

The Bylaws of the Virginia Association of the Deaf, Inc.

ARTICLE 1 – OFFICES

1.1. **PRINCIPAL OFFICE.** The principal office of the Corporation in the Commonwealth of Virginia shall be located in the city/county where the registered agent resides. The Corporation may have such other offices, either within or without the Commonwealth of Virginia, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE 2 – MEETINGS

2.1. VAD shall hold annual membership meetings at such time and place as shall be determined by the Board or through a motion passed at an annual membership meeting.

2.1.a. During odd-numbered years, the annual membership meeting shall last at least two days, and shall be for the purpose of electing officers, receiving reports from officers and committees, and for any other business that may arise.

2.1.b. During even-numbered years, the annual membership meeting shall last at least one day, and shall be for the purpose of receiving reports from officers and committees, and for any other business that may arise.

2.2. Special meetings may be called by the President or by the Board, or shall be called upon the written request of at least twenty active members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least one week's notice shall be given.

2.3. Notice of Meeting. The President shall issue an official call to the annual membership meeting at least three months in advance.

2.4. Voting List. There shall be a complete list of active members, arranged in alphabetical order, at the annual membership meeting, available to any member for inspection.

2.5. Quorum. Twenty active members shall constitute a quorum at any membership meeting.

ARTICLE 3 – OFFICERS

3.1. Officers. The officers of VAD shall be a President, a Vice President, a Secretary, and a Treasurer.

3.2. Qualifications. All officers shall have been VAD members for at least one year before the election.

3.3. Nomination. Prior to the annual membership meeting during odd-numbered years, a nominating committee of three members shall be appointed by the Board. It shall be the duty of this committee to nominate candidates for the offices of President, Vice President, Secretary, and Treasurer to be filled during the annual membership meeting. The nominating committee shall report at the annual membership meeting. Before the election at the annual membership meeting, additional nominations from the floor shall be permitted.

3.4. Election & Term. The President, Vice President, Secretary, and Treasurer shall be elected by ballot to serve two-year terms. Their terms of office shall begin at the close of the annual membership meeting during odd-numbered years at which they are elected, and continue until the close of the next annual membership meeting during odd-numbered years. If there is only one candidate, the Secretary shall cast a vote for the candidate.

3.5. Chapter Representatives. Each Chapter shall elect a representative to serve on the VAD Board for two years. Their terms of office shall begin at the close of the annual membership meeting during odd-numbered years, and continue until the close of the next annual membership meeting during odd-numbered years.

3.6. Vacancy. A vacancy in any office shall be filled by a majority vote of the Board of Directors.

3.7. Holding Office. No member shall hold more than one office at a time.

ARTICLE 4 – BOARD OF DIRECTORS

4.1. Board. The Board of Directors shall consist of the President, the Vice President, the Secretary, and the Treasurer. In addition, each Chapter shall have a Director on the Board. The Board may appoint two members-at-large to serve on the Board as Directors. All Directors shall have the same power and privileges.

4.2. Qualifications. All Directors shall be VAD members.

4.3. General Powers. The Board of Directors shall be responsible for the management and conduct of VAD business between annual membership meetings.

4.4. Power Limitations. The Board shall not have the power to amend the Article of Incorporation and the Bylaws.

4.5. Board Meetings. The Board of Directors shall meet at least four times a year. There shall be at least a month's notice.

4.6. Special Meeting. Special meetings may be called by the President or two Directors if a quorum can be obtained at the meeting. There shall be at least a week's notice. The purpose of the special meeting shall be stated in the notice.

4.7. Quorum. A majority of the Board shall be the quorum for the transaction of the business at any meeting.

4.8. Manner of Acting. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board.

4.9. Removal. Any director may be removed from his/her office for misconduct or dereliction of duty in office by a two-thirds vote of the full Board. The said director shall return VAD's property within 30 days after his/her removal.

4.10. Indemnification of Directors and Officers. The Corporation shall indemnify to the fullest extent permitted by the Virginia Nonstock Corporation Act, as such Act exists now or may hereafter be amended, its directors and officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

4.11. Limitation of Liability of Directors and Officers. The liability of any officer or Director in any proceeding brought by members (or a member) of the Corporation in the right of the Corporation or on behalf of the members (or member) of the Corporation, unless otherwise provided by the laws of the Commonwealth of Virginia, shall be limited to One Hundred Dollars (\$100.00) for any damage assessed against an Officer or Director arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time. However, pursuant to Section 13.1-870.1 (c) of the Code of Virginia, the liability of an Officer or Director shall not be limited as provided in this paragraph if the Officer or Director engaged in willful misconduct or a knowing violation of the criminal law or any federal and state securities law, including without limitation, any claim of unlawful insider trading or manipulation of the market or for-any security.

ARTICLE 5 – FINANCIAL POLICIES

5.1. Fiscal Year. The fiscal year shall be the calendar year.

5.2. Contract. The Board may authorize any officer or agent to enter into a contract on behalf of the Association.

5.3. Checks. All checks shall be signed by two persons authorized by the Board. All checks shall have two signatures.

5.4. Deposit. All funds shall be deposited in the bank account under VAD's name.

ARTICLE 6 – DUES AND FEES

6.1. Annual Membership Dues. Annual membership dues shall be determined by a majority vote of the membership present at an annual meeting.

