

# **Indiana Association of the Deaf**

## **Bylaws: 2021 Version**

### **ARTICLE I: NAME**

The organization's name shall be the Indiana Association of the Deaf, Incorporated. It shall be referred to herein as the Association.

### **ARTICLE II: VISION AND MISSION**

#### **Our Vision Statement**

The vision of the Association is that the multilingual, multicultural, and heritage of Deaf Hoosiers will be acknowledged and respected in the pursuit of life, liberty, and equality.

#### **Our Mission Statement**

The mission of the Association is to preserve, protect, and promote the civil, human, and American Sign Language (ASL) linguistic rights of Deaf people in Indiana.

### **ARTICLE III: PURPOSE**

The Association is organized and operated as a not-for-profit organization to promote access to education, employment and social justice/equality and to safeguard the legal rights of Deaf people. Individual membership in the Association shall be open to all Deaf, hard of hearing, late deafened, DeafBlind, or hearing individuals, without discrimination on the basis of race, color, religion, sex, ethnic origin, disability, sexual orientation, or gender identity.

### **ARTICLE IV: MEMBERSHIP**

**Section 1:** Active membership shall be open to any adult living in Indiana and may become an active member upon signing up for the Indy Deaf News subscription and providing a proof of Indiana address. Active members may vote and hold office.

**Section 2:** Associate membership shall be open to any adult living outside Indiana and may become an associate member upon signing up for the Indy Deaf News subscription. Associate members may not vote or hold office.

**Section 3:** Affiliate membership shall be open to any agency, organization, business or any civic group in or outside of Indiana. Affiliate members may not vote or hold office.

## **ARTICLE V: AFFILIATION**

The Association shall be an affiliate of the National Association of the Deaf wherein the Association's rules, regulations, mission and objectives are consistent with those of the NAD.

## **ARTICLE VI: TERMS OF OFFICE**

**Section 1:** The Board of Directors of the Association shall consist of nine (9) voting members who have good standing in NAD membership. The Board shall consist of four (4) officers: President, Vice President, Secretary, and Treasurer and the remaining five (5) members shall be Directors at Large. At least two of the Directors at Large shall be appointed by the president. to address the multicultural, fiscal, or specific expertise. Their selection must have the unanimous approval of the Board. All of the officers shall be Deaf and three-fourths (3/4) of the Directors at Large shall be Deaf.

**Section 2:** The Officers and Directors at Large of the Association shall be elected by ballot vote at the biennial conference and shall assume their respective duties immediately after adjournment of the biennial conference.

**Section 3:** The Board of Directors shall serve a two-year term.

**Section 4:** Any Board of Directors who wishes to resign shall submit his/her resignation in writing (e-mail or handwriting) to the President.

**Section 5:** Active members shall be selected by the Board of Directors to fill any vacancies of the departing board of director and to serve out the term.

**Section 6:** The officers and/or directors at large may be removed from office for indiscretions and/or disservices with written evidence deemed by the Board of Directors with a two-thirds (2/3) vote of the remaining Board of Directors.

**Section 7:** The Board of Directors may be elected if they have been active members of the Association for two (2) years.

**Section 8:** Any member of the Board of Directors who is absent from two (2) meetings of the Board of Directors per term without a valid and excused reason shall be subject to removal from the Board by a majority vote of the Board of Directors with written evidence of the absence dates.

**Section 9:** The outgoing treasurer shall complete duties as a Transition Treasurer, ninety (90) days after the adjournment of the IAD conference or until the next meeting of the Board of Directors, whichever is later. Prior to turning the books over, with the Association’s funds and securities, the outgoing treasurer shall train the incoming treasurer.

**Section 10:** Past Presidents of the Association shall be given the honorary title of president Emeritus. The Immediate Past President who has completed a term shall serve on the Board of Directors in a nonvoting capacity and shall advise the current President for one term.

