

## Episcopal Conference of the Deaf

### BY-LAWS

#### ARTICLE I: PURPOSES

Section 1: The Episcopal Conference of the Deaf (“ECD”) is a national association of the Episcopal Church. The purpose of the ECD and its members and workers is to spread the Gospel of Christ among Deaf people. To do this effectively, the ECD acts as a central clearing house concerning all aspects of work among Deaf people. The ECD encourages the establishment of missions, promotes recruitment, training and placement of qualified workers, and assists in the expansion, growth and perpetuation of the Episcopal Church work among Deaf people. It strives to present a united voice before the bishops and the whole church concerning the work among Deaf people and to assist church workers to better serve God and His Church, both spiritually and temporally.

Section 2: The ECD is an institution of The Episcopal Church. As such, it accedes to and agrees to comply with the Constitution and Canons of The Episcopal Church, as they may be amended from time to time. As a condition of membership, each member also agrees to comply with the Constitution and Canons of The Episcopal Church. Further, the ECD operates under the authority of the Presiding Bishop of The Episcopal Church.

#### ARTICLE II: OFFICERS

Section 1: The officers of the ECD shall be President, Vice President, Secretary, and Treasurer. All officers and candidates for the board shall be members in good standing of The Episcopal Church as well as members of the ECD.

Section 2: Officers and Board Members-at-Large shall be elected every third year at the ECD Convention. The vote shall be by marked paper ballot. A simple majority of votes cast shall be necessary for the election of each candidate. The tenure of the President shall be limited to two, consecutive three-year terms. He/she shall be eligible for election to any other office after the two terms, and could be elected to the Presidency again three years following the expiration of his/her two previous terms. The other Board members shall hold office until their

successors are elected. Continuation in office in all cases shall depend on the continuation of membership in the ECD.

Section 3: In the event of a vacancy occurring between Conventions, the Board of Directors shall act to fill each officer's vacancy from amongst the members of the Board following conditions outlined in these Bylaws. The following exceptions shall be made in the event of a vacancy: The Vice President shall succeed to the office of President for the remainder of the term. If the vacancy is in the position of Chaplain or Member at Large, the Board will fill the vacancy from among the membership.

Section 4: The President shall

- a. Serve as chair of the Board of Directors and as ex officio member of all committees which he/she shall appoint as directed by the Convention or with advice of the Board of Directors.
- b. Have authority to call special meetings of the Board of Directors.

Section 5: The Vice President shall:

- a. Assist the President in the dispatch of the business of the ECD in its Conventions and in the programs between Conventions.
- b. In the absence or illness of the President, preside at the Convention and carry out the duties that pertain to the office of President.

Section 6: The Treasurer shall keep an accurate record of all receipts and disbursements of monies confided to his/her custody, comply with all regulations imposed upon such office by Canon Law of the Episcopal Church, and shall pay each month all bills authorized by the ECD in convention or approved by the Board of Directors between Conventions. He/she shall also provide copies of the monthly bank statements, along with associated receipts, to the President.

Section 7: The Secretary shall take all minutes of the ECD Conventions and meetings of the Board of Directors and attend to all correspondences that relates to the Conventions or work of the ECD.

Section 8: Each officer shall perform all other duties that generally pertain to his/her office, or as specified in the bylaws of the ECD or as set forth in Canon Law by the General Convention of the Episcopal Church.

### ARTICLE III: MEMBERSHIP

Section 1: The membership of the ECD shall consist of clergy members and lay members. Together, the membership of the ECD shall constitute the House of Assembly. Clergy and Lay members must pay their membership dues by February 28 and be at least 16 years of age; provided, however, the Board may designate and announce a later deadline, for good cause shown.

Section 2: Each Parish and Mission shall send to the Membership Secretary, by February 28 each year, a list of the names and addresses of all its active communicants as defined by Canon Law of The Episcopal Church, accompanied by an annual assessment of dues per member.

Section 3: Membership shall include a complimentary subscription to THE DEAF EPISCOPALIAN.

Section 4: Individual membership shall be effective upon payment of the annual membership dues.

Section 5: Membership fees shall be set by the ECD Convention.

Section 6: Under special circumstances, approved by the Board, people will be able to join and pay for their membership dues, with a late fee, at the time of registration for ECD Conventions.

