



BYLAWS

Approved at the TEDPA Business Meeting in November, 1997. Amended during TEDPA Business Meeting: September, 1999; October, 2000; September, 2003; September, 2007; September, 2008; October, 2010; October, 2012; October 2013; October 2014, September 2016, and September 2017.

ARTICLE I – NAME

Section 1

The name of the National Association shall be the Telecommunications Equipment Distribution Program Association (TEDPA), a 501(c)(3) non-profit organization.

ARTICLE II – OFFICE

Section 1

The principle office of TEDPA shall be located at State of Maryland-Telecommunications Access of Maryland/Maryland Accessible Telecommunications Program, 301 West Preston Street, Suite 1008, Baltimore, Maryland 21201. The address of this office may be changed from time-to-time as deemed necessary by the officers of the organization. TEDPA may also have other offices in such places both within and outside Maryland as the officers or business of TEDPA may require.

ARTICLE III – PURPOSE

Section 1

The mission of TEDPA is to convene for the purpose of information exchange and to assist state programs with the administration of specialized telecommunications equipment distribution programs for persons with disabilities. Throughout this document “state” shall be defined to include a state, territory, commonwealth or possession of the United States.

Section 2

The purposes of TEDPA shall be:

- a. To educate its members about state and federal legislative and regulatory issues and to advocate for changes when they seem to be in the interest of improved quality and efficiency of specialized telecommunications equipment and related programs;
- b. To share information about program administration, to share cost-effective ideas and techniques, and to promote ideas about community outreach;
- c. To provide representation to other professional, technical and consumer organizations desiring input;
- d. To actively examine and advance discussion about issues pertaining to specialized telecommunications equipment when appropriate as determined by TEDPA members, prepare items for membership review and submit advisory opinions about those issues; and

- e. To perform other functions that may be deemed appropriate by TEDPA members. The association is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

Section 1

Applications for membership into the Association shall be executed on forms prepared and distributed by TEDPA.

Section 2

Members shall be limited to those individuals, contractors to the administration and their staff who have, or expect to have, direct responsibility for the administration or oversight of specialized telecommunications equipment distribution programs. Vendors of specialized telecommunications equipment, who are not the legislatively-appointed administrator of the program, are not eligible for membership. Membership shall not be denied on the basis of race, color, creed, national origin, sex, age, or disability. All members are eligible to serve on committees if appointed. If a determination is necessary about qualifications for membership and attendance at TEDPA meetings, the Board of Directors of TEDPA shall be responsible for performing the necessary background investigation and decision.

Section 3

Membership dues shall be set annually by the Board of Directors of the Association. Dues shall be assessed per state for TEDPA business and shall accompany the completed application for membership. A dues year shall be defined as July 1 – June 30. Dues shall be payable no later than September 1st each year.

Section 4

Membership shall terminate upon the failure of the state to pay dues within the time periods established by the Board of Directors. Membership may be reinstated upon payment.

ARTICLE V. MEETINGS

Section 1

TEDPA shall hold an annual business meeting at a date, time and place to be determined by the Board of Directors. The purpose of this meeting shall be the transaction of business defined in Article III. Other meetings may be scheduled as deemed necessary by the Board of Directors. During the Business meeting, election of Officers shall be carried out on an annual basis, alternating election of the Vice Chair and Treasurer on even-numbered years and election of the Chair and Secretary on odd-numbered years, to ensure a continuity of business.

Section 2

Meetings shall be conducted pursuant to Robert's Rules of Order and shall provide reasonable accommodation to the known disabilities of individuals planning to attend.

Section 3

A quorum must be present to transact business at the annual meeting. A quorum is defined as a simple majority of the paid member states at the time of the business meeting.

Section 4

Approval for actions taken shall be by a majority vote of those members authorized to vote who are in attendance at the meeting.

Section 5

Authorized members shall have the right to vote. However, only one vote per state represented will be allowed.

ARTICLE VI. OFFICERS

Section 1

The Officers/Directors of the Association shall consist of a Chair, Vice-Chair, Treasurer and Secretary, who are elected on a rotating basis annually; the Chair of the Conference Committee, who is appointed by the elected Board; and the Webmaster, who is appointed by the elected Board. Terms of office begin January 1st.

