

**Yellow highlight = ADDITIONAL**

## **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.

\*: We use the word "Deaf" as an inclusive term for all Deaf, hard of hearing, DeafBlind, DeafDisabled, and late-deafened individuals.

## **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~~ **paying membership dues** 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~~ **paying associate membership dues**. 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 **paying affiliate membership dues**. 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 Members at Large. At least two of the Members at Large shall be appointed by the ~~president~~ **Board of Directors** 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 Board of Directors shall be Deaf. **The Board of**

Directors shall consist of 11 members (including two (2) appointed Board members).

**Section 2:** The Officers and Board of Directors of the Association shall be elected by ballot vote at the biennial conference and shall assume their respective duties ~~immediately~~ 60 days after adjournment of the biennial conference. The transition period between previous officers and current officers will be 60 days.

**Section 3:** The Board of Directors shall serve ~~a two-year term~~ four-year term staggered. The President, Secretary, 3 Members at large will be voted during the conference. Vice President, Treasurer, and 2 Members at large will be voted during the next conference. All officers shall serve a four-year term. The Board of Directors will appoint one (1) Board of Director per staggering term.

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

**Section 5:** Active members shall be selected by the Board of Directors to fill any vacancies of the departing board of directors and to serve out the term within 60 calendar days.

**Section 6:** An individual board member may be removed after a due process hearing for conflict of interest, failure to carry out their duties, or unethical/unlawful indiscretions with written evidence deemed by the Board of Directors with a two-thirds (2/3) vote of the remaining Board of Directors or fifty (50) members in good standing or ten percent (10%) of the entire regular active membership in good standing whichever is smaller.

**Section 7:** The Board of Directors may be elected if they have been active members of the Association or NAD 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)~~ **sixty (60)** 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 **outgoing** 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, **per approval of the Board of Directors**.

## **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 **or fifty (50) members in good standing or ten percent (10%) of the entire regular active membership in good standing whichever is smaller** 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, **and** 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

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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, including but not limited to mileage.

**Section 5:** The Board of Directors shall be allowed to make motions and vote via electronic ~~mail and virtual~~ meetings. The Board may conduct meetings through telephone conference calls, video-conferencing, or by other similar electronically-mediated methods in which all Board members participating in the meeting may simultaneously see and be seen by all of the other Board members participating in the meeting. Any decisions made through telecommunications or any electronically mediated methods, shall be ratified by the Board of Directors at the next meeting and posted within 48 hours for the members to see.

**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

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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. **Failure to perform the duties will result in a disciplinary action.**

\*-Board members shall disclose any and all potential conflicts of interest at the earliest convenience and shall recuse oneself from decision making action on issues that may be affected by the conflict. In connection with any actual or possible conflict of interest, an interested member must disclose the existence of the financial or personal interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction of arrangement. After such disclosure the person with the potential conflict of interest will be asked to leave the room while the remaining directors discuss and vote upon whether an actual conflict of interest

exists. Spouses, significant others, family members or co-habitants shall not both serve as officers on the same board.

## 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

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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 all meetings if virtual**, 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 **for all Board members**, 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

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prescribed by the parliamentary authority adopted by the Association.

The Treasurer may only make payments when the motions were passed and the minutes are accepted.

## **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. Anyone who resigns during their term cannot be nominated for election at the next conference.

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**Section 7:** The election committee shall collect and count all written and electronic 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 within 60 days. Members who serves on any committee are required to sign the Code of Ethics, Due Process forms and online diversity sensitive training. Failure to complete the required forms and training in a timely manner will result in a disciplinary action.

## **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.~~ There shall be at least two (2) delegates to a maximum of six (6) delegations representing the Association at the NAD Regional/Leadership and Biennial Conferences, depending on the finances of IAD and NAD’s guidelines on delegation based on the current membership. 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 **or government disability grant based** is not available. The per diem rate will be based on the 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 additional delegates based

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on profit by the ~~IADemy program~~ **IAD ASL 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. They must write a report of what they learned and shared with the IAD members within two weeks may it be video or written based.

## **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. These auditors will be reviewed by the Board by referring to the organization's membership. Auditors should have the appropriate

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background, experience, or other credentials to assist the Finance Committee with the capability of fiscal decision making in a responsible manner on the behalf of the Association.

4. 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.

#### ***Section 4: Fundraising***

The Fundraising Committee shall explore and utilize ways to garner additional provisions and income to support all programs of this organization and shall report such income to the Treasurer.

#### ***Section 5: Legislative Affairs***

The Legislation Committee shall report directly to the Executive Board and read the titles of all bills introduced in the state legislature. If, after close examination, there are found bills which might reflect severely on the welfare of the Deaf, the Executive Board shall be notified immediately, so proper action may be taken.

## ***Section 6: Public Relations***

The Public Relations Committee shall report directly to the Secretary and prepare, publish, and make available to the public and to members of the Association brochures, leaflets and other literature containing information of public interest concerning the purpose, activities and achievements of our association and the Deaf in general.

## ***Section 7: Bylaws***

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The Bylaws Committee shall be responsible for reviewing all proposed amendments to the Bylaws and recommending such amendments to the Board of Directors for review prior to vote by the general membership.

## ***Section 8: Youth Programs***

### ***The Youth Programs Committee***

## ***Section 9: Biennial conference***

The Biennial conference committee shall inform the Board of Directors the name of the Conference chairperson at least eighteen (18) months prior to the next conference. Subject to the approval of the Board of Directors, the committee shall have the power to make all arrangements except for the official program, which shall be prepared by the President (with the approval of the Board of Directors).

# **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. ~~DeafBlind~~ Accessibility Fund – Provides the funds necessary to pay for the expenses relating to accessibility needs ~~relating to DeafBlind projects.~~

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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~~ Educational 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 the 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 and the conference chairperson to be announced at least twelve (12) months

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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.

**Section 5:** The President shall appoint one member to act as a parliamentarian during the IAD Conference with approval by the Board. This person shall be given 30 days to become familiar with the Bylaws.

**Section 7:** The accommodations specific to board member or general member's needs will be provided for on-site or virtual conference, by a written request on a reasonable time frame.

## **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** 14

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 submit 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~~ any active Deaf Organizations with verified 501 c3 status following the spirit of IAD mission.