

*Washington  
State Association  
Of the Deaf*

2014 BYLAWS

Adopted by the Board of Directors on 10/11/2015

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AMENDED AND RESTATED BYLAWS  
OF  
Washington State Association of the Deaf

ARTICLE I  
General

- 1.01 Nature of bylaws. The following paragraphs contain provisions for the regulation and management of Washington State Association of the Deaf (AKA as WSAD or as the Association), a nonprofit corporation organized and operating under the laws of the state of Washington.
- 1.02 Conflicts. In the event that there is a conflict between a provision of these bylaws and the Internal Revenue Code of 1986, as amended, a mandatory provision of the articles of incorporation, or a mandatory provision of the laws of the State of Washington, then any conflicts shall be resolved by giving priority to the Internal Revenue Code of 1986, as amended, then the mandatory provision of the laws of the State of Washington, and finally the mandatory provision of the articles of incorporation shall control.
- 1.03 Purpose. The Mission of WSAD is to promote, protect and preserve the rights and quality of life of deaf individuals in the state of Washington.

ARTICLE II. Membership

- 2.01. Classes. The following classes of membership are available in Washington State Association of the Deaf. The dues set by the board of directors are to be paid annually. All rights and responsibilities expressed in these bylaws, particularly in this Article III, are binding on members.
1. Active membership. Any person living in the State of Washington may become an active member of this Association after an annual payment of Association dues. An active member may serve in the position of the board, officer and trustee.
  2. Associate membership. Any person from out of state who wishes to join and pay membership dues may do so and have all privileges of an active membership with the exception of holding (1) office, (2) members at large position on the Board of Directors or (3) trustee position.

3. Affiliate membership. Any association, organization, or club serving the deaf or hard of hearing in the state of Washington shall be eligible to become an Affiliate by paying membership dues. They shall have all privileges of an Active member with the exceptions of (1) holding office, (2) holding a members at large position on the Board of Directors, (3) serving as a trustee, or (4) voting on any issue involving financial matters or WSAD funds.
- 2.04. Dues. Annual membership dues run from January 1 through December 31 of each year. Annual membership dues in the amount designated by the Board of Directors shall be paid to the Association Treasurer and shall become due and payable in January. Persons 60 years or older may pay reduced membership dues.

### ARTICLE III. Governance

- 3.01. Governance. The Association shall be governed by a Board of Directors consisting of at least five (5) members, but no more than eleven (11) members. The board has the right to determine expansion up to 17 members. The exact number of Directors shall be set by the Board of Directors just prior to the biennial conference. However, a reduction in the number of Directors shall not result in the removal of any board members. All such members will continue to serve until the next election of directors. The remaining board members shall be elected from the membership at large.
- 3.02. Terms. Directors shall be elected for four year terms. The terms of the Directors shall be staggered in order to ensure continuity of leadership, knowledge, and skills. In order to initiate staggered terms, the Association will conduct the initial election after approval of these Bylaws in the following manner:
  1. First, the current Board will set the number of directors for the following two years. The director positions will be split (as evenly as possible into two groups, Group A, and Group B. Members elected to Group A positions will serve a four year term. Members elected to Group B positions will serve a two year term.
  2. Future elections will be held biennially. At each future biennial election, the members will be electing approximately one-half of the total directors. All future elections after the initial election referred to above will elect Directors for four year terms. The end result of the initiation of staggered terms will mean that the Association will elect approximately one-half of the directors at each biennial conference.
- 3.03. Officers. The officers of this Association shall be the President, the Vice President of Internal Affairs, Vice President of External Affairs, the Secretary, and the Treasurer. The board of Directors will elect these officers from within themselves at each biennial conference. The officers will serve two year terms. The Executive Committee of the Board of Directors shall comprise of the officers.
- 3.04. President's Absence. During the President's temporary absence from any meeting, the Vice-President who lives the closest (geographically) to the scheduled Board meeting site shall serve as President pro-tem. In case of the President's inability to perform his duties by reason of resignation, by living out of state for three months, or by any unforeseen circumstances, both Vice-Presidents shall be evaluated and one elected by the Board of Directors to serve out the remainder of the President's term.

