

National Association of the Deaf
Bylaws
As approved at the 2020 Virtual Council of Representatives

Article I. Name

I. 1. Name.

The name of the organization shall be the National Association of the Deaf, hereafter referred to as the Association.

Article II. Object

II. 1. Object.

The object of the Association shall be to preserve, protect, and promote the civil, human and linguistic rights of deaf and hard of hearing individuals in the United States of America.

II. 2. Membership.

The Association shall be a federation of State Association and Organizational Affiliates of, by, and for deaf and hard of hearing people in working towards its objectives. The Association shall also offer categories of membership.

II. 3. Relationship.

The Association shall work with its State Association and Organizational Affiliates through their designated representatives. The Association shall render assistance upon request, as appropriate, to State Association and Organizational Affiliates.

Article III. Membership

III. 1. Organizational Membership.

III. 1. 1. State Association Affiliates.

One (1) State Association Affiliate per state, with twenty (20) or more members, shall be recognized. The District of Columbia and the American territorial entities shall be considered states under this category.

III. 1. 2. College Student Affiliates.

Twenty (20) or more student members of a post-secondary educational program may organize for the purpose of forming a NAD College Student Affiliate.

III. 1. 3. Organizational Affiliates.

There shall be three (categories of organizational membership: non-profit, for profit, and government affiliates.

III. 1. 3. i. Non-Profit Affiliates.

Three (3) subcategories of Non-Profit Affiliate membership shall be available to bona fide national entities with a mission or interest

in furthering the welfare of deaf and hard of hearing people.

III. 1. 3. ii. For-Profit Affiliates.

Two (2) subcategories of For-Profit Affiliate membership shall be available to national and state for-profit entities with a mission or interest in furthering the welfare of deaf and hard of hearing people.

III. 1. 3. iii. Government Affiliates.

Government Affiliate membership shall be available to federal, state, and local governmental entities with a mission or interest in furthering the welfare of deaf and hard of hearing people.

III. 1. 4. Sections.

The Association shall, within its corporate structure and criteria, allow for the formation of Sections to focus on specific areas of interest consistent with the overall aims of the Association.

III. 1. 5. Organizational Membership Fees.

III. 1. 5. i. State Association Affiliates.

Required organizational membership fees for State Association Affiliates shall be determined by the Board of Directors of the Association.

III. 1. 5. ii. College Student Affiliates.

Required organizational membership fees for College Student Affiliates shall be determined by the Board of Directors of the Association.

III. 1. 5. iii. Organizational Affiliates.

Required organizational membership fees for Organizational Affiliates, either as a whole or by category, shall be determined by the Board of Directors of the Association.

III. 1. 5. v. Sections.

Required organizational membership fees for Sections shall be determined by the Board of Directors of the Association.

III. 1. 5. vi. Junior NAD Chapters.

Required chapter membership fees for Junior NAD Chapters shall be determined by the Board of Directors of the Association.

III. 2. Individual Membership.

III. 2. 1. Regular Members.

Regular membership status in the Association shall be conferred to residents of the United States, upon payment of annual dues.

III. 2. 1. i. Senior Members.

Senior citizen membership status shall be conferred to individuals at the age of 60 and beyond, upon payment of annual dues.

III. 2. 1. ii. Youth Members.

Youth membership status shall be conferred to individuals aged 18 to 30 years upon payment of annual dues.

III. 2. 1. iii. Honorary Members.

Honorary membership status shall be conferred by biennial national conference resolution or by the Board of Directors to individuals in recognition of distinguished service to the Association. Honorary members are not eligible to vote, unless such individuals are also NAD members in good standing who is chosen as a delegate at the biennial conference. Honorary members are not eligible to hold office, unless such individuals are NAD members in good standing.

III. 2. 1. iv. Order of Georges and Georgettes.

Order of Georges and Georgettes status shall be conferred to Individual members who maintain their membership for at least three (3) consecutive years.

III. 2. 2. International Members.

International membership status shall be conferred to individuals who do not reside in the United States, upon payment of annual dues. International members shall not vote or hold office.

