



BYLAWS

Florida Association of the Deaf

*As passed at the
2009 Biennial FAD Conference
West Palm Beach, Florida
May 14-17, 2009*

ARTICLE ONE. Name

§ 1.01 Name.

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

ARTICLE TWO. Objective

§ 2.01 Objective.

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 Florida.

§ 2.02 Status.

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

§ 2.03 Relationship.

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 to the National Conference the maximum number of representatives to which it is entitled under the current bylaws of the NAD if funding is available.

§ 2.04 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, creed, sex, religion, ethnic origin, or disability. The Association shall also offer other categories of membership.

ARTICLE THREE. Membership

§ 3.01 Classification.

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

(a) **Affiliated Organizations**

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

Affiliated Organizations 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, for organizations with 100 or more members they shall receive the privilege of two voting representatives on the Board of Directors.

All Affiliated Organizations shall be in good standing with the Association and pay annual membership dues as set forth by the Board of Directors in the Membership Manual.

(b) **Non-Profit Affiliates**

Membership shall be available to bona fide state and local non-profit entities with a mission or interest in furthering the welfare of deaf, hard of hearing, late-deafened, and deaf-blind people. The privilege of one non-voting representative on the Board of Directors.

(c) **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.

Individual Membership programs may be created by the Board of Directors when deemed necessary

ARTICLE FOUR. Board of Directors

§ 4.01 Board of Directors.

The Board of Directors of the Association shall be comprised of the following: Immediate Past President, President, Vice President, Secretary, Treasurer, and Affiliated Organization Representatives. In addition, the Board shall appoint up to two (2) Appointed Board Members to serve as Member(s) at Large. 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 no later than 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.

Nominations for office shall be accepted of any person who is deaf, hard of hearing, late-deafened, and deaf-blind, has been an Active member for one full year immediately preceding the election, and must be a full time Florida resident. Such nominee shall be permitted to make payments to the Association for not more than one year's delinquent dues in order to qualify for the nomination.

In the event there is only one candidate nominated for office, voting shall be by general consent or by a ballot cast by the Secretary of the Association.

(a) **Elected Officers.**

The President shall be eligible to serve for no more than two (2) consecutive two-year terms.

The Vice-President, Secretary, and Treasurer 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 Meetings.

The Board of Directors shall meet at least four (4) times a year in different regions of Florida, or upon the request of the President or at least three (3) Board Members when financial ability to do so is available.

§ 4.07 Duties of Office.

The Board of Directors shall have general control of the affairs of the Association between biennial state conferences, during which time they shall consider action on conference recommendations and membership input. 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.

§ 4.08 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 FAD 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 Florida 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.
- (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.

The Treasurer shall submit a budget for the forthcoming year to the Board of Directors annually, at the meeting immediately prior to the beginning of the next fiscal year for approval.
- (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.**
Appointed Board Members shall provide support to and work with the Board of Directors as a whole.

§ 4.9 Executive Session.

The Board of Directors shall convene in executive session where circumstances warrant, i.e., when discussing matters of sensitive, personnel, or litigious nature.

§ 4.10 Resignation.

Resignations must be submitted in writing to the President or the Secretary.

§ 4.11 Removal from Office.

Elected and appointed Board members may be removed after due process hearing 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.

§ 4.12 Compensation.

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

§ 4.13 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, Endowment Fund, Membership, Programs, Communication, and other positions as voted by the Board of Directors when deemed necessary. Chairs will serve as a liaison to the Vice President of the Association and the Board of Directors as a whole.

Representatives of FAD to Statewide organizations.

Florida Coordinating Council For the Deaf and Hard of Hearing (FCCDHH) , Telecommunications Accessibility Systems Act (TASA), representatives will receive one vote per statewide organization.

§ 5.02 Ad Hoc and Special Committees.

The Board of Directors may form an Ad Hoc or Special committee, which may include Election Committee, State Conference Committee, Housing Project, History & Archives, 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 Director Meetings.

The Board of Directors shall meet quarterly, open to the public. Only the Board of Directors, except for the Parliamentarian, may have the floor and voting privileges.

§ 6.02 Executive 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.

§ 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 meeting, regular or special, with a majority of the Board of Directors present may be held by electronic conference or similar communication equipment so long as all Board of Directors participating in the meeting can communicate with each other.
- (c) 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. 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.

