

BYLAWS
ILLINOIS ASSOCIATION OF THE DEAF
As approved at the June 2019 Biennial IAD Conference in Normal, IL

ARTICLE I – NAME

The name of this organization shall be the **ILLINOIS ASSOCIATION OF THE DEAF, Incorporated**, herein after referred to as “IAD”.

ARTICLE II – OBJECT

SECTION 1: Mission: IAD shall strive to promote the educational, social and economic well-being of the Deaf, DeafBlind and Hard of Hearing.

SECTION 2: Vision: IAD advocates for equality, full communication access, and cultural preservation of the Deaf, DeafBlind and Hard of Hearing people in Illinois.

SECTION 3: It is the intent of IAD to comply with all state and federal laws, which apply to a non-profit organization, as defined in Section 501(c)(3) of the Internal Revenue Code.

SECTION 4 Membership: IAD shall be a federation of Chapters and Organizational Affiliates of, by and for Deaf, DeafBlind and Hard of Hearing in working towards its objectives. The IAD shall also offer categories of membership.

ARTICLE III – AFFILIATION

IAD shall be an Affiliate of the **NATIONAL ASSOCIATION OF THE DEAF**, herein after referred to as “NAD,” wherein IAD’s rules, regulations, mission and objectives are consistent with those of NAD.

ARTICLE IV – MEMBERSHIP

SECTION 1: Individual Membership: There shall be two classifications of individual membership: regular and associate.

- a. Regular Membership: Regular members shall include any Deaf, DeafBlind or Hard of Hearing resident of Illinois, excluding K-12 students. Upon payment of dues, regular members shall be entitled to all rights and privileges of membership.
- b. Associate Membership: Associate members shall include K-12 students, hearing individuals and non-residents of Illinois, whether an individual or senior citizen. Upon payment of dues, associate members shall be entitled to all rights and privileges of membership with the exception of holding office in IAD or voting rights.

SECTION 2: Organizational Membership: There shall be four classifications of organizational membership: chapter, non-profit, for profit, and government affiliates.

- a. Chapters: Chapters of IAD shall include any chapter in good standing with five (5) members who are associated together for the purpose of promoting the welfare of IAD. Chapters of IAD shall send one representative to all IAD

Board of Directors' meetings; these representatives are eligible to vote during said meetings. Chapter representatives, as individual members of IAD, can hold office in IAD.

- b. **Affiliated Non-Profit Members:** Affiliated non-profit members shall include any non-for-profit organization, agency, entity, or local club in the state of Illinois, which has as a purpose and/or primary concern the welfare of the Deaf, DeafBlind and Hard of Hearing. Affiliated nonprofits shall send one representative to all IAD Board of Directors' meetings. Said representatives shall be referred to as "affiliated representatives." Affiliated representatives shall not be eligible to vote or to hold office in IAD. There shall be two classifications: local and state.
- c. **Affiliated For-Profit Members:** Affiliated for-profit members shall include any local or statewide for-profit corporations and agencies, which has as a purpose serving and/or doing business with Deaf, DeafBlind and Hard of Hearing individuals in the state of Illinois. The affiliated for-profit shall send one representative to all IAD Board of Director's meetings. Said representatives shall be referred to as "affiliated observers." Affiliated observers shall not be eligible to vote or to hold office in IAD. There shall be two classifications: local and state.
- d. **Affiliated Government Agency Members:** Affiliated government agency members shall include any local or statement government agency, which provides service(s) to Deaf, DeafBlind and Hard of Hearing individuals in the state of Illinois. The Affiliated government agency may send one representative to all Board of Directors' meetings, but said representative shall not be eligible to vote or hold office. Said representative shall be referred to as "affiliated observers." There shall be two classifications: local and state."

ARTICLE V – DUES

SECTION 1: The Board of Directors, by a two-thirds (2/3) vote of the board, may revise membership dues.

SECTION 2: IAD chapters shall not collect membership dues in addition, to and/or separately from, IAD membership dues; however, chapters may pursue fundraising activities of their own separately from IAD.

ARTICLE VI – OFFICERS AND DIRECTORS

SECTION 1: The Executive Board of IAD, also referred to as the officers of IAD, shall be President, Vice-President, Secretary, Treasurer, and Membership Secretary. The remaining Board of Directors shall include the immediate Past-President, two (2) appointed board members, and one (1) Chapter Representative from each recognized IAD chapter. One (1) Affiliated Observer from each recognized Affiliated Non-Profit, Affiliated For-Profit and each recognized Affiliated Government Agency shall be permitted to observe all Board of Directors' meetings but shall not be considered as voting members.