Section 7: Lay representatives of the House of Assembly shall be:

a. Elected or appointed by the congregation of which they are a member and shall retain their status until their successors are chosen, or thirty days prior to the next Convention, unless re-elected. There may be at least one representative from any congregation having Deaf people which is recognized as a distinct congregation by diocesan authority or certified by a missionary recognized by diocesan authority.

b. Shall be certified by the minister-in-charge, clerk/secretary, or one of the wardens of the mission or parish. One copy of the certification shall be presented to the Secretary of the ECD no later than the start of the Convention.

Section 8: Clergy members of the House of Assembly shall be ordained clergy or lay missionaries of The Episcopal Church and of those denominations in communion with The Episcopal Church. They shall have pastoral oversight of a Deaf congregation which has paid its membership dues or who have been recognized by diocesan authority as having responsibility for a ministry to the Deaf community in that diocese.

Section 9: In addition to the foregoing, lay members of the House of Assembly shall include all members of the ECD who have registered at the ECD Convention.

#### ARTICLE IV: CONVENTIONS

Section 1: The ECD shall convene at least once every three years, in alignment with the General Conventions of The Episcopal Church. In the year prior to each General Convention, there will be an ECD convention with the election of officers. These officers will attend each General Convention to promote the ECD. In the year following each General Convention, the ECD shall convene for a gathering of relevance to all interested in Deaf Ministry.

Section 2: The President of the ECD shall have authority to call a Convention of the ECD which shall be at a time and place determined either by vote of the membership of the last Convention or by vote of the Board of Directors. Invitations for hosting ECD conventions shall be received and approved by the Board, and shall be advertised a year in advance. Any ECD Convention shall have the prior approval of the local Missioner to the Deaf and/or Bishop Diocesan of the hosting community.

Section 3: The Board of Directors shall be responsible for ECD Convention planning and may delegate hosting responsibilities to local congregations or a committee.

Section 4: The Secretary of the ECD shall make a list of all members present at a Convention according to the several classifications set forth in these bylaws, with their respective missions, parishes, or separate congregations.

Section 5: The President shall appoint a Committee on Credentials to be composed of two lay members, to which shall be referred the credentials of all clergy and lay Representatives, and all general members. Lay Representatives shall be certified according to the form and manner provided for in these bylaws. General members shall be certified at the time of registration by producing an official ECD membership card.

Section 6: The Committee on Credentials shall make its report to the Convention promptly before each legislative session. Until this report is received, the list as made by the Secretary shall, unless objection be made, be accepted as the authentic roll of members present. Should doubt arise as to the proper classification of a member present, or the right of any lay representative to a seat, the Committee on Credentials shall receive the evidence presented and report its judgment.

Section 7. Each ECD Convention shall

- a. Consist of The House of Assembly. A 2/3 majority of those voting shall be necessary for any decision.
- b. Give one vote to each member of the House of Assembly.

Section 8: A quorum shall be necessary before a Convention may legally be called to order. A quorum shall consist of 3 clergy members entitled to vote in the House of Assembly and 4 Lay members entitled to vote in the House of Assembly. The Officers shall consist of the President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time deem necessary.

Section 9: The Secretary of the ECD may nominate an Assistant Secretary, who shall assist the ECD Secretary during the Convention in the preparation of the minutes and in such other duties deemed necessary.

Section 10: The reports of all officers and committees shall be in the hands of the Secretary of the ECD Convention on the opening day of each Convention. Reports will be distributed prior to business sessions at which they are to be made.

Reports, except budget, may be made by title only, with the person making the report available on the floor for answering questions related to the report.

Section 11: A Nominating Committee shall be appointed by the President and approved by the Board of Directors. This committee shall prepare a slate of officers eligible and willing to serve and shall distribute this list to the membership one day before the election. Nominations may also be made from the floor at such Convention, provided the nominee is present at the time of the nomination or sends a letter, email or makes a call by VP, video relay, voice or any other effective communication device to the chair of the Nominating Committee stating their willingness to serve if elected. The Board of Directors shall consist of the Officers so elected, and two additional individuals serving as Board Members At Large, each of whom shall serve a term of three years or until their successors are qualified and elected.

Section 12: The President, with the approval of the Board of Directors, shall at each Convention appoint chairs of various committees. Members of the Convention may be assigned to a committee with opportunity to express their preference as to which committee they would like to be assigned.

Section 13: Robert's Rules of Order Revised (Current Edition) shall govern the proceedings of this corporation in Convention in all cases not provided for in these bylaws.

#### ARTICLE V: BOARD OF DIRECTORS

Section 1(a): The Board of Directors shall consist of the officers and two members-at-large who have been elected in accordance with the provisions of Article III, above, and a Chaplain, selected by the Board as spiritual adviser. Only clergy from the Episcopal Church or partner denominations in communion with the Episcopal Church shall be eligible for this position. The Chaplain shall encourage and equip the Board spiritually, serve as adviser on church teachings and Canon Law, and share in the program and work of the ECD.