- 3.05. Vacancies on the Board. The Board shall have the power to fill any vacancy occurring on the Board and the Board of Trustees of the Endowment Fund until the next biennial conference. Such vacancy shall occur by resignation, by living out of state for three months, or by any unforeseen circumstances. Any person to be appointed to fill a vacant position shall be an Active member of this Association currently, and will have been an Active member of this Association for the one (1) calendar year preceding the vacancy. The Board of Directors may make exceptions to appoint to office those experienced professionals in good standing who may not have met all of the requirements of state residency.
- 3.0 6. Removal of Board Member. Any Officer or Director deemed to have resigned from such position unless the Board of Directors' finds that such absences should be excused, and that the Member should continue to fill such position. A Board member may be removed for any reason by the affirmative vote of two-thirds (2/3) of all the Board members.
- 3.0 7. Special Meetings. The Board or at least ten (10) non-board members of the Association acting together shall have the power to call a special conference of all the members of the Association, including Board members. The Board also shall have the power to postpone or cancel a biennial conference whenever, in its judgment, circumstances call for such action.
- 3.08. Quorum. A simple majority of the Board members shall constitute a quorum for the transaction of business.
- 3.0 9. Voting. In case the Board is unable to hold a meeting, a vote by an appropriate rapid-communication method including but not limited to, postal mail, email, TTY or website communications where a record is made of the communications and a record is made of the voting upon questions presented shall be allowed in the following manner: the President shall submit the question to all members of the Board, and the question shall be seconded and each member shall notify the Secretary whether he/she votes for or against such question. A copy of all communications and voting records made shall be kept by the Secretary. The Secretary shall give the information to the President. The Secretary shall ensure that the results are reported at the next board meeting and entered into the Board minutes.  
(This should be in policies and procedures).
- 3.11. Carrying out Duties. The Board shall carry out duties as outlined in the WSAD Administrative Code Notebook as well as in the bylaws.

#### ARTICLE IV. Duties of Executive Committee

- 4.01. Power of Executive Committee. The Executive Committee has the power to convene in order to make plans and goals, to draft any proposal to the Board for action and to act on any non-monetary emergency crisis.
- 4.02. Authority of Executive Committee. The Executive Committee shall have the authority to review recommendations from any committee formed under these bylaws, or by the Board before submitting their recommendations to the full Board prior to the vote by Association members at the conference for approval.

## ARTICLE V. Duties of Officers

- 5.01. President. It shall be the duty of the President to preside at all conferences of the Association, and at all meetings of the Board of Directors and Executive Committee. The President shall decide questions in dispute, subject to an appeal to the Association by a two-thirds (2/3) vote; to appoint all committees not otherwise provided for; and to perform all of the usual duties within the scope of his/her office. The President is empowered to call emergency Board meetings without notice. The President automatically becomes the Delegate. The President shall serve as nonvoting member of all committees of the Association. The President is also empowered to manage any contracts that the Association may have with other entities outside of WSAD.
- 5.02. Vice President. The Vice President shall be responsible for committees. THE VP shall also select auditors for the Financial Report, which will contain combined reports of all funds of the Association with the approval from the President.
- 5.03. Secretary. It shall be the duty of the Secretary to keep a correct record of the proceedings of the Executive Committee, Board and Conference meetings of the Association. The Secretary shall have control of all the records of the Association, all books and papers pertaining to the Association, excepting those in the immediate charge of other officers essential to their respective offices. He/she shall inform all Board members about forthcoming non-emergency Board meetings 30 days in advance. The Secretary shall coordinate with the Treasurer to maintain the Association Corporate status with the State of Washington in conjunction with the Corporation Registered Agent. The Secretary shall prepare and give the highlights of every board meeting to the WSAD newsletter editor within 30 days after the end of each such board meeting. The secretary shall maintain the WSAD Administrative Code Notebook containing the Association Articles of Incorporation, bylaws, administrative policies and standing rules. The Secretary shall also ensure that copies of this notebook are updated and maintained by each officer of WSAD. The Secretary shall manage record keeping and archives as stated in the WSAD Administrative Code Notebook.
- 5.04. Treasurer. The Treasurer shall maintain the General Fund and any other funds not maintained by the Trustees of this Association and shall keep an accurate account of all proceeds, revenues and expenses of these funds. This shall be known as the general fund.
1. The financial report format shall contain income and expense category columns.
  2. The Treasurer shall complete in coordination with the trustees an annual financial report ending December 31. Each annual report shall be audited by three auditors selected by the VPI no later than January 15<sup>th</sup>. This formal report shall be readily available for the board, conference and members. The Treasurer shall also be prepared to give any latest monthly statement of this Fund at any board meetings and conferences. The Treasurer shall carry out other duties as outlined in the WSAD Administrative Code Notebook.
  3. The Treasurer in coordination with the trustees shall also maintain financial information on a yearly basis for preparation of the Association's federal tax return.
  4. The audited reports shall be submitted to the communication committee for distribution through the newsletter and website.