III. 2. 3. Individual Membership Fees.

Required individual membership fees for Regular, Senior, Youth, and International members shall be determined by the Board of Directors of the Association.

ARTICLE IV. Board of Directors

IV. 1. Board of Directors.

The Board of Directors of the Association shall be comprised of the following: President, Vice President, Secretary, Treasurer, (2) Membership-Based Affilifate Board Members, and eight (8) Regional Board Members. In addition, the Board shall appoint up to two (2) Appointed Board Members.

IV. 2. Elected Officers.

The President, Vice President, Secretary, and Treasurer of the Association shall be elected by ballot at the biennial national conference. No person shall be eligible to hold office who has not been for two years immediately preceding the election, a member of the Association as well as a member of a State Association Affiliate and/or member-based Non-Profit Organizational Affiliate.

IV. 3. Elected Regional Board Members.

Regional Board Members shall be elected by ballot by delegates of their respective regions at the biennial national conference. No person shall be eligible to hold office who has not been, for the two years immediately preceding the election, a member of the Association as well as a member of a State Association and/or member-based Non-Profit Organizational Affiliate. The United States shall be divided into four (4) geographical regions, and each region shall be represented by two (2) Regional Board Members, one of which is elected two (2) years apart from the other:

IV. 3. 1. Region I.

Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia.

IV. 3. 2. Region II.

Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

IV. 3. 3. Region III.

Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, and Virgin Islands.

IV. 3. 4. Region IV.

Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.

IV. 4. 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 whole. NAD shall appoint a board member from National multiracial/cultural deaf organizations dedicated to dismantle racism in NAD's operations and advocacy work. Appointed Board Members must be a member of the Association.

IV. 5. Candidacy Requirements.

The Election Committee shall receive completed candidacy forms, requisite background information, and proof of membership of a State Association and/or member-based Organizational Affiliate from prospective candidates for Officer and Regional Board Member positions no later than thirty (30) days prior to the biennial national conference to verify candidacy requirements. Names of official candidates shall be posted prior to the conference. If there are no prospects for a particular position, the Election Committee shall receive candidacy documents prior to the start of the Council of Representatives meeting. There shall be no nominations from the floor except in cases where there are not more than one (1) candidate running for the Elected Offices at the time of deadline in which nominations from the floor shall then be accepted.

IV. 6. Terms of Office.

IV. 6. 1. Elected Officers.

The President, Vice President, Secretary, and Treasurer of the Association shall be eligible to serve for no more than three (3) consecutive two-year terms.

IV. 6. 2. Elected Regional Board Members.

Regional Board Members of the Association shall be eligible to serve for no more than two (2) consecutive four-year terms.

IV. 6. 3. Appointed Board Members.

Appointed Board Members of the Association shall be eligible to serve for no more than three (3) consecutive two-year terms.

IV. 7. Assumption of Office.

Elected Board Members shall assume their respective duties immediately after adjournment of the biennial national conference. Appointed Board Members shall assume their respective duties immediately upon accepting appointment by the Board of Directors, within 60 days after the biennial national conference.

IV. 8. Board Meetings.

IV. 8.1. Regular Meetings.

Regular meetings of the Board of Directors shall meet at least five times during each biennium. Places, dates, and times shall be established by the Board of Directors. Regular meetings of the Board of Directors may be called by the President or at least five (5) board members. The President shall conduct a poll in advance of the meeting for the purpose of indicating that at least a quorum would be expected to be present for each

such meeting. Video conferences shall be used for regular meetings when the need arises.

IV. 8.2. Special Meetings.

Special meetings of the Board of Directors may be called by the President or upon the written request of five members of the Board of Directors. At least twenty-four hours written notice must be made before the meeting. Notice shall state the purpose of the meeting and no business other than that stated shall be conducted. Video conferences shall be used for special meetings. The President and Secretary with a majority of the Board members shall be present.

IV. 8.3. Quorum.

A majority of the Board of Directors present shall constitute a quorum.