Section 1(b): The election of the Board of Directors is subject to the approval of the Presiding Bishop of The Episcopal Church. Once the slate of Directors has been determined, it will be submitted to the office of the Presiding Bishop via

email to the Chief Legal Officer of Domestic and Foreign Missionary Society (“CLO”) or the CLO’s staff. The Presiding Bishop will have ten (10) days from the date of the email to approve or reject the slate of Directors. If the Presiding Bishop does not consent to the slate of Directors, the Presiding Bishop will indicate the names of the Directors to be removed. The ECD will then create a new slate of Directors and email it back to the CLO or CLO staff for the approval of the Presiding Bishop. This process will continue until the Presiding Bishop approves of the full slate of Directors. If the CLO or CLO staff do not respond within 10 days of any email proposing a slate of Directors, that slate shall be deemed approved.

Section 2: The officers and members at large of the Board of Directors shall be the corresponding officers elected by the Convention of the ECD.

Section 3: The affairs of the ECD between Convention shall be under the direction, management and control of the Board of Directors.

Section 4: The Board of Directors shall hold meetings at the call of

- a. The President at such times and places as may be deemed expedient and necessary, or
- b. By the Secretary upon the written request of three members of the Board. The Secretary then shall notify members of the Board as to the time and place of the meeting.

Section 5: At any meeting of the Board of Directors called by the procedure given in Section 4 (b), the Vice President shall preside.

Section 6: No business shall be transacted at meetings of the Board of Directors unless a quorum of members is present. A quorum shall be constituted when there is a majority of 4 members of the Board present.

Section 7: The Board of Directors shall be permitted to conduct necessary business by mail, email and computer chat meetings. Mail votes shall be sent to the President and shall be signed by the officer voting.

Section 8: Any officer who fails to carry out the duties of his/her office between ECD Conventions for a period of three consecutive months shall be deemed to

have resigned from his/her office and the next Convention shall proceed to fill the unexpired term.

#### ARTICLE VI: OFFICERS 'DUTIES AT CONVENTION

Section 1: The President shall give a summary of his/her activities to the ECD at each of its Conventions. He/she shall give an address at each Convention in which he/she shall make any recommendations that he/she believes to be necessary to broaden the work of the ECD and to add to the effectiveness of the Church's ministry to Deaf people. The President's address may contain his/her summary of activities, which shall then be accepted in lieu of a separate written report. The President may appoint a committee to study his/her address and to report back to the Convention for the purpose of making recommendations to be acted upon by the Convention.

Section 2: The Treasurer shall submit to each Convention of the ECD a written report showing all money and other property received by him/her, and the manner in which he/she has disbursed or disposed of the same. The Treasurer shall submit reports to the membership as often as deemed necessary by the Board of Directors.

Section 3: The Secretary shall keep the membership of the ECD informed of the proceedings in the Convention and Board meetings. Prior to the adjournment of Convention, the Board will designate a person to collect the Minutes, reports and other information to be included in The Proceedings (a booklet containing the Minutes and reports of a convention). That person will authorized to collate, edit and have printed a quantity (to be decided by the Board according to need) of The Proceedings and distribute the copies to the member churches of the ECD, the clergy of the ECD, and such other persons and agencies as shall be decided by the Board. The schedule for distribution of The Proceedings shall be 90 days after the convention or on a date approved by the ECD Board.

#### ARTICLE VII: FINANCES



Section 1: The Board of Directors shall have general supervision of the funds of the ECD and all depositories and investments proposed by the Treasurer shall be subject to the approval of the Board.

Section 2: All expenditures by the Treasurer and the Board of Directors which are not in the annual budget as approved by the ECD Convention or, in the absence of a Convention that year, by the Board of Directors, or are in excess of that budget must be authorized by a majority vote of the Board members.

Section 3: The ECD shall be bonded in an amount fixed by the Board of Directors with Corporate Surety provided by the Executive Council of The Episcopal Church.

Section 4: Withdrawals from the checking account may be by either the President, the Vice President, or by the Treasurer. Withdrawals in excess of \$5,000 require the signatures of any two of the above three Officers approval of the ECD Board.

