

BYLAWS

OF

IMPACT - HI

(Independently Merging Parent Associations of California Together
For the Deaf and Hard of Hearing Individuals)

ARTICLE I

NAME, ORGANIZATION AND PURPOSE

SECTION 1. The name of the organization is IMPACT-HI (Independently Merging Parent Associations of California Together for the Hearing-Impaired).

SECTION 2. The organization is organized and shall operate exclusively for charitable, educational and scientific purposes as those terms are used in Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as amended.

SECTION 3. The organization shall conduct its affairs primarily within the state of California.

SECTION 4. The organization shall conduct its affairs as an educational, informational and advocacy organization within the goals established by the members.

SECTION 5. The principle office of the corporation for the transaction of its business is located in Riverside County, California.

The county of the corporation's principle office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principle office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ DATED: _____ ,

_____, DATED: _____ ,
_____, DATED: _____ ,

SECTION 6: The corporation may also have offices at other such places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

SECTION 7: This organization will be operated on a non- profit basis, without discrimination because of race, color creed, religion sex, age, national origin or handicapping condition.

ARTICLE II

MEMBERS

SECTION 1: The organization shall be composed of individual members, and affiliate organizations.

SECTION 2: Any person who is a parent of a hearing impaired child shall be entitled to become a member. Any person who subscribes to the objectives and goals of IMPACT-HI may become a member. An existing parent group that prescribes to the objectives and goals of IMPACT-HI may become an affiliate member.

SECTION 3: Each member in good standing shall be entitled to attend meetings of the organization and to vote on matters to be acted upon by members of the organization. The Board shall, from time to time, fix the amount of dues payable by members and may establish additional requirements and privileges of membership not inconsistent with these Bylaws.

SECTION 4: A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of the organization.

ARTICLE III

MEETINGS: QUORUM AND VOTING

SECTION 1: An annual meeting of the members shall be held in even-numbered years in northern California and in odd-numbered years in southern California at such time and place as shall be determined by the Board and stated in the notice mailed to members at least 30 days prior to such meeting.

SECTION 2: Special meetings of the members may be held at such time and place as shall be stated in the notice mailed to members at least 10 days before such special meeting. Special meetings may be called by the Board or by written petition of a majority of members in good standing. No business shall be conducted at such special meeting except as stated in notice thereof.

SECTION 3: The members present and in good standing shall constitute a quorum for the conduct of business at the annual and special meetings.

SECTION 4: Each member in good standing shall have one vote at annual and special meetings. Voting shall be in person and not by proxy except that, at the direction of the Board, matters may be submitted to the membership for action by mail ballot.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1: The affairs and property of the organization shall be managed by a Board of Directors (the "Board") consisting of eighteen (18) directors who shall be elected as hereinafter provided. The Board may also consist of nine (9) additional member who may be appointed by the Board.

SECTION 2: The Directors shall be elected by and from the members in good standing at the annual meetings of members. Nine (9) of the directors shall be elected in odd numbers years

and Nine (9) shall be elected in even numbered years. . They shall hold office for two years beginning at the close of annual meeting at which they are elected and thereafter until their successors have been elected. The nine appointed directors shall hold office for one year from the annual meeting of the Board. The board shall include members from a variety of geographical areas, if available and willing to serve.

SECTION 3. All elected directors of this organization must be parents of a deaf or hard of hearing child. Appointed directors need not be a parent of a hearing impaired child.

SECTION 4. The Board of Directors of IMPACT-HI shall include hearing and haring impaired persons.

SECTION 5. A director may be removed with or without cause upon the vote of two-thirds of the members in good standing present at any special meeting called for the purpose, or upon the vote of a quorum of directors at any special meeting called for that purpose.

SECTION 6. In the event of a vacancy on the Board resulting from the death, resignation or removal of a director, the remaining directors shall fill such vacancy by appointment of a successor director from among the members in good standing. Such successor director shall hold office only for the remainder of the term of his/her predecessor.

SECTION 7. Any IMPACT-HI elected or appointed Board member having three unexcused absences from scheduled Board meetings shall be considered to have resigned from the IMPACT-HI Board unless given an exemption by the Board. An absence may be excused upon notification given to the President prior to the meeting.

ARTICLE V

MEETING OF DIRECTORS: QUORUM AND VOTING

SECTION 1. The annual meeting of the Board shall be held immediately after the annual meeting and at the same place as the annual meeting of the members. The Board will meet at least five times per year.