IV. 9. General Duties.

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

IV. 10. Duties of Board of Directors.

IV. 10. 1. President.

The President shall be the chief spokesperson for the Association and shall chair business meetings of the biennial national conference and the Board of Directors. The President, with the approval of the NAD Board, shall appoint the chair of each standing committee, other than the Finance Committee, and shall be an ex officio member of all committees.

IV. 10. 2. 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.

IV. 10. 3. Secretary.

The Secretary shall be responsible for the minutes of the biennial national conference and meetings of the Board of Directors.

IV. 10. 4. Treasurer.

The Treasurer shall have charge of vested funds of the Association and shall serve as chair of the Finance Committee.

IV. 10. 5. Regional Board Members.

Regional Board Members shall serve as liaison between the Board of Directors and State Associations within the region, and work with the Board of Directors as a whole.

IV. 10. 6. Appointed Board Members.

Appointed Board Members shall provide support to and work with the Board of Directors as a whole.

IV. 11. 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.

IV. 12. Resignations.

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

IV. 13. Removal from Office.

Elected and appointed Board members may be removed after due process hearing for failure to carry out their duties or for other good and sufficient reason by a two thirds (2/3) vote of the Board of Directors present and voting.

IV. 14. Conflict of Interest.

All persons either elected or appointed to an office (including but not limited to any Board or Committee members), prior to acceptance and during 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. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. 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 of Directors and rescues himself or herself at any Board or committee meeting from any Deliberations or vote on the matter giving rise to the conflict of interest. A copy of the disclosure statement shall be reviewed by the Governance Committee.

IV. 15. Compensation.

Members of the Board of Directors shall serve without receiving compensation except for standard expense reimbursement for costs incurred in discharge of duties.

IV. 16. Chief Executive Officer.

The Board of Directors shall be empowered to appoint a Chief Executive Officer to serve as the chief administrative officer of the Association. The Chief Executive Officer shall report to the President of the Association and shall serve as a non-voting ex-officio member of the Board.

IV. 17. Indemnification.

The Association shall indemnify any Board member or employee of the National Association of the Deaf against expenses actually incurred by such person in connection with the defense of any civil action, suit, or proceeding in which such person is made a party by reason of being or having been such Board member or employee and is found to be not liable. Such indemnification shall not be deemed exclusive or any other rights to which such Board member or employee may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE V. Meetings

V. 1. Biennial Meetings

The Association shall meet in biennial national conference during each even numbered year.

V. 1. 1. Conference Site.

The site selection process for biennial national conferences shall be governed by the Board of Directors. Such sites shall rotate among established geographical regions.

V. 1. 2. Call to Conference.

The President of the Board of Directors shall issue an official call to the biennial national conference at least six (6) months in advance.

V. 1. 3. Conference Format.

The biennial national conference format and duration shall be determined by the Board of Directors at least nine (9) months in advance.

V. 1. 4. Forums.

Individual members and organizational affiliate representatives registered at the biennial national conference shall have the opportunity to participate in and vote at Forums.

V. 1. 5. Council of Representatives.

Delegates to the Council of Representatives shall conduct official business during the biennial national conference. The quorum at the Council of Representatives meeting shall be a majority of the voting delegates who have been registered with the credential committee as in attendance, provided that at least one-third of the state associations and membership-

based nonprofit organizational affiliates in good standing are present. The Council of Representative shall be composed of the following:

V. 1. 5. i. State Association Representatives.

Proportionate Council of Representatives representation by State Association and Membership-Based Nonprofit Organizational Affiliates shall be determined as follows:

- 20-199 members—up to two (2) delegates
- 200-399 members—up to three (3) delegates
- 400-599 members—up to four (4) delegates
- 600-799 members—up to five (5) delegates
- At least 800 members—up to six (6) delegates

State Association and Membership-based Nonprofit Organizational Affiliates affiliates shall provide a membership count for purposes of determining the number of delegates; Said membership count will be conducted through a tally of members registered¹ with State Association Membership-based Nonprofit Organizational Affiliates Affiliates during the following time period between Biennial National Conference(s), by March 15th of the even numbered years

V. 1. 5. ii. College Student Affiliate Representatives.

The Council of Representatives shall include one (1) delegate from each College Student Affiliate of the Association.

