

Charles Thompson Memorial Hall Constitution and Bylaws

CONSTITUTION

ARTICLE I

NAME

This organization shall be known as Charles Thompson Memorial Hall, Inc. It was founded and incorporated as a non-profit charitable organization on May 10, 1916. Other names for the organization are CTMH, Charles Thompson Hall or Thompson Hall.

ARTICLE II

PRINCIPAL OFFICE

The address of the building and office for business transactions of CTMH is located at 1824 Marshall Ave. St. Paul, MN 55104.

ARTICLE III

STATEMENT OF TAX EXEMPTION COMPLIANCE

Charles Thompson Memorial Hall is designated and registered as a charitable organization under IRS's internal revenue code Section 501(c)(3). The organization shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

No part of net earnings shall inure the benefit of, or be distributed to its members, officers, or other private persons, except for reasonable compensation for services provided.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate.

ARTICLE IV

PURPOSE

1. To establish, maintain and operate a building in order to provide a meeting place for organization of, by, and for the deaf, deafblind and hard of hearing.
2. To enhance the health, economic, social, and intellectual standing as well as the welfare of the deaf, deafblind and hard of hearing.
3. To take up social, civic and cultural activities about current issues affecting the Deaf and Hard of Hearing community.
4. To foster a deeper appreciation and recognition of deaf culture among deaf and hard of hearing.
5. To preserve and promote the use of American Sign Language in the deaf and hard of hearing community.
6. To cooperate with other organizations to promote the general public understanding of deafness, deaf culture, hard of hearing, and various communication modes employed by each.

ARTICLE V MEMBERSHIP

Any person 18 years of age or older in good standing who supports the purpose of CTMH can be a member. Members of this organization shall be divided into two categories: Voting members and Non-voting members.

ARTICLE VI OFFICERS AND DIRECTORS

The officers shall be President, Vice-President, Secretary, and Treasurer who shall be elected at a regular meeting of the Club. The elected officers shall be a bona fide member of the organization for at least one-year immediately prior to the election. The President, Vice-President, Secretary, and Treasurer shall hold their respective offices for a term or until their successors are duly elected and qualified. Majority of board will be deaf.

The Directors shall consist of at least three (3) appointed members, the chairpersons of the Social, Due Process, and Finance (formerly Trustee) committees. Member(s) at-large from the membership shall be added to the Board of Directors as deemed necessary.

ARTICLE VII MEETINGS

The annual meeting of the Club shall be held on the third Sunday of January of each year at 1:00 p.m. Additional meetings may be held at the discretion of the Board of Directors. Fifteen (15) people shall constitute a quorum. The order of business during meetings shall follow the same procedure as outlined in Robert's Rules of Order.

ARTICLE VIII AMENDMENTS

The Constitution may be amended at any regular meeting of the Club by two-thirds (2/3) vote of the members present and voting.

ARTICLE IX PARLIAMENTARY RULES

The current edition of Robert's Rules of Order Newly Revised shall be the recognized authority in all questions of the Parliamentary Law not being covered by this Constitution and Bylaws.

ARTICLE X DISSOLUTION

In the event of the dissolution of this organization, all remaining assets, real estate and personal property, of whatever nature, shall be transferred to another organization, which has been organized exclusively for the activities as specified in Section 501(c)(3) of the Internal Revenue Code of 1954. Specifically, CTMH has declared that Minnesota Association of Deaf Citizens (MADC) shall be the recipient in this dissolution clause.

END OF CONSTITUTION

UPDATED as of 11-09-2020

BYLAWS

ARTICLE I

COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors shall consist of up to 9 members made up of executive officers, each committee chairperson(s) and members-at-large.

The executive officers shall be President, Vice-President, Secretary, and Treasurer who shall be elected at the annual meeting of the Club. The executive officers shall hold their respective offices for a term or until their successors are duly elected and qualified. Length of terms for officers shall be for one (1) year.