- a. All officers shall be administrators or their staff from states with established distribution programs. Members may hold only one position at a time during any term of election with the exception that any one of the officers may also serve as Conference Committee Chair.
- b. Officers shall not be represented by more than one individual member from a state membership, with the exception of the Conference Committee Chair, who may hold an officer/director position.
- c. In the event one of the officers vacates a position or becomes ineligible, the remaining officers may appoint a replacement officer until the next election.
- d. The outgoing Chair of the Association shall serve as a resource for newly elected Board members, acting in an Ex-Officio capacity. This allows an outgoing Chair who is experienced in the needs of the Board to work with an incoming Chair to ensure that the mission of TEDPA and its membership are upheld during the transition of Officers.
- e. The terms of Directors shall be staggered. Initial Board members shall serve staggered terms of one and two years. Thereafter, Board members shall serve two-year terms with half of the Directors elected at each annual meeting. Each Director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified. The Vice-Chair and Treasurer shall be on the same term cycle and the Chair and Secretary shall be on the same term cycle. Elections will be held annually, alternately electing the Vice-Chair and Treasurer one year and the Chair and Secretary the next.

Section 2

The Chair shall be the presiding officer of TEDPA and shall have general supervision and direction of TEDPA meetings. The Chair shall set the agenda for place and time of meetings, appoint committees as needed, and perform other duties as are necessary.

Section 3

The Vice-Chair shall perform the duties of the Chair when the Chair is unavailable, or as assigned, and shall succeed the Chair in the event the Chair vacates the office between elections.

Section 4

The Secretary shall be responsible for correspondence and communications concerning TEDPA business, records of business meetings and other duties as assigned by the Chair.

Section 5

The Treasurer shall maintain fiscal records of the Association and shall have authority to write checks up to \$100 without Board approval. Expenditures over \$100 require Board of Directors approval. The Treasurer shall be given authority to perform other duties assigned by the Chair.

Section 6

The Chair of the Conference Committee shall be responsible for overseeing the planning and organization of the annual conference.

Section 7

The Webmaster shall be responsible for overseeing TEDPA's online presence, including maintaining TEDPA's website and Basecamp services, working collaboratively with the website hosting company, participating as a member of the Outreach Committee, and other duties as assigned by the TEDPA Chair.

Section 8

Attending the Annual Business Meeting.

- a. Attendance at the annual business meeting shall be limited to valid state TEDPA members. Each state with multiple representatives shall appoint one person to be responsible for casting the state's vote during the course of any decision item or election.
- b. All individual members in attendance shall have the right to a voice and may participate freely during deliberations at all business meetings.
- c. Vendors of specialized telecommunications equipment, who are not the legislatively appointed administrator of the program, shall not attend the annual business meeting.

ARTICLE VII. GRANTS AND CONTRIBUTIONS

Section 1

The Chair of this Association or any member designated by the Chair may make application to philanthropic organizations, corporations, agencies, groups or persons for grants or contributions of funds or property for carrying out general or specific purposes of TEDPA.

Section 2

No application shall be made to, or contribution received from, any person or agency except after a determination of the Board of Directors that a grant or contribution to the Association would be motivated by the desire to further the purposes of the Association and not to derive personal benefit or privilege to the donor.

ARTICLE VIII. COMMITTEES

Section 1

The Board of Directors shall consist of the Chair, Vice-Chair, Secretary, Treasurer, Chair of the Conference Committee, and Webmaster.

Section 2

A Nominating Committee shall consist of the current Board of Directors and two other members appointed by the Board. They shall make recommendations for officers to be elected at each annual meeting.

Section 3

Special committees may be appointed by the Chair as necessary and serve concurrently with the term of the Chair. Their functions shall be designated by the Chair and the Board of Directors.

ARTICLE IX. FEES

Section 1

The Board reserves the right to charge a nominal fee to cover any costs incurred by the Association on holding the annual conference, annual business meeting or special meetings.