**ARTICLE VII: DUTIES OF BOARD OF DIRECTORS:**

**Section 1:** The Board of Directors shall meet at least four (4) times a year. The President or at least three (3) members of the Board of Directors may call a special meeting within 48 hours' notice.

**Section 2:** The Board of Directors shall be empowered to employ or terminate a salaried Executive Director as the chief executive officers of the Association who shall participate in all Association meetings but may not vote. The Board of Directors shall determine the qualifications, duties and salary of the Executive Director.

**Section 3:** Members of the Board of Directors shall be assigned to at least one (1) committee and may from time to time perform other such duties as prescribed by the parliamentary authority adopted by the Association.

**Section 4:** The Board of Directors shall serve without compensation except for established expense reimbursement for the cost incurred in performance of duties.

**Section 5:** The Board of Directors shall be allowed to make motions and vote via electronic mail and virtual meetings.

**Section 6:** There shall be three (3) types of meetings: biennial, regular and special.

1. Biennial meeting is defined under Article XIII- Conference.
2. Regular meetings of the Board of Directors may be determined by the President with the consent of the Board to be held at such locations and dates that are convenient for the members of the Association and the Board. Notice of the location and date of all regular or virtual meetings shall be distributed to the general membership no less than thirty (30) days prior to the meeting date. The general membership can attend, observe and make comments. A majority of the Board must be present to constitute a quorum.
3. Special meetings may be called at the request of any of the following: President, any four (4) members of the Board or fifty (50) members in good standing or ten percent (10%) of the entire regular active membership in good standing whichever is smaller. The date and location of the special meeting shall be given one week prior thereto by

written notice delivered by mail or e-mail to all members at the respective members addresses as shown on the records of the organization. The general nature of the business to be transacted at the special meeting should be specified in the notice.

**Section 8:** The Board of Directors shall manage the affairs of the Association and will have the following responsibilities:

1. To determine and monitor the Association's administrative policies and operating guidelines.
2. To carry out all recommendations arising out of the forum and approved by the membership.
3. To conduct other Association business including planning of at least four (4) meetings a year.
4. To notify the President or Secretary of ability or inability to attend the meeting no less than forty-eight (48) hours prior to all meetings of the Association and to provide the reason for any needed absence. Emergencies are excepted.
5. At any time, the officers of the Board of Directors are to abstain from voting due to any conflict of interest.
6. In between meetings, whenever it deems necessary, to vote in person and/or any technological means deemed appropriate by the Board.
7. The Board of Directors will seek opportunities of collaboration with a variety of diversity organizations.
8. The tasks/duties shall be shared equally and collectively.

## **ARTICLE VIII: DUTIES OF OFFICERS**

**Section 1:** The President shall be the chief spokesperson for the Association and shall chair business meetings of the biennial conference and the regular and special meetings of the Board of Directors. The President shall appoint a chairperson (any Association member is eligible to be a chairperson), with approval by majority vote from the board, for each committee. The President shall enforce order and observance of the Articles of Incorporation and the By-laws, countersign all checks issued by the Treasurer and perform other such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

**Section 2:** The Vice President shall assist with the coordination of all committee meetings and reports and perform any other duties as assigned by the President. In the absence of the President, the Vice President shall perform the duties of the President and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

**Section 3:** The Secretary shall issue a notice of all meetings for which a notice is required, record minutes of the biennial conference and board of director meetings, keep the minutes of committee meetings, have general charge of the membership list and organization records, file reports to the state and federal government as required and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

**Section 4:** The Treasurer shall secure a fidelity bond immediately, be the fiscal and disbursing agent of the Association, have custody of all monies and assets of the Association, keep adequate and correct accounts of its financial affairs readily available at the biennial conference and all Board of Director meetings, ensure that all reports are to be audited by the Finance Committee every three months, a month prior to any Board of Director meeting or Biennial Conference, deposit the funds of the Association to the credit of the “Indiana Association of the Deaf, Inc.” in such depositories as the Board of Directors may designate from time to time, file reports to the state and federal government as required and perform such other duties as prescribed by the parliamentary authority adopted by the Association.