The Directors shall consist of at least three (3) appointed members, the chairpersons of the Social, Law, and Finance committees. Member(s) at-large from the membership shall be added to the Board of Directors as deemed necessary.

ARTICLE II

DUTIES OF EXECUTIVE OFFICERS

Section 1: Executive Officers' Purpose

Executive Officers are to expect to carry the mantle of the Constitution and abide by the organization's Bylaws. In accordance with the club's values, Executive Officers shall set no tolerance policy and annual training dates for all crew as well to the members. Executive Officers shall carry out the tasks on the member's passed proposals. Executive Officers may appoint two (2) Members-At-Large at the Board of Directors' meetings. Executive Officers shall be transparent with the members on financials, minutes, proposals, and any matters regarding the clubhouse.

Section 2: President

The President shall be at the meetings of the Club and the Board of Directors. The President shall preserve order and decide parliamentary questions. The President shall fill unexpired terms of office should a vacancy occur subject to the approval of the Board of Directors. The President shall be an ex-officio member on all standing committees.

Section 3: Vice-President

During the absence of the President, the Vice-President shall assume the duties of the President. When the President's office becomes vacant, the Vice-President shall succeed the President until the next regularly scheduled elections. [Membership Duties] The Vice-President shall maintain a current and accurate membership list, collect dues, and notify Members who are in arrears of membership dues.

Section 4: Secretary

The Secretary shall record and preserve the minutes of all proceedings of each meeting, including the Board of Directors. The Secretary shall conduct all correspondence when needed. A copy of minutes from all business meetings shall always be kept on the Club premises and shall be made available to members upon request.

Section 5: Treasurer

The Treasurer shall be bonded. The Treasurer shall receive all monies due and maintain all monies in the Club's bank account. The Treasurer shall pay all bills, keep the club's account current, and present a financial report at all regular and Board of Directors meetings. The Treasurer shall also keep an account of all possessions and

investments. A copy of all previous financial reports shall always be kept on the Club premises and shall be made available to members upon request.

ARTICLE III

DUTIES OF THE BOARD OF DIRECTORS

Section 1: The Board of Directors

The Board of Directors shall be comprised of four (4) Executive Officers: President, Vice-President, Secretary, Treasurer; three (3) Chairpersons of the Social, Due Process, and Finance Committees and up to two (2) members-at-large appointed by the Executive Officers to the Board of Directors as needed. The numbers of board members are fixed at nine (9). Within the Board of Directors is a President or Vice-President, who is authorized, to conduct the business of the Club on short notice and during emergencies. The minutes of the Board of Directors shall be read at the regular meeting in summation form. The Board shall require the Treasurer to post bond and amount as it may decide.

Section 2: Committees Chairperson(s)

The chairperson shall report an update on the committee's performance. The chairperson shall coordinate and set dates for committees' meeting. The chairperson shall create a role with approval by Executive Officers and all members may volunteer for the position.

Section 3: Suspend a member

The Board of Directors shall have the power to suspend any member with two-thirds (2/3) of its vote. The suspended member shall have the right to appeal to the Due-Process committee and at the membership at the next regular meeting. A two-thirds (2/3) vote of the membership present at the meeting is required to uphold the suspension by the Board of Directors.

Section 4: Quorum

A quorum shall be determined by the majority of the board members present to conduct business.

Section 5: Compensation

Officers may be compensated for their work. The Board of Directors shall determine the amount of compensation.

ARTICLE IV

DUTIES OF THE STANDING COMMITTEES

Section 1: Purpose of the Standing Committees

The primary purpose of standing committees shall be to consider and recommend actions and propose policies in their specific areas to the Board of Directors. These are permanent committees. Each committee shall be led by Chairperson(s) appointed by President and approved by Executive Board. The objective is to promote health, social education, and bilingualism in Deaf Community through the Standing Committees. Each chairperson, in turn, may appoint members to serve on the committee.

