



# **Virginia Association of the Deaf**

## **Bylaws**

### **Article I: Name**

The name of the organization shall be the Virginia Association of the Deaf, hereafter referred to as VAD or the Association.

### **Article II: Object**

The object of VAD is to promote the social, educational, civic, and economic welfare for all who are Deaf, Hard of Hearing, DeafBlind, Deaf Disabled, and Deaf Plus within the Commonwealth of Virginia.

### **Article III: Members**

VAD shall have the following classes of membership:

#### **Section 3.1**

**ACTIVE MEMBERS.** Any Deaf, Hard of Hearing or DeafBlind person living in the Commonwealth of Virginia may become an active member upon the payment of the dues prescribed in the policy and procedures manual. The rights and privileges are outlined in the policy and procedures manual.

#### **Section 3.2**

**ASSOCIATE MEMBERS.** Any Deaf, Hard of Hearing, DeafBlind, or hearing person who is not living in the Commonwealth of Virginia and is actively interested in the work of the Association may become an associate member. In addition, a hearing person living in the Commonwealth of Virginia shall fall under the associate members' classification. Associate members shall have all

the rights and privileges as active members except for making motions, voting, and holding office.

### Section 3.3

HONORARY MEMBERS. VAD members, by a majority vote at an annual meeting, may confer honorary membership upon persons who are deemed worthy. Honorary members shall have all rights and privileges of the active members except for making motions, voting, and holding office; they shall not be subjected to the dues of the Association.

## **Article IV: Officers**

The officers of VAD shall be a President, a Vice President, a Secretary, a Treasurer, and three Members-at-Large (MAL). An officer shall be eligible to serve for no more than three (3) consecutive two-year terms. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by VAD.

### Section 4.1. President:

- a. shall be the official spokesperson of VAD.
- b. shall preside at all board meetings and membership meetings.
- c. shall appoint, subject to the approval of the Board of Directors, the chairperson of each standing committee except the Nominating and Elections Committee, Governance Committee, and Finance Committee.
- d. may authorize special committees and appoint chairpersons.
- e. shall appoint a parliamentarian for membership meetings and if necessary, Board meetings.

### Section 4.2. Vice President:

- a. shall perform such duties as prescribed by the President or the Board of Directors.
- b. shall chair the Governance Committee and appoint members.

### Section 4.3 Secretary:

- a. shall record the minutes of all meetings of the membership and the Board of Directors.
- b. shall maintain accurate records of all proceedings of meetings.
- c. shall maintain the official membership roster of the Association, the Board, and each Committee.

d. shall distribute to Board members the minutes of all board meetings within 14 business days of the date of the Board meeting.

Section 4.4 Treasurer:

- a. shall be responsible for vested funds of VAD and shall be bonded.
- b. shall serve as chair of the Finance Committee.
- c. shall submit the quarterly reports and annual financial reports to the Board.
- d. shall develop and submit an annual budget to the Board.
- e. shall act as a primary signer for all checks issued and place monies in a bank.
- f. shall have all records audited.

Section 4.5. Members-at-Large

- a. shall perform such duties as prescribed by the president or the Board of Directors.

**Article V: Board Meetings**

Section 5.1 Regular. The Board shall meet a minimum of four (4) times annually. Notice must be given to Board members at least ten (10) business days prior to any Regular Board Meeting.

Section 5.2 Special. The Board shall meet at the request of the President or at least three (3) Board members with no less than 24 hours of notice. The notice shall state the purpose of the meeting and no business other than what was said shall be conducted. Special Board Meetings shall be limited to the VAD Board only.

Section 5.3 Quorum. A majority of the VAD Board of Directors shall constitute a quorum.

Section 5.4 Observers. With the exception of executive sessions, members of VAD may attend regular board meetings as observers.

Section 5.5 Virtual Board Meetings. Video Conferencing platforms are allowed for any Board meeting, regular or special. The President and the Secretary are required to be present with the majority of the Board to meet the quorum. In the event of the Secretary's absence, the President shall appoint a Board member to act as the recording secretary for the meeting.

## **Article VI: Board of Directors**

The Board of Directors of VAD shall be a President, a Vice President, a Secretary, a Treasurer, up to three Members-at-Large (MAL), and Chapter Representatives. All members of the Board of Directors shall be Deaf, Hard of Hearing, or DeafBlind. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by VAD.

**Section 6.1 Qualifications.** All members of the Board shall have been VAD members for at least two (2) years before the election and have resided in the Commonwealth of Virginia for at least one (1) year.