ARTICLE X. CONFERENCE

Section 1

Attendance at the conference shall be limited to:

a. TEDPA Members

1. Person directly responsible for the oversight of specialized telecommunications equipment distribution programs and their staff;
2. Advisory council members;
3. State officials responsible for the management of the specialized telecommunications equipment distribution program administrative unit (e.g., Public Service Commission representatives, supervisors and elected/appointed state officials);
4. No limit on the number of individuals attending from one state; and
5. ALL members in attendance (including the host state) must pay conference registration in order to attend.

b. Speakers

1. TEDPA-invited speakers may attend the full conference regardless of when his/her actual presentation is scheduled. TEDPA may reimburse speakers for all or part of actual transportation costs incurred if budgetary considerations allow.

c. Sponsors

1. Sponsors are companies or individuals providing specialized telecommunications equipment who financially contribute to the cost of the conference by way of a sponsorship fee. This fee is established by the Conference Planning Committee and may change from year-to-year.

2. Sponsors may attend all activities except the business meeting related activities, or as determined by the Board of Directors.

d. Individual Conference Attendees

1. Whether or not a TEDPA state member exists in that state, or if the individual works with a TED program in another nation, if an individual representing a related organization or collaborative industry partner requests to attend the TEDPA Conference, that individual may be allowed to attend the TEDPA conference for a different conference fee.
2. Those organizations and partners allowed under the Individual Conference Fee may be limited by the Executive Board. Examples of such individual attendees are representatives of a state's iCanConnect program, hearing healthcare professionals, or staff of a TED-related supplemental assistance program for the low-income.
3. The different conference fee is established by the TEDPA Board and may vary from year-to-year.
4. Individual Conference attendees may attend and participate in all conference activities except the TEDPA business meeting and any Members Only closed sessions, or as determined by the Board of Directors.

Section 2

a. Conference Timing and Site Selection:

1. The site selection process for the TEDPA annual conference during even-numbered years shall be governed by the State member representatives present at the TEDPA business meeting. The site location during the odd-numbered year shall be casted and selected by the NASRA state members at NASRA's business meeting.
2. The TEDPA conference shall be held in the months of September-October, excluding Labor Day, unless a different month is chosen and announced one year in advance.
3. Conference site states shall rotate between the two established geographical regions (East and West). A state's regional location is determined by a state's location relative to the Mississippi River.
4. A state member must be in attendance at the business meeting or have provided its request in writing prior to the business meeting to make a bid to host the conference. Prior to submitting a bid, the TEDPA state member and NASRA state member should confer to host the conference and provide a written memorandum agreeing to joint-hosting the conference. In the event that no state member from

the region in the rotation bids to host the conference, the members present at the business meeting shall have the power to receive a bid from, or ask, any state to host the conference. In the event no state bid is received at the business meeting, site selection will be done by the TEDPA Board.

ARTICLE XI. AMENDMENTS

Section 1

The Bylaws of this Association may be amended in accordance with the procedure set out below only upon affirmative vote of two-thirds of the paid eligible voting members in attendance at the annual business meeting.

Section 2

A proposal to amend the Bylaws of the Association shall be honored from any member of the Association.

Section 3

Proposed amendments shall be submitted in written form to the Chair and its format shall be as follows:

- a. Name of the person submitting the proposal;
- b. Statement of intent of the proposal;
- c. Statement of the annual meeting where consideration of the amendment is desired;
- d. Indication of the article number and specific item in the Bylaws proposed to be amended; and
- e. Statement of proposed amending language

Section 4

Proposed amendments meeting the above format shall be distributed to all members of TEDPA for consideration no less than thirty (30) days before the annual business meeting.

Section 5

A majority of eligible voting members at the annual meeting may make amendments to a proposal to amend the Bylaws by means of a majority vote on each amending proposal.

Section 6

Amending proposals that are passed and adopted by TEDPA shall take effect upon the adjournment of the annual business meeting where the amendment was considered and adopted, provided an exception to this effect is not otherwise contained in the language of the amending proposal adopted.

ARTICLE XII. RETENTION OF PROPERTY INTEREST

Section 1

All right, title and interest, both legal and equitable, in and to property of this Association, shall remain in the Association.

Section 2

Any property of TEDPA in the possession of trust of a member or employee shall be returned immediately to the Association in the event of his/her death, resignation, suspension, expulsion or departure.

ARTICLE XIII. DISSOLUTION

Section 1

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by General Court of Justice of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.