- (d) 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 Fiscal Management and Responsibility.

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 instruction 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. A checking account shall be maintained with a minimum balance of five hundred dollars (\$500.00) and all other funds shall be deposited in interest bearing accounts.
- (b) All accounts are to be in the name of the Florida Association of the Deaf, Inc. and all funds promptly deposited therein.
- (c) All checks shall have two (2) signatures, signed by the President and the Treasurer.

§ 7.02 Bond.

The Treasurer and President shall be bonded in a minimum of five thousand dollars (\$5,000), premium to be paid by the Association. The State Conference Chairperson and the Conference Treasurer shall be bonded in an amount to be determined by the Board of Directors, premium to be paid by the Association.

§ 7.03 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 shall pay up to one (1) delegate from the Executive Board and the President for the registration and travel expenses to the National

Association of the Deaf Conference or any N.A.D. business functions under the travel discretion of the Board of Directors, if funding is available.

- (d) The Association may pay up to (4) delegates from the Board of Directors for registration to the National Association of the Deaf Conference under the travel discretion of the Board of Directors, if funding is available.
- (e) The Association shall also pay for any registration associated with the NAD Miss Deaf America Ambassadorship Program at the biennial NAD Conference.

§ 7.04 Fiscal Year.

The Fiscal Year of the Association shall be from July 1st to June 30th.

§ 7.05 Membership Dues.

All membership dues shall be paid to the Association on an annual basis based on receipt, except for Affiliation Dues.

- (a) Membership dues are to be determined by the Board of Directors at the first board meeting after the adjournment of the State Conference. Said Membership dues will thereafter be effective in the Membership Manual at the discretion of the Board of Directors.
- (b) Affiliated Organizations dues are to be determined by the Board of Directors at the first board meeting after the adjournment of the State Conference. Said Affiliate Organizations dues will thereafter be effective in the Affiliate Organizations Manual at the discretion of the Board of Directors.

ARTICLE EIGHT. Florida Association of the Deaf Endowment Fund .

§ 8.01 Endowment Fund.

The Association shall maintain an Endowment Fund for the purposes of establishing a reasonable reserve fund to be used in event of serious situations, ongoing operating expenses and the demands of state-wide advocacy for the best interest of the Association and / or the deaf and hard of hearing community. The Endowment Fund shall consist of investments, securities, receivables, and cash collectively brought together for the purpose of the Fund. The Fund shall bear no other name, title, or purpose other than specified. Any withdrawal or modification of the Endowment Fund requires the 2/3 vote of the Board of Directors.

§ 8.02 Jurisdiction.

The Endowment Fund shall be under the jurisdiction of the Board of Directors of the Association.

- (a) A committee of three (3) members in good standing, appointed by the President, shall maintain and control the activities of the Fund within the Association. A member shall serve as the Chairperson of the Endowment Fund Committee.
- (b) Each member shall serve a term of three years. Each member's terms shall be staggered.
- (c) Any member of the Board of Directors shall not serve on the Endowment Fund Committee, nor have any possession of the funds.
- (e) Any member of the Board of Directors shall not sign or authorize any transactions without the full written approval of the Board of Directors present.

§ 8.03 Duties.

The Endowment Fund Committee shall meet at least two (2) times a year to review the financial status and transition of the Fund.

- (a) The Chairperson shall present the Endowment Fund Report to the Board of Directors at each Board of Directors meeting and at the State Conference.
- (b) The Endowment Fund shall be audited on an annual basis prior to the next State Conference by members appointed by the President. Members of the Board of Directors and Endowment Fund Committee are prohibited from participating in the audit process.

§ 8.04 Disbursement.

The interest amount from the Fund shall be disbursed by the guidance of the Board of Directors for the establishment and operating expenses of the Florida Association of the Deaf home office and for advocacy purposes. Cash disbursements shall be submitted in writing and approved by the majority vote of the Board of Directors.

ARTICLE NINE. Parliamentary Authority .

§ 9.01 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 TEN. Amendments .

§ 10.01 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. Approved motions related to the National Association of the Deaf, Inc. (NAD) shall be submitted to the Florida Delegation for its submission at the National Conference.

§ 10.02 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 Eleven. Dissolution .

§ 11.01 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 Florida. 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.