SECTION 2. Special meetings of the board may be held at such time and place as shall be stated in the notice mailed to directors at least ten days prior to such meeting. Special meetings may be called by the president or by written petition of any three directors. No business shall be conducted at such special meetings except as stated in the notice thereof.

SECTION 3. A majority of the directors in attendance shall constitute a quorum for the conduct of business at the annual and special meetings of the Board.

SECTION 4. Each director shall have one vote at annual and special meetings. Voting shall be in person and not by proxy, except that matters may be submitted to the Board by mail ballot and the Board may conduct any special meeting by telephone conference call.

SECTION 5. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed within minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or any other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this organization authorized the Directors to act, and such statement shall be prima facie evidence of such authority.

SECTION 6. The Directors shall not be personally liable for debts, liabilities, or other obligations of the organization.

SECTION 7. To the extent that a person, who is, or was, a Director, officer, employee or other agent of this organization has been successful on the merits in defense of and civil,

criminal, administrative or investigative proceedings brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the organization, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such a person either settles any claim or sustains a judgment against him or her, then indemnification against expenses, judgment, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by this organization but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of California Nonprofit Public Benefit Corporation Law.

SECTION 8. The board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to selfdealing (section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation law.

ARTICLE VI

OFFICERS

SECTION 1. The organization shall have the following officers: Past-President, President, Vice-President, Second Vice-President, Secretary, and Treasurer. Each officer shall be elected by the board at the annual meeting and shall hold office for one year immediately following his/her election as such and thereafter until the close of the meeting during which a successor has been elected.

SECTION 2. An officer may be removed with or without cause upon the vote of two-thirds of the Board.

SECTION 3. In the event of a vacancy resulting from the death, resignation, or removal of an officer, the Board may fill such vacancy by appointment of a successor officer from among the Board. Such successor shall hold office only for the remainder of his/her predecessor's term.

SECTION 4. The officers shall not be held personally liable for the debts, liabilities, or other obligations of the organization.

ARTICLE VII

DUTIES OF OFFICERS

SECTION 1. The president shall chair all meetings of the members and the board; he/she shall have general and active management of the affairs and property of the organization; he/she shall execute all contracts and agreements authorized by the board; he/she see that all orders, resolutions, and directions of the board are carried out; he/she shall submit a report to the members and the board at their respective annual meetings, and more often if requested, as to the affairs and property of all other officers and all employees, agents and committees; and he/she shall perform other such duties as the board may from time to time direct.

SECTION 2. The Vice-President shall assume the duties of the president in the event of the president's temporary absence or disability; and he/she shall perform such other duties as the board or the president may from time to time direct. Will normally succeed the President

SECTION 3. The Secretary shall take and maintain accurate minutes of all meetings of the members of the board. Shall be custodian of the organization's documents, correspondence and records; he/she shall prepare all correspondence on behalf of the organization; and shall perform from time to time other such duties as the Board or the president may direct.

SECTION 4. The Second Vice-President shall chair the newsletter committee. This includes producing a newsletter on behalf of the organization. These duties include composing, editing, printing and distribution of a newsletter.

SECTION 5. The treasurer shall keep full and accurate accounts of all receipts and disbursements of the organization; he/she shall deposit all monies and other valuables in the name and to the credit of the organization in such banks or other depositories as may be designated by the Board; he/she shall make such disbursement as may be authorized by the Board upon he taking of proper vouchers therefore; he/she shall submit to the members and the Board at their annual meetings, and more often if requested, a full and complete statement or financial condition of the organization; he/she shall be responsible for the completing and filing of all necessary forms as required by the Internal Revenue Service, the Franchise tax Board of California and any other agency requiring financial information from the organization; and he/she shall perform from time to time such other duties as the board or the President may direct.

ARTICLE VIII

COMMITEES

SECTION 1. The Board shall have the following standing committees: Nominations and such other committees as shall from time to time be established by the Board.

SECTION 2. The Board shall appoint an Executive Committee to be comprised of the President, Vice-President, Secretary, Treasurer, Parent Education and Legislative Chairs. The Executive Committee will at least meet at least four times per year, prior to Board meetings.

The Executive Committee will have the power to take any action required or permitted to be taken by the Board of Directors. All board members will be informed of any actions taken by the Executive Committee at the next scheduled Board meeting.

SECTION 3. The president shall appoint chairpersons and committee members promptly following the President's election as such members. The president may remove

committee chairperson and members and fill vacancies at any time. The term of office of each committee shall expire at the conclusion of the annual meeting of the Board or the following such new committee chairperson's or members' appointment.