**ARTICLE IX: NOMINATION AND ELECTION OF BOARD OF DIRECTORS**

**Section 1:** Three (3) months before each biennial conference, the election committee shall prepare for and conduct the nominating and election process. Members of the election committee shall not be eligible to run for any elected office or position on the Board.

**Section 2:** Active members (as defined in **Article IV, Section 1**) in compliance with **Article VI, Section 7**, desiring to be a candidate for any Board position at a conference may announce his/her intention in the official publication of the Association preceding the conference.

**Section 3:** The election committee shall post in the Association's official publication an announcement of the upcoming elections for all elected Board offices and positions.

**Section 4:** The election committee shall make public the list of candidates for elected Board offices and positions at the General Meeting of the biennial IAD Conference.

**Section 5:** Nominations may be made from the conference floor during any of the open nominating periods of the General Meeting at the biennial IAD Conference, all other rules notwithstanding.

**Section 6:** The election committee shall determine which attendees are members eligible to vote during the General Meeting of the biennial IAD Conference and shall also ensure that all candidates are qualified.

**Section 7:** The election committee shall collect and count all votes from voting members. Upon completion of the vote count, the election committee shall declare the candidate with a plurality of the vote and thereby certify the results.

**Section 8:** All officers shall be required to take the following pledge: "I do solemnly promise on my honor to faithfully carry out the duties of my office to the best of my ability and knowledge".

**Section 9:** The new Board of Directors are to sign the Code of Ethics and Due Process forms. They are also required to take diversity sensitive training (including all forms of -ism) to better serve diverse Hoosiers.

## **ARTICLE X: DELEGATES**

**Section 1:** There shall be at least two (2) delegates representing the Association at the NAD Regional/Leadership and Biennial Conferences. The two delegates shall include the President and Vice President. The Association shall be responsible for the transportation from home to the conference, lodging and conference registration fees of these two (2) delegates to the NAD Conferences, only if employer coverage not available. The per diem rate will be based on state of employment's per diem standards.

**Section 2:** Any additional delegates allowed by NAD shall be appointed by the IAD Board and shall be chosen preferably in accordance with the following priority: officers of the Board, Board at Large and members of the Association. The Association may appoint said additional delegates based on profit by the IADemy program or delegates' ability to cover their own expenses.

**Section 3:** Substitution of delegates shall be permitted in the event a previously designated delegate is unable for any reason to represent the Association at a NAD Conference.

**Section 4:** All appointed delegates shall be members in good standing of both the Association and the NAD.

**Section 5:** The appointed delegates will fully participate and vote at the NAD Conferences.

**ARTICLE XI: COMMITTEES**

**Section 1:** Standing committees of the Association shall consist of the following; Finance, Fundraising, Legislative Affairs, Public Relations/Marketing/Social Media, By- laws, Youth, Programs, and the Biennial Conference. The President may appoint ad-hoc committees for specific purposes.

**Section 2:** The Finance committee shall be responsible for presenting the annual budget of the Association and for the audit of the Association's finances. The committee has two (2) main functions: to manage the Association's finances and to make recommendations to the



Board for the investment of finances and/or other financial transactions for the Association.

1. The Board will select no less than two (2) Board members who will, with the Association Treasurer, constitute the Finance Committee.
2. Three (3) auditors shall be nominated and elected to the Finance Committee.
3. Committee members will serve a two (2)-year term, beginning at the conclusion of the Association Biennial Conference.

**Section 3:** The Board will review its list of members for viable candidates to fulfill the duties of auditors. Auditors should have appropriate experience, background, or other credentials to assist the Finance Committee in exercising fiscally responsible decision making on behalf of the Association.