5. The Treasurer shall honor only such orders for the payments of monies as have been approved in writing by the President, Executive Committee, General Board or allowed by the previously approved budget. The Treasurer shall work cooperatively with the VPI.
6. The Treasurer shall supervise a Membership Coordinator.

#### ARTICLE VI. Duties of Endowment Fund Trustees

- 6.01. Trustees. The Trustees have the duty to manage the Endowment Fund. There shall be five (5) Trustees, two of whom shall be the Association President and the Association Treasurer or his/her designated representative. One Trustee shall be elected at each conference held during the odd year biennially to replace one of the three elected trustees whose term has expired. Each Trustee shall serve for a term of six (6) years. The President, the Treasurer, and the three trustees shall have voting powers regarding endowment fund matters.
- 6.02. Custodian. The Trustees shall elect from among themselves a Custodian and Assistant Custodian. It shall be the duty of the Custodian to call each meeting of the Trustees and to preside at such meetings. The Assistant Custodian shall keep an official record of the proceedings. A meeting of all of the Trustees shall be necessary for the election of the Custodian and Assistant Custodian, and a quorum consisting of at least an eighty (80%) percent of the Trustees shall be required for the transaction of all other business of the Trustees.
- 6.03. Meetings of Trustees. The Trustees' meetings shall be held on an on-call basis between biennial conferences as scheduled by the Custodian. The Trustees shall have charge of the investment of monies belonging to the Endowment Fund and shall have power to direct the Custodian to purchase, manage, or sell properties, invest in securities, or switch from one security to another as they see fit.
- 6.04. Endowment Reports. The Custodian shall complete an annual Endowment report ending December 31 to be timely submitted to the Treasurer for incorporation into the financial report. The annual report shall be audited by three (3) members no later after January 15<sup>th</sup>.
  1. The formal report shall be readily available for the board, conference and members.
  2. The Custodian shall also be prepared to informally give any latest monthly brokerage statement of this Fund at any executive committee or board meetings.
  3. The Custodian in coordination with the Trustees shall also maintain financial information on a fiscal year basis for preparation of the Association's federal tax return.
- 6.05. Voting. The Trustees of the Endowment Fund shall have power to vote by an appropriate rapid-communication method including but not limited to, postal mail, email, TTY or website communications where a record is made of the communications and a record is made of the voting on any matter pertaining to investments when it is not feasible for the trustees to have meetings for the transaction of business. A copy of all communications and voting records made shall be given to the Secretary and entered into the Board minutes.

#### ARTICLE VII. Duties of NAD Delegates

- 7.01. Delegate. The President will hold the delegate's position.

- 7.02. Duties of Delegate. The NAD Delegate and/or alternate shall represent the best interests of the State Association and carry out the instructions of the Board and Association at NAD and NAD Region IV Conferences. The delegate shall submit written reports to the Board no later than thirty (30) days after both conferences who in turn shall submit the same to the members.
- 7.03. Number of Delegates. No more than one (1) NAD Delegate may be selected when there are less than three hundred (300) active Association members.
- 7.04. Alternative Delegate. The NAD Delegate Alternative is to represent the Association only when the Delegate is unable to attend, or will be absent from Board, NAD conference, or NAD Region IV meetings.