### **Section 6.2 Removal from Office**

- a. Any Board member determined by the VAD Board who has failed to perform their duties may be removed by a two-thirds (2/3) vote of the Board. The Board member determined to have failed their duties shall have the right to an appeal to be heard and decided at a special meeting of the full membership called for that purpose.
- b. Any Board member with unexcused absences in three (3) consecutive Board meetings shall automatically be removed from the Board without appeal. The President shall appoint a new Board member to fill the vacancy upon the Board's approval.

### **Section 6.3 Resignation**

- a. Any Board member shall provide written notice of resignation to either the President or the Secretary. The President shall appoint a new Board member to fill the vacancy upon the Board's approval.
- b. In case the entire board resigns all at the same time, a parliamentarian shall be retained to serve as the presiding officer to oversee a special meeting to elect new officers.

**Section 6.4 Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 6.5 E-Consent.** As a last resort and when a special meeting cannot be held, any action required or committed to be taken by the Board may be taken without a meeting if the majority of the Board consents to such action by way of accessible communication electronically. Such action by written consent shall have the same

force and effect of a vote by the Board. Such e-consent shall be recorded by the Secretary. Any action shall be ratified at the next Regular Board Meeting.

Section 6.6 Indemnification. The Association shall indemnify its Directors and officers to the greatest extent permitted by law. This shall be secured by the attainment of Directors and officers Insurance. This is to protect Directors and officers against liability issues that may arise against the Association. The expense for such shall be included in the Association's Annual Budget.

## **Article VII: Membership Meetings**

VAD shall hold an annual membership meeting, in person or virtual. The Board of Directors shall decide on the location of the next meeting and rotate around the state.

Section 8.1. During odd-numbered years, the annual membership meeting shall be for the purpose of electing officers, receiving reports from officers and committees, and for any other business that may arise.

Section 8.2. During even-numbered years, the annual membership meeting shall be for the purpose of receiving reports from officers and committees, and for any other business that may arise.

Section 8.3. Special Meetings. Special meetings may be called by the President or by a majority of 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. A special meeting may be held in person or virtual.

Section 8.4. Notice of Meeting. The President shall issue an official call to the annual membership meeting at least three months in advance.

Section 8.5. 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.

Section 8.6. Minutes. Before the meeting adjourns, the President shall implement a Minutes Review Committee and appoint three members from the business meeting. The purpose of the committee is to ensure the accuracy of the minutes.

The results of the review shall be presented to the Board of Directors for its approval.

Section 8.7. Quorum. Twenty active members shall constitute a quorum at any membership meeting.

### **Article VIII: Committees**

Section 7.1 Standing Committees. There shall be four standing committees: (1) Audit, (2) Governance, (3) Finance, and (4) Legislative.

#### Section 7.1a Audit Committee

The Audit Committee is a committee, established by the VAD Board, to support the Board in fulfilling its oversight responsibilities for the monitoring of VAD's accounting; financial reporting; internal control processes and related policies and procedures; the process for identifying and managing risks; and audits of its financial statements.

- i. The Audit Committee shall consist of three (3) active members appointed by the President with the approval of the Board. One of the three active members shall be the chair of this committee. The Treasurer shall not serve on the Audit Committee.
- ii. The functions of the Audit Committee are outlined in the organization's Policy and Procedures Manual.

#### Section 7.1b Governance Committee

The Governance Committee is a committee established to ensure that the VAD Board as well as individual Board members, have the skills and competencies necessary to perform at the highest level for the following:

- i. Implementing and maintaining VAD's Code of Conduct, Code of Ethics, and Conflict of Interest Policies for Board Members, Committee Members, and employees,
- ii. Developing and maintaining VAD's Policy and Procedures Manual (PPM),

- iii. Proposing amendments to VAD's Bylaws during its membership annual and special meetings.
- iv. The functions of the Governance Committee are outlined in the organization's Policy and Procedures Manual.

#### Section 7.1c Finance Committee

The Finance Committee, established by the VAD Board, to support in fulfilling its responsibility to oversee VAD's financial strategy and performance. This involves financial reporting, budgeting, and investments.

- i. The Finance Committee of the Board shall consist of three (3) members including the chair, The Treasurer shall serve as the Chair of the committee.
- ii. The functions of the Finance Committee are outlined in the organization's Policy and Procedures Manual.

#### Section 7.1d Legislative Committee

- i. The Legislative Committee, established by the VAD Board, to support in fulfilling its responsibility to monitor state legislation and regulatory action concerning Deaf, Hard of Hearing, and DeafBlind individuals.
- ii. The functions of the Legislative Committee are outlined in the organization's Policy and Procedures Manual.