SECTION 2: The Officers of IAD shall be elected separately by ballot at each regular biennial IAD conference and shall hold office until the conclusion of the next scheduled conference or until their successors are duly elected.

SECTION 3: The Officers of IAD shall be deemed qualified on the following basis:

- A. Be a member of IAD in good standing for at least two (2) consecutive years,
- B. Become a member of NAD upon being elected an officer of IAD,
- C. Be Deaf, DeafBlind and Hard of Hearing, and
- D. Has a permanent resident in Illinois for nine months of each year during their term.

SECTION 4: Upon their election, officers shall resign any officer and/or chapter representative positions currently held within any of the recognized IAD chapters, and shall not during the course of being an officer of the Board of Directors run for or otherwise hold officer or chapter representative positions within any of the IAD chapters. Exceptions to this rule shall be allowed on a case-by-case basis with the permission of the Board of Directors in the event the officer formerly requests such permission based on the unavailability of other individuals to assume their duties with their IAD chapter. No person shall be a director on the NAD Board of Directors and the IAD Board of Directors simultaneously.

SECTION 5: Officers shall assume their respective offices immediately following the swearing in ceremony at the biennial IAD conference, and shall continue in office until the adjournment of the next scheduled conference. Should the officers be elected during a Special Meeting as a result of a cancelled conference, the officers shall assume their respective offices immediately upon being sworn into office.

SECTION 6: Resignations, with statement of reason, shall be tendered, in writing, to the President. In the event of the resignation of the President, said resignation shall be submitted to the Board of Directors.

SECTION 7: The Vice-President shall become President if the office of President becomes vacant.

SECTION 8: In the event that the office of the Vice-President becomes vacant during the first twenty months of tenure, the President shall select, subject to approval of a majority of the Board, a Vice-President Pro-Tem for the remainder of the term of office.

SECTION 9: Vacancies in offices caused by resignation or otherwise may be filled by appointment by the President with the approval of the Board of Directors. The term of appointees shall end when their successors are duly elected.

SECTION 10: Any member of the Board of Directors who has been absent from two (2) consecutive meetings of the Board of Directors without a valid and excused reason shall be subject to removal by a majority vote of the Board of Directors.

SECTION 11: The Board of Directors, by a two-thirds (2/3) vote of the board may suspend or expel any member, director, or officer upon evidence of material violation of the IAD bylaws or any regulation or practice of the organization. The member, director, or officer in question shall be entitled to state his or her case to the board before such action is taken.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 1: It shall be the duty of the President to preside as the chairperson of the general membership meeting at the biennial IAD conference, and to preside at meetings

of the Board of Directors as its Chairperson. He/she shall appoint chairpersons to standing committees. The IAD President shall also have the power to create new committees as deemed necessary but subject to the approval of the Board of Directors. Such new committees shall be created pursuant to the parameters of the operating guidelines and/or the recommendations of the forum. The IAD President shall be an ex-officio member of all committees with the exception of the IAD Election Committee.

- SECTION 2: The Vice-President shall perform the duties of the President whenever the latter is absent or unable to attend. The Vice-President shall have additional duties assigned by the Board of Directors and pursuant to the guidelines.
- SECTION 3: The Secretary shall record the proceedings of all meetings of the Board of Directors and the biennial IAD conference. The Secretary shall distribute such recorded proceedings to the Board of Directors in a timely manner. The Secretary shall submit a written report at all meetings and make reports on Board of Directors activities and decisions to members via email distributions. The Secretary shall engage in any correspondence as directed by the President.
- SECTION 4: It shall be the duty of the Treasurer to receive monies coming to IAD from all sources. He/she shall keep a minute account of all monies received and give receipts for same, report on the state of finances of IAD at the biennial IAD conference, and also when called upon to do so by the Board of Directors. He/she shall pay bills at the direction of the President, as authorized by the Board of Directors. He/she shall make investments at the direction of the Board of Directors.
- SECTION 5: The outgoing Treasurer shall complete duties as a Transition Treasurer, ninety (90 days) after the adjournment of the conference or until the next meeting of the Board of Directors, whichever is later, prior to turning over the IAD's funds and securities to the new Treasurer.
- SECTION 6: The Board of Directors shall represent all members of IAD at meetings of the Board of Directors. They shall assist local chapters in every way possible. They shall give assistance in all matters, which are requested by the IAD President.
- SECTION 7: Presidents of IAD shall be given the honorary title of President Emeritus. The Immediate Past President shall serve on the Board of Directors and shall advise the current President for one term.
- SECTION 8: The Membership Secretary shall be responsible for keeping the membership list updated, collecting membership dues, reminding members of their expiration dates and sending chapter lists of members when requested. He/she works closely with the Treasurer.