#### ARTICLE IX. Funds

- 9.01. Funds. The Association shall maintain two funds, the General Fund and the Endowment Fund. While each fund will keep complete and separate records of its activities, the records will be kept in the same format for easier incorporation into the Association's Annual Report. The Custodian for the Endowment fund will coordinate the inclusion of such information under the supervision of the Treasurer. The Association may receive donations, grants or bequests which may be kept in a separate fund or funds for the purpose intended.
- 9.02. Fiscal Year. January 1<sup>st</sup> to December 31<sup>st</sup> shall be the fiscal year for the General and Endowment Funds.
- 9.03. General Fund. The General Fund shall be primarily used for general expenditures within the approved budget authorized by the general membership of the Association at a conference. The Treasurer may draw upon and expend up to one thousand dollars (\$1,000.00) for any purpose not in the approved budget but subject to the Executive Committee's approval. All annual membership dues, affiliation fees and net proceeds from any conference or other Association activities shall be deposited in the General Fund.
- 9.04. Endowment Fund. The Endowment Fund is held in trust and shall be managed by the Trustees for the purpose of accumulating sufficient funds for:
1. Expenses related to the establishment of a residential facility for elderly deaf persons;
  2. Any expenditure that are to safeguard the rights and interests of deaf citizens in the State of Washington;
  3. All monies withdrawn or transferred from the Endowment Fund shall be used to benefit and further the Association.
  4. The Endowment Fund shall not be used for any loan purpose.
- 9.05. Donations and Bequests. All donations and bequests not specifically identified by the donor or by the general membership at a conference shall be deposited into the Endowment Fund. Unless otherwise decided by the general membership at a conference (so long as such a decision does not violate any restrictions on the original donation/bequest), all dividends and interest earned from investments, capital gains, and net proceeds from sales of securities shall be automatically reinvested into the Endowment fund.



- 9.06. Withdrawals and Transfers. No withdrawals or transfers of monies shall be made from the principal funds of the Endowment Fund without a two-thirds (2/3) affirmative vote by the general membership of the Association at a conference or by a four-fifths (4/5) affirmative vote by each the Board of Directors and the Trustees. Withdrawals or transfers made from the current fiscal year's accumulation of the Endowment Fund interest and dividend income shall not be allowed except as provided in Section 7. These restrictions refer to withdrawals/transfers out of the endowment fund, and in no way are intended to restrict the Trustees management and investment of these assets with the fund itself.

The custodian or the assistant custodian shall carry out the approved withdrawal or transfer of the endowment fund with the knowledge of, and the direction, from the board.

The President may assume the duty of either the Custodian or the Assistant Custodian but not both when either the Custodian or the Assistant Custodian is not available to perform his/her authorization to withdraw or transfer the Endowment Fund monies.

- 9.07. Withdrawal of Interest Earned. Regardless of the language in Section 5, and so long as it does not violate the terms of any donation/bequest, up to thirty percent (30%) of the total amount of interest, cash dividends and capital gain distributions accumulated in the Endowment Fund during the preceding fiscal year may be transferred to the General Fund upon authorization by a vote of the Board.

#### ARTICLE X. Travel Expenses

- 10.01. Reimbursements. Members of the Board, executive committee, trustees, and members of standing committees shall be reimbursed for the cost of their vehicle fuel only for attending no more than four meetings per year. Trips to conferences shall not be reimbursed. All meetings (committees, board and otherwise) at the conference site are not reimbursed.

Vouchers for fuel reimbursements shall be submitted to the Treasurer, the Custodian or committee chairs within thirty (30) days of such meetings.

Vouchers for fuel reimbursements for round trips shall be reimbursed for mileage minus one hundred (100) miles and shall be one-third (1/3) of the standard state mileage rate rounded to the nearest cent. Documentation shall be a printed copy of the mileage from any Internet-based map sites using the member's home address as the starting point.

- 10.02. Lodging. The Association shall provide state conference lodging for the Association President.

#### ARTICLE XI. Committees

- 11.01. Committees. Names of all committees established by the Board of Directors as well as the names of all committee members shall be made available to the general membership upon request and published on the Association's website. The President shall announce the names and post them on the website. The Board may create and authorize a temporary or Ad Hoc committee as it deems necessary.

