

**Delaware Association of the Deaf
Bylaws**

May 11, 2019

ARTICLE ONE. Name

§ 1.01 Name.

The name of the organization shall be the Delaware Association of the Deaf Incorporated (Inc.), hereafter referred to as the Association.

§ 1.02 Affiliations.

The Association shall be a cooperating member of the National Association of the Deaf (NAD). The Association shall meet all of its obligations as a Cooperating Member Association including annual payments as set forth by the National Association of the Deaf and sending representatives (4 max per NAD Bylaws) to the National Conference when possible.

§ 1.03 Status.

The Association shall be a not-for-profit organization, incorporated in the State of Delaware.

ARTICLE TWO. Objectives

§ 2.01 General Goals and Objectives.

The objective of the Association shall be to preserve, protect, and promote the civil, human, and linguistic rights of the deaf, hard of hearing, late-deafened, and deaf-blind individuals in Delaware.

Self-advocacy and empowerment will be two ways of achieving the Association's goals.

The acquisition and use of American Sign Language is an essential human right.

The Association practices an environment that is free of audism, racism, sexism, ageism, linguicism and other forms of discrimination.

The Association promotes and protects the mutual interests of all member organizations of the Association, and to provide a social outlet for members and their friends.

§ 2.02 Membership.

The Association shall be open to all deaf, hard of hearing, late-deafened, deaf-blind, or hearing people without discrimination on the basis of race, color, age, creed, sex, religion, ethnic origin, or disability.

ARTICLE THREE. Membership

§ 3.01 Classification.

Membership in the Association shall be vested in the following classifications:

(a) Affiliates

Membership shall be available to all local clubs or associations that serve people in the state of Delaware with a mission or interest in furthering the welfare of deaf, hard of hearing, late-deafened, and deaf-blind people.

Affiliates are allowed to appoint up to two (2) members of their organization to serve on the Board of Directors as their representative. For organizations with less than 100 members, they shall receive the privilege of one voting representative on the Board of Directors. Otherwise, for organizations with 100 or more members, they shall receive the privilege of two voting representatives on the Board of Directors.

(b) Individual Membership

Individual Membership shall be open to anyone eighteen (18) years of age and over. Individual Members in good standing with the Association shall have voting privileges at the State Conference and may serve in any appointed positions or on any committees.

ARTICLE FOUR. Board of Directors

§ 4.01 Board of Directors.

The Board of Directors of the Association shall consist of the following: Immediate Past President, President, Vice President, Secretary, Treasurer, County Representatives and Affiliated Organization Representatives. The President will select a Non-Board Member to serve as the Parliamentarian at all meetings and the state conference.

§ 4.02 Appointed Board Members.

The Board of Directors may select up to two (2) Appointed Board members for special expertise. Consideration shall be given to ensuring diversity balance for the Board as a whole.

§ 4.03 Candidacy Requirements.

The Election Committee shall receive completed candidacy forms, requisite background information, and proof of membership from prospective candidates for Officer Positions within thirty (30) days prior to the biennial state conference to verify candidacy requirements are met.

Names of official candidates shall be posted seven (7) days prior to the start of the conference. If there are no prospects for a particular position, the Election Committee shall receive candidacy documents prior to the start of the state conference.

§ 4.04 Terms of Office.

Officers of the Association shall be elected by a majority of the members present and voting at the State Conference. In case of a tie, the President shall break the tie.

(a) Nominations & Elections

All nominations for President shall be deaf while other positions are open to members (deaf or hearing) who maintain residency in Delaware. Nominations shall be accepted by a member present at the time of nomination. Voting shall be by general consent or by a ballot cast by the Secretary of the Association.

(b) Elected Officers.

The Vice-President, Secretary, Treasurer and County Board members shall be eligible to serve for no more than three (3) consecutive two-year terms.

§ 4.05 Assumption of Office.

Elected Officers shall assume their respective duties immediately after adjournment of the biennial state conference. Appointed Board Members shall start their respective duties no later than sixty (60) days after adjournment. Organizational Affiliate Board Members shall start their respective duties no later than thirty (30) days after the biennial state conference.

§ 4.06 Duties of Office.

