any director to receive actual notice shall not invalidate the meeting or any proceedings conducted at the meeting. Notice of special meetings shall be given not less than three days prior to the meeting. The presence of any director shall be deemed a waiver of notice as to such director unless such director objects at the opening of the meeting to the holding of the meeting because of failure to give proper notice. Directors may waive notice of any meeting in writing to the President.

Section 5: Quorum

At least five (5) of the filled seats of the Board of Directors shall constitute a quorum of any regular or special meeting.

Section 7: Voting

At all corporate meetings, each director shall have one vote. Proxy votes shall be permitted.

Section 8: Minutes

The board shall keep a correct and complete record of all corporate proceedings which shall be attested by the signature of the Secretary.

Section 9: Procedure

All meetings of the corporation shall be governed by the bylaws, or standing rules of the corporation or Robert's Rules of Order in all matters not covered therein.

ARTICLE VI: CONFLICT OF INTEREST

No director, officer or employee of the corporation shall have or acquire any interest, direct or indirect, in any project which the corporation is operating or promoting or in any contract relating to any such project of the corporation without making written disclosure to the corporation of the nature and extent of his or her interest. No director who has had such interest shall participate in the decision-making or vote on any matter relating to it. Further, no director, officer, or employee of the corporation shall violate the conflict of interest regulations as established by funding sources or as established by Georgia Law.

ARTICLE VII: AMENDMENTS

These bylaws may be amended by the affirmative vote of two-thirds of the Board of Directors in office at a duly called meeting, provided the proposed amendment shall have been submitted in writing to all directors at least ten days in advance of such meeting.

ARTICLE VIII: FISCAL YEAR

The corporation's fiscal year shall be January 1 to December 31, except as the same may be otherwise determined by resolution of the directors.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1: Mandatory Indemnification

Subject to the conditions hereinafter set forth, the corporation shall indemnify any of its directors or officers, or former directors or officers, or any person who is serving or has served at its request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), settlement payments, judgments and fines, actually and reasonably incurred by any such person in connection with the defense of any action, suit or proceeding, or appeal therefrom, or threat or claim of such action, suit or proceeding (including an action by or in the right of the corporation) to which he or she is made a party by reason of being or having been a director, officer, employee or agent to the corporation or of such other entity; provided, however, in the case of an action by or in the right of the corporation no indemnification shall be made in respect to any claim, issue or matter as to which any such person shall be adjudged in such action, suit or proceeding 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 or suit was brought shall determine upon application that, despite the adjudication of liability by in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 2: Required Determination

Except with respect to expenses (including attorney's fees) actually and reasonably incurred by any such director, officer, employee or agent in the successful defense (on the merits or otherwise) of any action, issue or matter therein, indemnification shall be made hereunder only if it shall be determined by (i) the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, proceeding ("disinterested directors"), or (ii) independent legal counsel in a written opinion, if such quorum is not obtainable (or if a quorum of disinterested directors so directs) that the person to be indemnified (a) acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation; and (b) with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Any such determination shall be conclusive and not subject to challenge. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3: Notice and Waiver

Any person subject to indemnification under the Article IX shall immediately notify the President, in writing, of his or her knowledge or notice of any proceeding commenced or threatened to be instituted against him or her for any action taken or attempted, or alleged to have been taken or attempted by him or her by reason of his or her being or having been a director,

officer, employee or agent of the corporation. In the event that any person does not so notify the chair, his or her failure to so may, at the discretion of the board, be construed as a waiver of that person's right to be indemnified.

Section 4: Advance Payment

Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding if authorized in the manner set forth in this Article IX upon receipt of an undertaking to the corporation by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by this bylaw.

Section 5: Other Rights

Such indemnification shall not be deemed exclusive of any other rights to which the persons indemnified may be entitled under law, agreement or otherwise, and, the right to such indemnification shall inure to the benefit of the heirs, executors and administrators of any person entitled to indemnification hereunder. It is the intent of this bylaw that all persons entitled to indemnification hereunder be indemnified as fully and completely as may be allowed under the statutes of the State of Georgia or under any other applicable rules or principles of law and under all circumstances and conditions.

Section 6: Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this bylaw.

ARTICLE X: MISCELLANEOUS

Section 1: Tense and Genders

The use of any gender or of any tense in these bylaws shall refer to all genders or to all tenses, whenever the context so requires.

Section 2: Partial Invalidity

Should any of the provisions hereof be void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect.

Section 3: Conflicts

In the event of any conflicts, the Article of Incorporation shall govern.

Section 4: Captions

Captions are inserted herein only as a matter of convenience and for reference, and in no way are intended to or shall define, limit or describe the scope of these bylaws or the intent of any provisions hereof.

The forgoing, as amended, was adopted as the Bylaws of the Corporation as of the first meeting of the Board of Directors held on the 16th day of October 2002.

Secretary