- 11.02. Committee Chairpersons. The Vice President of Internal Affairs and Vice President of External Affairs shall appoint committee chairperson(s) and assistant chairperson(s), (with the President's approval) to chair the committees coming under their areas of responsibility. The chairs that are selected should be members of this Association. The other members of such committees should be chosen with special considerations given to the distance between such member's residence and that of the Committee chair. The President shall announce the names of the committees and their membership to the Board. The Board shall approve all committee appointments by majority vote. The terms of all standing committee(s) shall expire at the end of the Association regular biennial conference. Each committee shall conduct activities as directed by the Board and in compliance with the WSAD Administrative Code Notebook.
- 11.03. Committee Reports. Each committee chairperson or his/her designee shall submit a written report to the Secretary at least 30 days prior to each biennial conference. Reports shall contain information of any expenditures of more than \$200 of the allocated funds.

## Article XII. Biennial Elections

- 12.01. Election to Board of Directors. To be elected to the board of directors, eligible members must be active members of this Association, have been so for one calendar year preceding the election and be a resident of Washington.
- 12.02. Exceptions. The Board of Directors may make exceptions to appoint to office those experienced professionals in good standing who may not have met all of the requirements in Section 1.
- 12.03. Slates of Candidates. A list or a slate of candidates for two (2) or more elected Association officer positions shall not be allowed to be presented nor elected.
- 12.04. Election of Directors and Trustees. All directors shall be elected separately by ballot and by a majority of the active members present at such meeting and serve for a four (4) year term. Each trustee shall be elected separately by ballot and by a majority of the active members present at such meeting and serve for a six-year term. The Trustees shall be responsible for submitting a recommendation of prospective trustees to the nomination committee at least fifteen (15) days before the biennial election.
- 12.05. Board Meeting. The newly directed Board of Directors shall meet before departing the Biennial Conference to elect officers for a two (2) year term and to select future board meetings for the next two years. The incumbent officers shall be expected to bring all records of business transactions, books and materials in their possession to the conference to pass on to the new officer. If there is some unfinished business that needs to be done after the conference, then the incumbent officer shall have up to a maximum of thirty (30) days to complete all such business transactions, in coordination with the incoming officer.

## ARTICLE XIII. Meetings and Conferences

- 13.01 Board Meetings. The Board of Directors shall meet at least twice annually. The Board will give the members official notice of such meetings no fewer than ten days and no more than fifty days in advance of such meeting.

13.02 Annual Meetings.

The annual membership meeting shall be held once a year in accordance with the laws of the state of Washington. Retreats shall be held in even years and conferences shall be held in odd years in order to meet regulatory requirements for annual meetings

A. Retreats.

The retreat shall meet at various locations chosen to be geographically convenient to the Members across the state, and from which the members can communicate with the WSAD Board. The purposes of these meetings are to conduct other business as the board deems appropriate. The Association shall convene at such place and on such date as may be determined by the Board of Directors. While the Board will give the members informal notice of such meetings at least six (6) months in advance, it will provide official notice of such meetings no fewer than ten days and no more than fifty days in advance of such meeting.

B. Conferences.

A biennial conference shall be held during the odd year for the purpose of conducting Association business and the election of directors and officers.

1. Hosting the Conference. All bids to host conferences must be made no less than one year in advance in order to give the host committee time to make reservations of sites, meeting places and such other support as required; each bid must be accompanied by a deposit and a letter of intent from the President of the hosting organization. Each bid must be presented to the Board for approval.
2. Duties of Host Organization and WSAD.
  - a. The host organization shall then form a committee to be responsible for an entertainment and arrangements of the conference.
  - b. The Board of Directors shall be responsible for the business agenda.
3. President's Duty on Conference Committee. The Association President shall serve as a nonvoting member of the local conference committee.
4. In Case of No Bid. In case the Association receives no bid for the next conference place and date, the Board of Directors shall then make such a decision and announce the same no less than six (6) months in advance.
5. Proceeds and Costs of Conference. The Association and the Host shall split 50-50 on the conferences proceeds and costs. If there is a branch of the bank in that town which WSAD uses, the Treasurer shall give the Conference Committee Chairperson some deposit slips to deposit registration and other funds into the account. In the case there is no branch in that town, then the WSAD president and two or more host conference managers shall establish a joint bank account of any conference monies and have authority to make deposits and withdrawals.
6. New Board Member Pledge. Immediately following adjournment of all biennial conferences, the newly elected Board Members, and Trustees elected during that conference, with the exception of the Affiliate Member's representatives (who shall make this pledge at the first board meeting following the regular conference), shall make the following pledge:

"I HEREBY SOLEMNLY PROMISE TO OBSERVE THE ARTICLES OF INCORPORATION AND BY-LAWS OF THIS ASSOCIATION AND PERFORM THE DUTIES PERTAINING TO MY OFFICE TO THE BEST OF MY KNOWLEDGE AND ABILITY."