The Board of Directors shall have general control of the affairs and policies of the Association between biennial state conferences, during which time they shall consider action on conference recommendations and membership input. The Board shall ensure that objectives are being met. The Board shall undertake actions to ensure the financial health and growth of the Association. The Board shall have the power to fill Board vacancies except for the office of President as they may occur between biennial national conferences, to appropriate money from the operating fund, and to ensure that the current expenditures of the Association shall not at any time exceed the regular income for each fiscal year.

§ 4.07 Duties of the Board of Directors.

(a) **Immediate Past President.**

The Immediate Past President shall confer with the President and provide input to the Board of Directors, the Immediate Past President shall serve on the Board of Directors and be granted voting privileges.

(b) **President.**

The President shall be the chief spokesperson for the Association and shall chair business meetings of the biennial state conference and the Board of Directors. The President, with the approval of the DAD Board, shall appoint the chair of each standing committee, other than the Finance Committee, and shall be an ex officio member of all committees. The President shall be the chair of the Delaware Delegation in any NAD Business Functions.

(c) **Vice President.**

The Vice President shall serve at any time the President is unable to serve, or when the office of the President becomes vacant. The Vice President shall rule on all questions pertaining to the Constitution, Bylaws, and Guidelines, rules and regulations of the Association.

(d) **Secretary.**

The Secretary shall be responsible for the minutes of all Board of Directors meetings and the State Conference, and official documents of the Association.

(e) **Treasurer.**

The Treasurer shall have charge of vested funds of the Association and shall serve as a member of the Finance Committee.

It shall be the duty of the Treasurer to receive all monies belonging to the Association, to submit a financial report to the Association at each Board of Directors meeting, and at the State Conference. He or she shall honor only such orders as have been duly assigned by the President or by approval of the Board of Directors.

(a) The Treasurer shall deposit all funds in his or her care for safekeeping in a bank depository insured by the FDIC and approved by the Board of Directors.

(b) All accounts are to be in the name of the Delaware Association of the Deaf, Inc. and all funds promptly deposited therein.

(c) The Treasurer shall make available the funds books/reports to assist the three (3) auditing people to be done at least annually before reporting to the Internal Revenue Service (IRS) as required by law.

(f) **Affiliated Organizations Board Members.**

Affiliated Organization Board Members shall serve as liaison between the Board of Directors and Local Associations within the state, and work with the Board of Directors as a whole.

(g) **Appointed Board Members.**

A Board Member or two from each county shall provide support and work with the Board of Directors as a whole.

§ 4.9 Resignation.

Resignations must be submitted in writing to the President and the Secretary with a 30 day notice.

§ 4.10 Removal from Office.

Elected and appointed Board members may be removed after due process, for failure to carry out their duties or for unethical incidents by a two-thirds (2/3) closed ballot vote of the Board of Directors present and voting.

§ 4.11 Compensation.

Members of the Board of Directors shall serve without compensation except for costs incurred in discharge of duties shown in Article Seven Section Three § 7.03 titled Compensation.

§ 4.12 Indemnification.

The Association shall indemnify any officer, committee members and board members against expenses actually incurred by such person in connection with the defense of any civil action, suit, or proceeding in which such officer, committee member or board member, in which such a person is made a party by reason of being or having been such officer, board member, or committee member, in which such person is found to be not liable. Such indemnification shall not be deemed exclusive or any other rights to which such officer, board member, or committee member may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE FIVE. Committees.

§ 5.01 Standing Committees.

The standing committees of the Association shall be the Bylaws, Finance, Membership, Programs, Fundraising, Communication, and other positions as voted by the Board of Directors when deemed necessary. Chairs will serve as a liaison to the appropriate officer of the Association and the Board of Directors as a whole.

§ 5.02 Ad Hoc Committees.

The Board of Directors may form Ad Hoc committees, such as an Election Committee, State Conference Committee, or Special Interest Groups (SIG) as needed, with the chair of each to be appointed by the President.

ARTICLE SIX. Meetings.

§ 6.01 Board of Directors Meetings.

The Board of Directors shall conduct quarterly meetings, open to the public. Only the Board of Directors, except for the Parliamentarian, may have the floor and voting privileges. Each county shall host one board meeting per calendar year and follow with a statewide meeting.

§ 6.02 Executive Session Board Meetings.