ARTICLE VIII – BOARD OF DIRECTORS

- SECTION 1: The Board of Directors shall compose of all voting members listed in ARTICLE VI, SECTION 1.
- SECTION 2: The duty of the Immediate Past President on the Board shall be to assist a smooth transition to the outgoing Board of Directors to the incoming Board of Directors.

The Immediate Past President shall have all rights and privileges as a member on the Board of Directors with the exception of voting privileges.

SECTION 3: The Board of Directors shall determine and monitor IAD's administrative policies and operating guidelines, and carry out all recommendations arising from the forum and approved by the members. The Board of Directors shall have the power to use available funds of IAD to purchase and/or convey real estate, subject to approval of a 2/3 vote by all voting members present at a conference; or, for votes conducted during years when no conference is scheduled, 2/3 of all votes submitted in any timely fashion allowed by the Board of Directors. The Board of Directors, by a majority vote of the board at any IAD board meeting or special meeting, shall have the power and authority to purchase, sell, and reinvest stocks, bonds, and/or other securities. At all times, the Board of Directors shall conduct such fiduciary obligations solely for the best interests of IAD. The Board of Directors shall provide liability and other insurance with sufficient bond for the Board of Directors.

SECTION 4: The Board of Directors shall determine reimbursement for the expenses of the officers of IAD, or its officially designated representatives, attending non-IAD meetings or functions where their presence is deemed necessary to assure that the best of interest of IAD are being served.

SECTION 5: There shall be three types of meetings: a biennial IAD meeting, a regular meeting, and a special meeting.

A. Biennial meeting is defined under Article XII – Conferences, Section 1.

B. 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 on dates that are convenient for the members of IAD and the Board of Directors. Notice of the location and date of all regular meetings shall be distributed to the general membership no less than 30 days prior to the regular meeting date. Members may attend, observe, and make comments.

C. Special meetings may be called at the request of the: (a) President; (b) any four (4) members of the Board of Directors; or (c) fifty (50) members in good standing or ten percent (10%) of the entire regular membership in good standing, whichever is smaller. The date and location of the special meeting shall be given one (1) week prior thereto written notice delivered by mail or e-mail to all members at the respective addresses as shown on the records of the organization. The general nature of the business to be discussed at the special meeting shall be specified in the notice.

SECTION 6: The Board of Directors shall manage the affairs of IAD and determine and monitor IAD's administrative policies and operating guidelines.

SECTION 7: The Executive Board, with the approval of the Board of Directors, may select (2) Appointed Board members with voting privileges for special expertise. Consideration shall be given to ensuring diversity balance for the Board as whole. Appointed Board Members must be a member of the IAD.

SECTION 8: Members of the Board of Directors, IAD committees, Chapter Board Members and Chapter committees shall serve without receiving compensation except for standard expense reimbursement for costs incurred in discharge of duties.

ARTICLE IX – COMMITTEES

SECTION 1: There shall be two (2) types of committees: Standing Committees and Special Committees, both subject to the approval of the Board of Directors.

SECTION 2: IAD shall have the following Standing Committees: Education Strategy Team, Finance, Membership, Media, Family Program, Senior, Election, Archives & History, Deaf Youth, Conference, Legislative, Bylaws, and Fundraising.

SECTION 3: Special Committees may be formed for a specific purpose. The purpose and direction must be defined prior to commencing operations. The Board of Directors shall be informed by reports from this committee from time to time so the Board can monitor the direction(s) the committee has taken.

SECTION 4: The Board of Directors will select no less than two (2) board members who will, with the Treasurer, constitute the Finance Committee. In addition, three (3) Consultants, to be nominated and elected pursuant to Section 6 of this Article, shall serve on the Finance Committee to assist in the investment of finances for the IAD. This committee has two (2) main functions: (1) to manage IAD's finances; and (2) to make recommendations to the Board of Directors for the investment of finances and/or other financial transactions for IAD.

SECTION 5: The Financial Consultants shall have appropriate experience, background, and/or other credentials to assist the Finance Committee in fiscally responsible investment on behalf of IAD. The Financial Consultants shall be deemed qualified if they are a member of IAD in good standing for at least two (2) consecutive years. There shall be three (3) Financial Consultants serving at all times. Each Financial Consultant shall serve a two (2) year term. In the case of an unexpired term, one shall be elected or appointed for the remainder of the unexpired term at the Board of Directors' discretion. At the expiration of a Financial Consultant's term, his/her respective position will be open for election.