13.03. Order of Annual Business Meetings.

The order of business at all annual meetings of the Association shall be as follows:

1. Announcements
2. Introduction of Guests
3. Memoriam
4. Reading and approval of minutes of previous annual meeting
5. Officer Reports
6. Committee Reports
7. Bylaws
8. Budget
9. Election of Trustees and Directors (only during biennial conferences)
10. New Business
11. Resolutions (only during biennial conferences)
12. Adjournment .... Sine Die.

- 13.04. Motions Made at Retreats and Conference. All new business motions presented, voted upon and passed by the membership at the Conference shall be recorded by the Secretary and become effective thirty (30) days after the last day of the Conference. All conference financial reports shall be printed in the first WSAD newsletter following the conference.

ARTICLE XIV. Meeting Quorums At Annual Meetings or Conferences

- 14.01. Quorum at Annual Meetings or Conference. A quorum shall consist of a minimum of twenty (20) active members who have paid annual dues before and during the beginning of the annual meeting or conference, shall be counted in determining the basis for the annual meeting or conference quorum.
- 14.02. Reason for Quorum. A quorum shall be necessary for the election of directors and trustees, to amend the Articles of Incorporation, and authorizing the expenditure of funds (not previously contained in an approved budget). Other business may be transacted without a quorum.

ARTICLE XV. Amendments

- 15.01. Amendments to Articles of Incorporation. The Articles of Incorporation, can only be amended by a by a three-fourths (3/4) vote of the Active Members present at a meeting after copies of suggested changes are distributed to general members 45 days of review and comments from the general members. The board gathers feedback and information from the members, and makes any revisions as needed. The board shall then send it out to the members for additional feedback 20 days before prior to a formal adoption of the revisions by the board.
1. Proposed Amendments to the Articles of Incorporation may also be presented in any regular meeting without previous notices, but such amendments must receive a four-fifths (4/5) vote of the Active Members for adoption.
- 15.02. Amendments to Bylaws. The By-laws may be amended by the Board of Directors after copies of suggested changes are distributed to general members 45 days of review and comments from the

general members. The board gathers feedback and information from the members, and makes any revisions as needed. The board shall then send it out to the members for additional feedback 20 days before prior to a formal adoption and ratification of the revisions by the board.

1. Unless otherwise specified, the Bylaws including any approved amendments shall immediately be in effect upon adoption.
2. If any motions are made at the conferences related to changes in the bylaws, those shall be immediately referred to the ByLaw committee for their perusal and the steps shall be followed in the amendments to Bylaws.

- 15.03. Effective Date. Unless otherwise specified, the Articles of Incorporation as a whole, including any approved amendments shall immediately be in effect as well as the Bylaws. Amendments to the Articles of Incorporation and the Bylaws shall be distributed to each member by utilizing the most effective mass-communication method, including but not limited to, postal mail, email, or website, within sixty (60) days following the conference and also to new members who join at a later date.

#### ARTICLE XVII. Parliamentary Authority

- 16.01. Roberts Rules of Order. Robert's Rules of Order, Revised, shall be the Parliamentary Authority in all matters not answered in these By-Laws of this Association.

#### ARTICLE XVIII. Dissolution

- 17.01. Dissolution. In the event this Association is dissolved by formal action of a quorum of active members of the Association, the remaining Association assets shall be used to pay for or to provide for the debts and obligations of the Association and the remainder shall be set over and assigned to the National Association of the Deaf.
- 17.02. Distribution of Funds. If the National Association of the Deaf is not in existence or does not qualify as a distributee of the Association assets, or is not willing or is not able to accept the distribution of the assets, the assets of the Association shall be distributed into a fund, foundation, corporation, organization or association serving the deaf which is organized and operated exclusively for the purposes as set out in the Section 501(c)(3) of the Internal Revenue Code of 1986 and had established its tax exempt status under the said Section.