Section 2: Due-Process Chairperson's Role

Chairperson is responsible to maintain by-laws and its legal work be approved by the Members and the Board of Directors. The due process shall be fair and speedy trial. Chairperson is responsible to follow through with the organization's new policies and keeping up to date with the bylaws. Chairperson shall observe all officers'

practices accordingly to the Constitution. Chairperson shall collect all incident reports from the member. Chairperson shall conduct the judicial process based on Robert's Rules of Order (RRO).

Section 2A: Due-Process Committees' Role

The due process oversight committee shall be responsible for maintaining an accurate, updated constitution, bylaws and shall provide a copy to any active member upon request. The role created by a Chairperson must be approved by the Executive Officers with a documented explanation for its purpose.

Section 3: Social Chairperson's Role

Chairperson is responsible to promote social events through the media and announcements.

Section 3A: Social Committees' Role

The social committee shall be responsible for all social and cultural activities and shall publicize all events accordingly. The role created by a Chairperson must be approved by the Executive Officers with a documented explanation for its purpose.

Section 4: Finance Chairperson's Role

Chairperson is responsible to audit and review all bookkeeping and treasurers' money flow charts, reports and its financial documents to be seen by the member and the Board of Directors.

Section 4A: Finance Committees' Role

The finance committee shall be responsible for monitoring the investment portfolio and recommend actions to the Executive Board (i.e. what assets to purchase or sell). The finance committee shall be responsible for the accuracy, verification of the Treasurer's financial reports, and to report during all member and Board of Directors meetings. The role created by a Chairperson must be approved by the Executive Officers with a documented explanation for its purpose.

ARTICLE V

MEMBERSHIP

Any person 18 years of age or older in good standing who supports the purpose of CTMH can be a member. Members of this organization shall be divided into two categories, Voting members and Non-voting members.

Membership Dues

The Board of Directors, with the approval of the members at the annual meeting, shall have the power to fix such membership dues. The Vice-President shall maintain the Club's membership list, collect dues, and notify members who are in arrears.

Voting members shall pay annual dues of (\$20.00). Persons can earn credit of \$10.00 towards their annual dues by volunteering at least 5 hours (minimum of 2 events) and up to 10 hours (2-3 events) to earn credits to qualify as a voting member. Paid voting members may have voting rights at the annual meeting, may qualify for discounts at Thompson Hall events and on beverages. All members can attend the annual or any board meeting and can voice or express opinions, but non-voting members cannot vote.

Red/Green Voting card will be given to voting members to vote at annual meeting.

Voting Membership shall be effective for 12 months upon date of payment.

Membership Periods shall be split into 3 periods that are 4 month long. January-April "Spring", May-August "Summer", September- December "Fall". People who join during one of these times shall be a voting effective for one year until the end of their respective time period.

Community or Organization member: \$100 annually as an affiliate organization. They will get recognition as an ally and supporter of deaf community and of Thompson Hall. They will get information such as a newsletter from CTMH about the organization's activities.

ARTICLE VI ELECTIONS

Section 1: Election Committee

The Board of Directors shall make an election committee for Executive Officers' election. The election committee shall canvass the membership for candidates willing to serve and their names shall be posted on a prominent bulletin board no later than two weeks prior to the annual meeting in January. Nominations may be made from the floor preceding the election at the annual meeting. The voting shall be by written ballot, a majority constituting an election. Should a lack of majority prevail, a runoff election, shall be held to reduce the number of nominees to the top two. All three officers as elected shall be installed with active members as witness immediately after the annual meeting.

Section 2: Proxy

Active members who cannot attend an election may vote by proxy by assigning their vote to a member present at that election. The member must provide the name of the member they selected to hold their proxy to the nominations committee at least three days before the election via e-mail or paper signed by the voter. The nominating committee shall make arrangements to count the votes of proxies in a clear and orderly manner.