ARTICLE X – NOMINATION and ELECTION OF OFFICERS

SECTION 1: At least three (3) months prior to the biennial IAD conference, the Nominations Committee shall prepare for and conduct the nominating and election process. Members of the Nominations Committee shall not be eligible to run for any elected officer or Financial Consultant position.

SECTION 2: Active members in good standing desiring to be a candidate for any Board of Directors' officer or Financial Consultant position at the conference may announce his/or intention to run in the official publication of IAD preceding the conference.

SECTION 3: Nominations may be made from the floor during any of the open nominating periods of the General Meeting at the biennial IAD conference.

SECTION 4: The Nominations Committee shall determine which attendees are members in good standing who are eligible to vote during the General Meeting of the biennial IAD Conference.

SECTION 5: The Nominations Committee shall collect and count all votes from said eligible voting members. Upon completion of the vote count, the Nominations Committee shall declare the candidate with a plurality of the vote and thereby certify the results pursuant to the Operating Guidelines.

ARTICLE XI – FUNDS OF IAD

SECTION 1: There shall be five (5) IAD funds:

- A. General Fund
- B. Conference Fund
- C. Endowment Fund
- D. Foundation Fund
- E. Senior Citizens Fund

SECTION 2: All membership dues shall go into the General Fund. The General Fund shall be utilized for the general operating expenses of the IAD, subject to the Operating Guidelines.

SECTION 3: Proceeds from each conference, if any, shall be divided as follows: 60% to the sponsoring chapter, and 40% to the Conference Fund. Should there be a financial loss or deficit from the biennial IAD conference, the deficit shall be borne equally between the IAD and the local conference committee.

SECTION 4: The Endowment Fund will be for three (3) specific purposes:

- A. Legal fees for lawsuits and legal research or advocacy for Deaf, DeafBlind and Hard of Hearing people of Illinois
- B. Legislative expenses (including lobbyist fees)
- C. Emergency discretionary allocations to keep the IAD a solvent organization

SECTION 5: Approval to utilize funds in the Endowment Fund requires two-thirds (2/3) of the members of the Board of Directors present and voting. Voting for approval to utilize funds in the Endowment Fund shall not be permitted by mail, TTY, fax Video Phone (VP) or e-mail.

SECTION 6: Bequests to IAD shall be placed in the Foundation Fund.

SECTION 7: The monies of the Endowment Fund are to be invested in securities and/or interest bearing accounts at the discretion of the Board of Directors. Sixty percent (60%) of the interest/dividends on the monies in the Endowment Fund is to be distributed to the General Fund on an annual basis. Forty percent (40%) of the interest/dividends on the monies in the Endowment Fund is to be distributed to the Legislative Fund on an annual basis.

SECTION 8: The Board of Directors shall select an auditing firm to audit its financial books and other finances on an annual basis no later than three (3) months following the end of the Fiscal Year.

- SECTION 9: The Board has the authority to vote for disbursements from the Endowment Fund if the amount of disbursements does not exceed \$2,500. For disbursements that exceed \$2,500, such disbursement may only be completed upon a motion made and passed at the IAD biennial Conference.
- SECTION 10: The IAD shall pay expenses (reimbursement) for lodging, per diem, and mileage for the officers and Chapter Representatives during all board meetings, if funding is available.
- SECTION 11: The reasonable lodging and travel expenses of the Executive Board of IAD for attending the biennial IAD conference shall be paid from the Conference Fund. All Chapter Representatives shall be responsible for their own lodging and travel expenses.
- SECTION 12: IAD shall maintain the Conference Fund up to \$2,500 and made available as a loan to the hosting chapter(s) upon their request.

ARTICLE XII – CONFERENCES

- SECTION 1: Fifty (50) members in good standing or ten percent (10%) of the total regular and senior citizen individual members in good standing, whichever is smaller, shall constitute a quorum for the biennial meeting, enabling the transaction of business during the conference.
- SECTION 2: The bidding chapters may bid to host the subsequent IAD Biennial Conference during the General Meeting of the Biennial IAD Conference. The members present at the General Meeting of the biennial IAD Conference must acknowledge an official letter submitted from the Chapter President(s) to the IAD Secretary before the conference. If no chapter host is selected or if the Chapter host is subsequently unable to undertake the conference, the Board of Directors shall select the conference site and host the conference.
- SECTION 3: Should a biennial IAD conference not occur for any reason, the Board of Directors shall convene a Special Meeting for Election purposes. This Special Meeting shall occur within three (3) months of the date of the scheduled conference.
- SECTION 4: With the recommendation of the Conference Planning Committee, dates between April and October for each conference shall be determined and announced by the Board of Directors at least one year in advance of said conference.
- SECTION 5: The Board of Directors shall appoint a Liaison to work with the Conference Planning Committee.
- SECTION 6: Each biennial conference shall consist of the following: Forum, General Meeting, and Social Events. Other activities or programs may be planned at the discretion of the conference committee and the Board of Directors.
- SECTION 7: The conference committee shall within two (2) months following the adjournment of the conference, for which it was appointed, terminate its activities with a final report to the President of the Board of Directors, accompanied by a financial statement and statement with the IAD Treasurer.