6.2. Annual Chapter Fees. Annual Chapter fees shall be determined by a majority vote of the membership present at an annual meeting.

6.3. Affiliation Fees. Affiliation fees may be determined by the Board at any Board meeting.

6.4. Other Fees. Other fees may be determined by the Board at any Board meeting.

ARTICLE 7 – COMMITTEES

7.1. Standing Committees. The Standing Committees shall be an Auditing Committee, a Bylaws Committee, a Finance Committee, and a Legislation Committee.

7.1.a. Auditing Committee. The duty of this committee is to examine and verify all financial records and accounts, and to audit all financial reports before they are submitted to the Board of Directors and the membership at the annual membership meeting. This committee shall have three members.

7.1.b. Bylaws Committee. It shall be the duty of this committee to review the Bylaws and all proposed amendments and recommend courses of action to the active membership.

7.1.c. Finance Committee. It shall be the duty of this committee to review the financial affairs of VAD and advise the Board. This committee shall submit a proposed annual budget at the annual meeting. The Treasurer shall be an ex officio member of this committee.

7.1.d. Legislation Committee. It is the duty of this committee to monitor state legislation and regulatory action concerning deaf and hard of hearing individuals.

7.2. Conference Committee. It shall be the duty of this committee to hold annual membership meetings. The President shall appoint the Chair with the approval of the Board. The Chapters shall take turns hosting the conference as prescribed in the Conference Guideline.

7.3. Other Committees. The President may appoint other committees to serve whenever the membership or the Board deems them necessary to carry on the work of VAD.

7.4. The President shall appoint all committee chairs with the approval of the Board.

7.5. All committee members shall be VAD members.

7.6. The President shall be ex officio member of all committees except the Auditing and Nominating Committees.

ARTICLE 8 – NAD CONFERENCES

The Board shall select delegates for the National Association of the Deaf Conferences. The President shall lead the VAD delegation whenever possible.

ARTICLE 9 – ESTABLISHMENT OF CHAPTERS

The Board shall be empowered to form a Chapter anywhere in Virginia where there is a petition of ten or more residing VAD members.

ARTICLE 10 – RULES GOVERNING CHAPTERS

10.1 Name. The name of the Chapter shall be followed by the phrase “a Chapter of the Virginia Association of the Deaf, Inc.”

10.2 Purpose. The Chapter shall work with VAD at all times, and help preserve, promote, and protect the civic, educational, and social welfare of deaf and hard of hearing people residing in its region.

10.3 Right. The right of the Chapter to operate is contingent upon its members complying with all VAD rules. The Chapter shall pay annual chapter fee.

10.4 Suspension. The VAD Board may suspend a Chapter at any time for not complying with VAD rules. A suspended Chapter may appeal at the next Board meeting for reinstatement.

10.5 Dissolution. If a Chapter is in the process of dissolution, the Chapter shall surrender to VAD what belongs to VAD. The Officers of the Chapter shall be responsible for carrying out the dissolution process.

10.6 Indebtedness. No Chapter shall incur indebtedness in VAD’s name.

10.7 Officers. The Chapter is allowed to elect whatever officers it needs beside a president, a secretary, and a treasurer.

10.8 Qualifications of Officers. Only VAD members are eligible for office in the Chapter. They must have been a member of the Chapter for one year before the election.

10.9 Term of Officer. The term may be one year or two years.

10.10 Notice of Election. Notice of election and names of new officers shall be sent to the VAD Board after the election.

10.11 Active Members. Any person residing in Virginia for not less than three months is entitled to active membership.

10.12 Associate Members. Any person who does not qualify for active membership may be invited to become associate member with all privileges except those of voting and holding office.

10.13 Honorary Members. No honorary membership shall be granted by any Chapter.

10.14 Dues. The chapter membership shall decide their dues.

10.15 Rules of Order. Robert's Rules of Order Newly Revised, current edition, shall be used by the Chapter.

10.16 Rules Made by Chapters. Chapters may make their own rules as long as these rules do not conflict with the VAD rules.

10.17 Fiscal Year. The fiscal year for the Chapters shall be the calendar year, from January to December.

10.18 Financial Reports. The Treasurer of each Chapter shall submit audited financial reports to the VAD Board by the first day of March.

ARTICLE 11 – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern VAD in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order VAD may adopt.

ARTICLE 12 – AMENDMENTS

These Bylaws may be amended only by a two-thirds vote of active members attending any annual membership meeting. Proposed amendments offered prior to an annual meeting shall be submitted in writing to the Bylaws Committee at least 60 days prior to all annual meeting. Proposed bylaws change notices shall be mailed or emailed to all members in good standing at least 30 days prior to annual meeting.

ARTICLE 13 – DISSOLUTION

Upon dissolution of VAD, remaining assets after payment of all liabilities shall be distributed as specified in the Articles of Incorporation.

Adopted on July 18, 1981

Amended on: July 16, 1983

July 27, 1985

July 11, 1987

July 20, 1991

May 9, 1992

July 24, 1993

August 5, 1995

Revised on: July 20, 2007

Amended on: June 27, 2015