V. 1. 5. iii. Non Profit Organizational Affiliate Representatives.

The Council of Representatives shall include one (1) delegate from each bona fide local, state, and national Non Profit Organizational Affiliate of the Association, which meets eligibility criteria set forth by the Board of Directors. Further, Non-Profit Organizational Affiliates which meet eligibility criteria set forth by the Board of Directors shall have proportionate representation in the same manner as provided for State Association Representatives.

V. 1. 5. iv. Section Representatives.

¹ The word “registered” as defined by a dictionary implies “entered or recorded on an official list or directory.” Ideally, the State Association and Membership-Based Nonprofit Organizational Affiliate membership database would contain the following fields: Name, Address, Email, Videophone number, and/or other forms of contact information. Listserv, email blasts, census or any other form does not meet the criteria.

The Council of Representatives shall include one (1) delegate from each Section of the Association.

V. 1. 5. v. Order of Georges and Georgettes Representatives.

Twenty five (25) or more members of the Order of Georges and Georgettes (OGG) attending the biennial national conference may organize themselves for the purpose of electing delegates to the Council of Representatives. The number of delegates elected to attend the Council of Representatives shall be based on the number of all NAD members qualifying to be part of the Order of Georges and Georgettes, in essence all individuals (not only those present at the Conference) who have been members of the NAD for at least three years. On that basis, the number of OGG delegates shall be based on the same proportion as the number of delegates for State Associations and Non-Profit Organizational Affiliates.

V. 1. 5. vi. Junior NAD Representatives.

The Council of Representatives shall include two (2) delegates from the Junior NAD.

V. 1. 6. Regional Caucuses.

Regional caucuses may convene at will during the biennial national conference. Caucuses shall be composed of state delegates and other delegates within the respective regions.

V. 1. 7. Privileges.

The Board of Directors and Past Presidents of the Association shall have the privileges of the Council of Representatives except voting.

V. 1.8.i. Virtual Biennial Meeting During Declared Emergency

If there is a declaration of national, state, or local emergency, the biennial national conference, through the use of technology available, may be held virtually. During the virtual biennial national conference, meetings of the Council of Representatives, Forums, and election of officers, as stated in Article IV Section 2, shall be held.

V.1.8.ii Term during the National, State, or Local Emergency.

If there is a declaration of national, state, or local emergency, and where the use of technology becomes unavailable and holding the virtual biennial national conference cannot be held prior to the end of the even year, the officers of the board of directors and regional representatives shall continue to serve an additional two years.

ARTICLE VI. Committees

VI. 1. Standing Committees.

The standing committees of the Association shall be the Finance, Governance, Outreach and Public Policy Committees. The President shall appoint the chair of each standing committee, other than the Finance Committee.

VI. 2. Ad Hoc and Special Committees.

The Board of Directors may also form ad hoc or special committees as needed, with chair of each to be appointed by the President.

VI. 3. Committee Responsibilities.

All committee chairs and members must be listed and accessible. All committees shall be required to file regular, monthly reports to the membership on the progress of that committee after reporting to the President and the Board.

ARTICLE VII. Parliamentary Authority

VII. 1. 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 VIII. Amendments

VIII. 1. Amendments.

These bylaws may be amended by a two thirds (2/3) vote of the Council of Representatives present and voting at the biennial national conference, provided that amendments are submitted to the Law Committee sixty (60) days prior to the conference, that copies are sent to conference delegates thirty (30) days prior to the conference, and that amendments are read during the conference and acted upon immediately thereafter. Amendments may be enacted only by the Council of Representatives.

VIII. 2. Suspensions.

These bylaws may be suspended for a specific purpose by four-fifths (4/5) vote of the Council of Representatives present and voting.

ARTICLE IX. Dissolution

IX. 1. Dissolution of Assets.

In the event that the Association is dissolved, after payment of all debts and liabilities, remaining assets shall be distributed to national 501(c)(3) organizations dedicated to the well being of deaf and hard of hearing people.