SECTION 8: All registration and combo fees associated with the biennial IAD Conference shall be waived for the Executive Board of IAD.

SECTION 9: All chapters bidding for the next biennial conference or the next one shall submit an official letter from the Chapter President to the IAD Secretary prior to the Conference bidding. A Chapter general meeting must be held to vote on and approve a conference bid.

ARTICLE XIII – DELEGATES

SECTION 1: There shall be at least two (2) delegates representing IAD at the NAD. The two (2) delegates shall include both the President and Vice-President of the IAD. IAD shall be responsible for the reasonable expenses of these delegates to the NAD conferences.

ARTICLE XIV – CHAPTERS

SECTION 1: Chapters of IAD, with the majority vote of the Board of Directors, may be established in Illinois where at least five (5) members of IAD in good standing are associated together for the purpose of promoting the welfare of IAD.

SECTION 2: Such Chapters may make bylaws for their own government, but may not be inconsistent with the laws and regulations established by IAD. The Chapters shall furnish a copy of its current bylaws to Board of Directors.

SECTION 3: Each Chapter shall be comprised of the following: President, Vice President, Secretary, and Treasurer.

SECTION 4: IAD shall not be financial responsible for any of the debts, obligations, contracts, or undertakings of any nature of any Chapter unless specifically and duly authorized by the Board of Directors.

SECTION 5: Each Chapter shall appoint a Chapter Representative to sit as a Director on the Board of Directors before each biennial IAD Conference. Such Chapter Representative shall be eligible to vote as a participant on the Board of Directors. The Chapter may vote for any Chapter member to be its Representative. At meetings of the Chapters in their areas, the respective Chapter Representative shall give reports of the Board of Directors' meetings and any matters which may be relevant.

SECTION 6: No Chapter proxy votes shall be accepted.

SECTION 7: In the event of dissolution of a Chapter, that Chapter's financial records and funds shall be turned over to IAD via the IAD Treasurer within 30 days of a chapter's dissolution. A chapter may not hold a vote of dissolution without an IAD Executive Board member present and must give 15 days' notice to IAD. In the event of the dissolution, IAD shall hold the dissolved chapter's money in reserve for a period of two years, after which these monies will be transferred to the IAD General Fund. These monies shall be made available if the dissolved chapter in question is restored within two years."

ARTICLE XV – AMENDMENTS

- SECTION 1: These bylaws may only be amended by a two-thirds (2/3) vote of IAD members present and voting at any regular conference, provided that amendments are submitted in writing to the Bylaws Committee not later than sixty (60) days prior to the conference, that copies are made available to IAD members 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 at any regular IAD conference.
- SECTION 2: Motions to suspend temporarily any portion of the bylaws, except the provisions of this Article may be made at any time during the conference, and such motions must be affirmed by three-fourths (3/4) of the IAD members present and voting.

ARTICLE XVI – RULES

For purposes of resolving procedural issues in all matters not already governed or provided for in these Bylaws, the most recent edition of Robert Rules of Order shall govern.

ARTICLE XVII – DISSOLUTION

IAD may be dissolved by three-fourths (3/4) of those members attending a conference, or at a special meeting, which satisfies the quorum requirements of these Bylaws. No suspension of the Bylaws is allowed in this Section. Should it be voted to dissolve IAD, after payment of all debts and liabilities, remaining assets shall be placed in trust for the purpose of providing educational scholarships to an institution of higher learning serving students who are Deaf, DeafBlind and Hard of Hearing. This trust shall be administered by the NAD.

ARTICLE XVIII – INDEMNIFICATION AND CONFLICT OF INTEREST

- SECTION 1: Indemnification: The IAD shall indemnify any Board or Committee member of the IAD 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 or Committee member and is found to be not liable.
- SECTION 2: Conflict of Interest: *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 find himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board of Directors and abstains himself or herself at any Board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest.”