ARTICLE IX

MISCELLANEOUS

SECTION 1. The organization's fiscal year shall be from January 1 to December 31. The organization shall account on a cash basis.

SECTION 2. Meeting of the members and the Board shall be conducted in accordance with Robert's rules of order (Newly Revised Edition, 1970), to the extent the same is not in conflict with any previous Bylaws.

SECTION 3. These Bylaws may be amended by a two-thirds vote of the members present at any annual meeting or special meeting called for that purpose.

SECTION 4. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for charitable or public purpose of this organization.

SECTION 5. No member, director, officer, employee, or other person connected with this corporation or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation if effecting any of its public or charitable purpose, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Director; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporation assets on dissolution of the corporation. In the event of the dissolution or wind up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the

Board of Directors, shall be distributed as required by the Article of Incorporation of this corporation and not otherwise.

ARTICLE X

DISSOLUTION

SECTION 1. This organization can be dissolved by a majority vote of the members in good standing of the organization.

SECTION 2. Upon dissolution the assets of the organization shall be given to an organization which serves the hearing impaired and which is exempt from Federal income taxation as a charitable organization under Section 501©(3) of the Internal Revenue Code of 1954, as amended.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the person named as the initial directors in the articles of Incorporation of IMPACT-HI, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of thirteen pages, as the bylaws of this corporation.

DATE: July 14, 1990

MARICE GLAD , Director

VIRGINIA GREAVES , Director

CATHERINE WALSH , Director

JOHN CASSIDY , Director

MICHAEL GURRY , Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

DATE: JULY, 1990

CATHERINE WALSH , Secretary

MOTION TO AMMEND BY-LAWS

ARTICLE IV. Section 1

CURRENT WORDING

THE AFFAIRS AND PROPERTY OF THE ORGANIZATION SHALL BE MANGED BY BOARD OF DIRECTORS (THE “BOARD”) CONSISTING OF FIFTEEN (15) DIRECTORS WHO SHALL BE ELECTED AS HEREINAFTER PROVIDED. THE BOARD MAY ALSO CONSIST OF SIX (6) ADDITIONAL MEMBERS WHO MAY BE APPOINTED BY THE BOARD.

PROPOSED WORDING

THE AFFAIRS AND PROPERTY OF THE ORGANIZTION SHALL BE MANGED BY A BOARD OF DIRECTORS (THE “”BOARD”) CONSISTING OF EIGHTEEN (18) DIRECTORS WHO SHALL BE ELECTED AS HEREINAFTER PROVIDED. THE BOARD MAY ALSO CONSIST OF NINE (9) ADDITIONAL MEMBERS WHO MAY BE APPOINTED BY THE BOARD.

IMPACT-HI
PROPOSED BYLAW CHANGES
11/10/91

ARTICLE IV SECTION 2.

The Directors shall be elected by and from the members in good standing at the annual meeting of members. Nine (9) of the Directors shall be elected in odd numbered years and nine (9) (delete: six) shall be elected in even numbered years, They shall hold office for two years beginning at the close of the annual meeting at which they are elected and thereafter until their successor have been elected. The nine appointed directors shall hold office for one year from the annual meetings of the Board (delete immediately following their appointment).

ARTICLE IV SECTION 7.

Any IMPACT-HI elected or appointed Board having three unexcused absences from scheduled Board meeting shall be considered to have resigned from the IMPACT-HI Board unless given an exemption by the board. An absence may be excused upon notification given to the president prior to the meeting.

ARTICLE V SECTION 1.

The annual meeting of the Board shall be held immediately after (delete: prior to) the annual meeting and at the same place as the annual meeting of the members. The board will meet at least five (delete: six) times per year.

ARTICLE V SECTION 3.

A majority of the directors in attendance (delete: then in office) shall constitute a quorum for the conduct of business at the annual or any special meeting of the board.

ARTICLE VIII SECTION 2.

The Board of Directors shall appoint an Executive Committee to be comprised of the President, Vice-President, Secretary, Treasurer, Parent Education and Legislative Chairs. (Delete: at least three officers and two members of the Board who are not officers.) The Executive Committee will meet at least four times per year, prior to Board meetings.

The Executive Board will have the power to take any action required or permitted to be taken by the Board of Directors. All Board members will be informed of any actions taken by the Executive Board at the next scheduled Board meeting.