Section 7.2 Special Committees. Special committees may be created as necessary by the membership, at the annual meeting, the VAD Board of Directors, or the VAD President, with the approval of the board.

Section 7.3. Compensation. Members of the committees shall not receive any compensation for their services while serving on committees.

Section 7.4. Reports and Minutes. Each committee shall submit committee reports and minutes of the meetings to the Board Secretary ten (10) business days before the next regular Board of Directors meeting.

## **Article IX: Chapters**

The Board of Directors has the authority to form a Chapter anywhere in Virginia where there is a petition of ten (10) or more residing in Virginia.

Section 9.1. Name. The name of the Chapter shall be followed by the phrase, "a Chapter of the Virginia Association of the Deaf, Inc."

Section 9.2. Purpose. The Chapter shall work with the VAD at all times, and help, preserve, promote, and protect the civic, education, social, and economic welfare of all Deaf, Hard of Hearing, DeafBlind, Deaf Disabled, and Deaf Plus living in the Commonwealth of Virginia.

Section 9.3. Rights. The Chapter shall pay an annual Chapter fee and the members of a Chapter must comply with VAD rules.

Section 9.4. Chapter Representatives. By a majority vote, each Chapter shall elect a representative to serve on the VAD Board for two years. Their term of office shall begin after the VAD annual membership meeting during odd-numbered years and continue until the close of the next annual membership meeting during odd-numbered years.

Section 9.5. Suspension. The VAD Board may suspend a Chapter at any time for not following VAD rules. A suspended Chapter may appeal at the next Board meeting for consideration to continue to operate.

Section 9.6. Dissolution. If a chapter is in the process of dissolution, the chapter shall surrender to the VAD Treasurer any remaining funds. The VAD Governance Committee shall be responsible for the dissolution process.

Section 9.7. Debt. As long as a chapter is in operation, no debt shall be accumulated.

Section 9.8. Officers. The Chapter shall elect a president, a vice president, a secretary, and a treasurer.

Section 9.8a The treasurer shall provide the VAD Treasurer quarterly reports ten business days before the next regular Board of Directors meeting.



Section 9.9. Qualifications of officers. Only active VAD members are eligible for office in the Chapter. Eligible members must be a member of the Chapter for one (1) year before the election.

Section 9.10. Term. An officer may serve three terms of two (2) years.

Section 9.11 Notice of Election. Notice of election and names of new officers shall be sent to the VAD Secretary within three days after the election.

## **Article X: Code of Conduct**

Section 10.1. Professional Excellence. Maintain a professional level of courtesy, respect, and objectivity in all activities. Strive to uphold those practices and assist other members in upholding the highest standards of conduct.

Section 10.2. Personal Gain. Use the powers invested for the good of all members of the organization rather than for his or her personal benefit, or any other organization(s) that they represent.

Section 10.3. Conflict of Interest. A conflict of interest is defined as any situation in which a Board member's decisions or votes could substantially and directly affect the Board member's professional, personal, financial, or business interests.

Section 10.3a. All persons either elected or appointed to an office (including but not limited to any board or committee members), prior to the acceptance and during the tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the organization.

Section 10.3b. In the event that a person nominated for or holding an office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board and recuse themselves at any board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

Section 10.4. Collaboration and Cooperation. Respect the diversity of opinions as expressed or acted upon by the Board, committees, and membership. Promote collaboration, cooperation, and partnership among members.

Section 10.5. Confidential Information. Respect the confidentiality of sensitive information. The Board members shall be required to sign the confidentiality agreement. Failure to sign the board confidentiality agreement will result in the termination of board membership.

Section 10.6. Nepotism. There shall not be two or more familial members serving on the board and committees at the same time. This includes one who is the direct descendant of the other or extended family, spouses or partners in a civil union, ex-spouses or partners, and family members by birth, marriage, or adoption.

### **Article XI: 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 XII: Amendment of Bylaws and Articles of Incorporation**

The Bylaws and Articles of Incorporation may be amended 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 Governance Committee at least 60 days prior to the annual meeting. Proposed change notices shall be mailed or emailed to all members in good standing at least 30 days prior to the annual meeting.

### **Article XIII: Dissolution**

In the event that the Association is dissolved by a proper motion and vote by the membership and after payment of all debts and liabilities, remaining assets shall be distributed to Virginia 501(c)(3) organizations dedicated to the advancement and preservation of sign languages and cultural collectivism of the Deaf, Hard of Hearing, DeafBlind, Deaf Disabled, and Deaf Plus community.

Effective as of November 5, 2022.

Adopted on November 4, 2023.