Section 3: Oath of Office

The oath of office is as follow; "I do hereby pledge myself to abide by the Constitution and Bylaws of the Charles Thompson Memorial Hall and to faithfully perform the duties of my office to the best of my knowledge and ability."

Section 4: Qualifications for Executive Board positions

The qualification of the candidates for the offices in this Association shall be a voting member who has attended the Annual Meeting 1 year prior to elections.

ARTICLE VII AMENDMENTS

Section 1: New Proposed Laws

Members and visitors shall abide by the rules as explicitly stated in the Constitution and Bylaws. New proposed laws passed by the Board of Directors, which have not been adopted into Bylaws, shall be posted within 14 days for members to review and vote the next general meeting. Posting may be email, direct mail, notices on bulletin board and/or on the bar countertop, and handouts.

Section 2: Robert's Rules of Order (RRO)

Prior to approval of amendment, the Due process oversight committee Chairperson must ensure the new amendment(s) conforms with Robert's Rules of Order.

Section 3: House Rules or Guidelines

There may be policies that shall be referred as “House Rules” which contain information regarding the daily operation of the club. Membership dues and compensation for officers and rules of etiquette shall be included in the House Rules as well. The House Rules shall be prominently posted somewhere in the clubhouse and within easy view of members.

Section 4: House Rules Changes

Only the Board of Directors or its Executive Officers may post, amend, or remove wording under the House Rules.

ARTICLE VIII

STANDARDS BOARD

Section 1: Purpose of the Standards Board

A standards board has the responsibility of holding our members accountable for their actions in a way that maintains the standards of Charles Thompson Memorial Hall while redirecting these actions in a positive and educational way.

Section 2: Organization of Standards Board

The Standards Board is composed of 4 non-board members in addition to the Due process oversight committee. Once the board is assembled, remind these members of the importance to act responsibly and remain their neutrality to set a good example for CTMH.

Section 3: Duties of the Due process oversight committee

- Serve as the Standards Board Chairman
- Select 4 non-board members of CTMH to form Standards Board
- Establish a meeting time for the Standards Board when deemed necessary
- Notify members, who must appear before the board, in writing, 7 days in advance
- Serve as the tiebreaker should the vote end in a tie
- Create an environment of unity, accountability, and pride

Section 4: Judicial Roles

The standards board has three roles within the judicial process:

1. Mediation
2. Hearing
3. Educational sanctions

Section 5: Procedures for handling incidents.

Step One: Due process oversight committee receives Incident Report

Step Two: Incident Report is read and discussed at Standards Board meeting and actions are determined from 1 of 3 options as follows:

1. Standards Board chooses to take no action
2. Standards Board chooses to take action without a hearing. (i.e. Mediation)
 - a. Prepares sanctioning letter as deemed necessary
3. Standards Board takes action by holding a hearing
 - a. Person in question is notified in writing or by email the time/date of hearing.

- b. Hearing of Standards Board
- c. Decision is given to person in question by the Standards Board
- d. Standards Board prepares and delivers sanctioning letter

ARTICLE IX

REMOVAL OF AN OFFICER/BOARD MEMBER

(By General membership or by Board of Directors)

An officer/board member may be removed for cause, including failure to perform assigned duties, or for inappropriate public conduct as a member of the Board in unfavorable standing.

(By Board of Directors)

By two-thirds (2/3) vote of the board of directors' present, an officer/board member may be removed.

OR

(By General memberships)

By majority vote of the general membership present, a notice shall be posted within 5 days for members to vote regarding removal of an Officer/Board member at the next members' meeting which shall held not less than 25 days after the posting nor more than 30 days after posting. Posting of notice may be by email, direct mail, bulletin board, bar countertop, and handouts.

The Officer/Board member in question shall have a reasonable opportunity for a due process rebuttal during the next members' meeting before voting commences. Failure to appear for the due process rebuttal will automatically commence voting.

REVISED by Due process oversight committee on 11-09-2020