## **ARTICLE XII: FUNDS OF THE INDIANA ASSOCIATION OF THE DEAF**

**Section 1:** There shall be at least eight (8) funds with a purpose for each:

1. General Fund – provides the funds necessary to pay for administrative and operating expenses approved on the operating budget and/or by the Board.
2. Award Fund – provides the funds necessary to pay for the specified awards. This fund may have separate sub accounts for each award.
3. Social Justice – provides funds necessary to pay for the expenses relating to the Association’s Social Justice projects
4. Deaf/Blind Fund – provides the funds necessary to pay for the expenses relating to Deaf/Blind projects.
5. IAD Conference Fund – provides the funds necessary to pay for the expenses of each IAD biennial conference.
6. IAD Youth Fund – Provides the funds necessary to pay for the donations and/or other expenses of the IAD Youth Program as approved by the members and/or Board.
7. IADemy Program Fund – provides the funds necessary to pay for the expenses of each program including but not limited to:

ASL, Community Education, D.E.A.F Network, and IDN 500. Subaccounts may be created for these and any other programs that may be created.

8. Legal Fund – provides the funds necessary to pay for the legal services and/or some legislative activities as allowed by IRS and approved by the members and/or the Board.

One or more new funds can be set up with a purpose for each fund whenever the members and/or Board find it necessary.

**Section 2:** The net proceeds from each biennial conference, if any, shall be divided in order as follows:

- 1) The net proceeds, if any, shall remain in the IAD Conference Fund with a maximum balance of \$2,000.
- 2) The remaining net proceeds, if any, shall be transferred to IAD's General Fund.

### **ARTICLE XIII: BIENNIAL IAD CONFERENCE**

**Section 1:** The Association shall have a biennial conference in each odd-numbered year. The Association shall review reports, elect officers and transact such other business as may come before it.

**Section 2:** The quorum shall be a majority of active members present at the conference.

**Section 3:** The date of each conference shall be decided by the Board of Directors and shall be announced at least six (6) months in advance. The Board of Directors shall be empowered to make site and or date changes if circumstances warrant.

**Section 4:** Any affiliate member may submit a bid to become host of the next biennial conference prior to or at the conference. In absence of a bid, the Board of Directors shall take appropriate action to plan for the Conference.

### **ARTICLE XIV: INDIANA ASSOCIATION OF THE DEAF AWARDS**

**Section 1:** The Association shall present four (4) awards at the Biennial Conference:

1. IAD Meritorious Service Award: Given to an individual who has provided meritorious service to the Deaf in Indiana.
2. Richard Kennedy Award: Given to an individual who has resided in Indiana for more than ten (10) years who exemplifies good citizenship traits and who has served the Deaf Community well.
3. Hall of Fame Award: Given to an individual(s) who contributed brilliantly to the Hoosier State over a number of years.
4. Special Awards: Given to individuals for special occasions and for special purposes when deemed merited.

## **ARTICLE XV: PARLIAMENTARY AUTHORITY**

Unless otherwise provided for in these by-laws, Robert Rules of Order, current edition is the parliamentary authority of the Association and the laws of the State of Indiana pertinent to non-profit organizations.

## **ARTICLE XVI: AMENDMENTS**

**Section 1:** These by-laws may be amended by a two-thirds (2/3) vote of the active members present at the biennial conference, provided that amendments are submitted to the by-laws committee two (2) months prior to the conference. The secretary shall send copies of the proposed amendments or changes to all active members one (1) month prior to the conference.

**Section 2:** Amendments or new laws in writing may be proposed from the floor of the Biennial Conference up to the time the committee's report is acted upon and not thereafter, except by unanimous consent. Motions to suspend temporarily any portion of the bylaws, except for the provisions of this Article may be at any time during the conference, and such motions must be affirmed by three-fourths (3/4) of the vote cast.

## **ARTICLE XVII: DISSOLUTION**

In the event of dissolution of the Association, its assets shall be divided equally between Archibald Memorial Home, Inc. and the Indiana School for the Deaf.