The Board of Directors shall convene in executive session where circumstances warrant, i.e., when discussing matters of sensitive, personnel, or litigious nature. Such meetings shall be closed to the public.

Any meeting, regular or special, with a majority of the Board of Directors present may be held by video/electronic conference or similar communication equipment so long as all Board of Directors participating in the meeting can communicate with each other. Such conferences shall be open to the public via streaming or other available methods, as long members can ask questions. Refer to RRO (Robert Rules of Order) for more instructions.

§ 6.03 Special Meetings.

- (a) Special meetings may be called upon the request of the President or any three (3) Board of Directors. Notification shall be given to the entire Board of Directors at least (7) days prior to the meeting.

- (b) Any Board of Directors may at any time between Board meetings make a formal motion for Board consideration, discussion and vote via electronic mail.

§ 6.04 Biennial Meetings.

- (a) The Association shall meet on a biennial basis at the State Conference during odd-numbered years.
- (b) In the event no conference host is selected, the Association shall take responsibility of the conference with a Chairperson to be appointed by the President.
- (c) Any affiliated organization may bid to host the biennial meeting by submitting a letter of intention to the President of the Association. The host bidder must show that they have financial capacity, personnel, equipment, and experience to meet all of the terms and conditions of hosting the biennial conference. As required by NAD, a deposit of five hundred dollars (\$500.00) shall be required with the letter. The Association shall return the deposit to organizations that do not receive the winning bid to host the Biennial Conference.
- (c) The Chairperson, appointed by the host organization, shall submit a proposal, including the dates and the site of the State Conference, by the first board meeting after the adjournment of the State Conference.

ARTICLE SEVEN. Finance.

§ 7.01 Bond.

The President, Treasurer, State Conference Chairperson and the Conference Treasurer shall be bonded with an amount to be determined annually by the Board of Directors. The premium is to be paid by the Association.

§ 7.02 Compensation.

No honorarium, fees, compensations, commissions, or recompenses shall be paid by the Treasurer to anyone without the knowledge and approval of two-thirds (2/3) of the Board of Directors' present and voting.

- (a) The Association shall pay direct expenses (reimbursement) for lodging, meals, and per diem for the Executive Board during all board meetings, special meetings, and the State Conference, if funding is available.
- (b) All affiliates shall be responsible for all expenses of their representatives to all board meetings, special meetings and the State Conference.
- (c) The Association may pay up to (4) delegates from the Board of Directors for registration to the National Association of the Deaf Conference or any NAD business functions under the travel discretion of the Board of Directors, if funding is available. Priority shall be given to the President and one Executive Board member.
- (d) The Association shall also pay for any registration associated with NAD Programs.

§ 7.03 Fiscal Year.

The Fiscal Year of the Association shall be from January 1 to December 31.

§ 7.04 Membership Dues.

All membership dues shall be paid to the Association on an annual basis.

- (a) Membership dues are to be determined by the Board of Directors.

ARTICLE EIGHT. Parliamentary Authority .

§ 8.01 Robert's Rules of Order.

Unless otherwise provided for in these bylaws, the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Association

ARTICLE NINE. Amendments .

§ 9.01 Proposed Amendments.

These bylaws may be amended by a two thirds (2/3) vote of the members present and voting at the biennial State Conference, provided that amendments are submitted to the Bylaws Committee sixty (60) days prior to the conference, that copies are distributed to the members at least thirty (30) days prior to the conference, and that amendments are read during the conference.

Any amendments or motions passed at the State Conference shall become effective immediately, unless specified otherwise. NAD related and approved motions shall be delivered by the Delaware Delegation for submission to the NAD.

§ 9.02 Suspensions.

Any provision in the Bylaws may, in unforeseen and urgent or extenuating circumstances, be suspended at the State Conference by two-thirds (2/3) vote of the members present and voting.

ARTICLE TEN Dissolution .

§ 10.01 Dissolution of Assets.

Upon the dissolution of this Association, all of its assets remaining after payment of all expenses of such dissolution shall be distributed to affiliated organizations of the Deaf within the State of Delaware. Affiliated organizations shall be qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or incorporated in the State as a charitable organization. The Board of Directors or members of the Association shall not receive any assets for any purpose.