Section 5: With the approval of the Board of Directors, the Treasurer may open various accounts in addition to the main checking account and make such other investments as may be expedient for security or optimum financial return. However, all transactions between these subsidiary accounts and investments shall be made through the checking account, with all external receipts and disbursements to be made through this checking account, with the exception that special purpose checking accounts may be specifically authorized by the Board of Directors for limited and specific use.

Section 6: At the close of each fiscal year the accounts of the Treasurer shall be audited by a Certified Public Accountant or by a committee of at least two competent persons who are not directly connected with the financial affairs of the corporation and who are not members of the Board of Directors. At the close of the Calendar year of each three-year term, the accounts of the Treasurer must be audited by a CPA. At the change of Treasurers, accounts must be audited by a CPA.

Section 7: The host committee of an ECD Convention may be allocated a grant for advance expenses upon submission of an acceptable budget, the amount being fixed by the Board of Directors, who shall have oversight of the expense of each Convention.

Section 8: At the close of an ECD Convention, a complete financial report must be submitted within 90 days to the Board of Directors by the local Convention committee. Any profit shall be divided equally between the host organization and the ECD. Any deficit shall be borne by the ECD, provided that

- a. The local Convention committee submitted a budget to the Board of Directors, and
- b. Any expenses over the budget were approved by the President or the Board of Directors.

#### ARTICLE VIII: THE DEAF EPISCOPALIAN

Section 1: The official publication of the ECD shall be THE DEAF EPISCOPALIAN which shall be governed and administered by the Board of Directors.

Section 2: The Editor of THE DEAF EPISCOPALIAN shall be appointed by the Board of Directors. He/she shall have full responsibility to the Board for the publication and distribution of THE DEAF EPISCOPALIAN. His/her normal expenses shall be paid by the Board, and his/her ECD and General Convention expenses shall be on the same basis as the Board members. Receipts from subscriptions shall go to the ECD treasury.

Section 3: The Editor shall report to every Convention. Such reports shall include the needs of the publication staff, and any other pertinent information the Convention deems necessary, along with a financial statement from the Treasurer containing receipts and disbursements in connection with the publication of THE DEAF EPISCOPALIAN.

Section 4: The Editor shall be paid per issue at an amount established by the Board of Directors.

#### ARTICLE IX: HISTORIAN

There shall be an Historian of the ECD whose duty shall be to gather and file for safekeeping all matter of historical value and pertaining to the Church's ministry to Deaf people and make this available for reference or research by members of the ECD or authorized parties. He/she shall keep a file of THE DEAF EPISCOPALIAN and supervise the binding or copies of it from time to time as is deemed necessary. A complete file of THE DEAF EPISCOPALIAN shall be housed with the Church Historical Society and such other places as he/she may recommend to the Board. The Historian shall be appointed by the Board of Directors and shall serve until his/her successor is appointed.

#### ARTICLE X: MEMBERSHIP SECRETARY

Section 1: There shall be a Membership Secretary of the ECD whose duty shall be to manage the ECD membership according to the bylaws.

Section 2: The Membership Secretary shall send to the Board Secretary, a copy of the membership list with addresses attached. This same list shall be sent to the Editor of THE DEAF EPISCOPALIAN, the publisher and the ECD President.

#### ARTICLE XI: AMENDMENTS TO BY-LAWS

Section 1: The bylaws of the ECD may be amended at any Convention of the ECD but no proposed amendment shall be considered by a Convention unless one day's notice be given in open convention, or until such amendment has been referred to and reported upon by a committee of at least one clergy and two lay people. Amendments to the bylaws shall be by a simple majority vote of the number of people voting at Convention (e.g. 51% of all votes cast). If a special vote is called for by the Board of Directors when no convention is in session, such voting may be by mail, email or electronic voting. In such a case, the simple majority vote from all ECD members shall also be in effect. Unless otherwise provided by the Convention, all amendments shall become effective upon the adjournment of the Convention of the ECD at which final action is taken. In the case of the above special vote, all amendments shall become effective at the end of the set voting period.

Section 2: PROVIDED, HOWEVER, Neither Article 1 Section 1, Article IV Section 1(b), and Article X, Section 2 may not be amended without the consent of the Presiding Bishop to amend or alter.

#### ARTICLE XII: FISCAL YEAR

The Fiscal Year shall be January 1 through December 31.

#### ARTICLE XIII: DISSOLUTION

Section 1: In the event the ECD votes to dissolve, all monies in the treasury shall be transferred to The Episcopal Disability Network, if it is in existence at that time, or the Executive Council of the Episcopal Church to be used for Christian work among Deaf people.

As amended by electronic vote of the membership, November 1, 2020