

BYLAWS
ILLINOIS ASSOCIATION OF THE DEAF
As approved at the 2025 Biennial IAD Conference

ARTICLE I- NAME

The name of this organization shall be the **ILLINOIS ASSOCIATION OF THE DEAF, Incorporated**, hereinafter referred to as "IAD".

ARTICLE II- OBJECT

SECTION 1: Mission: IAD shall strive to promote the educational, social and economic well-being of its diverse deaf constituency.

This includes individuals who identify as Deaf, DeafBlind, Deaf Disabled, Late-Deafened, Hard of Hearing, and others whose identities intersect with these experiences. For the purpose of these bylaws, these groups shall collectively be referred to as Deaf+ communities.

IAD recognizes the Deaf+ communities encompass a wide range of lived experiences shaped by race, ethnicity, gender, sexuality, age, language modality, and disability status. In serving this multifaceted community, IAD strives to foster equity, inclusion and empowering individuals through advocacy, education and community engagement.

SECTION 2: Vision: IAD advocates for equality, full communication access, and cultural preservation of the Deaf+ communities 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+ communities in working towards its objectives. The IAD shall also offer categories of membership.

ARTICLE III- AFFILIATION

IAD may affiliate with national, state, and local organizations whose mission and objectives align with IAD's commitment to promoting the educational, social, and economic well-being of the Deaf+ communities and advocating for equality, full communication access, and cultural preservation of Deaf+ communities.

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+ 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 five 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+ communities. 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+ communities in the state of Illinois. The affiliated for-profits shall send one representative to all IAD Board of Directors' 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 state government agency, which provides service(s) to Deaf+ communities 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.
- e. Regional representatives: Regional representatives of IAD shall include one IAD member in good standing who is willing to serve as a point of contact for the region they reside in. Regional representatives are invited to attend all IAD Board of Directors' meetings; these representatives shall not be eligible to vote during said meetings. Regional representatives, as individual members of IAD can hold office in IAD.

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 or regional representatives 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 Media Director. 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 as well as regional representatives 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. Be a Deaf+ individual, and
- c. 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 membership at the IAD biennial conference prior to elections based on the unavailability of other individuals to assume their duties with their IAD chapter. Should there be any conflict between an IAD officer's role and his/her role outside of IAD, the IAD Executive Board shall refer to the Board Policy Manual for solutions.

- 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-Tern 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 Board Policy Manual 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. The Secretary shall be responsible for monitoring membership data, presenting the data during board meetings and sending out chapter membership lists when requested by chapters.
- 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 IAD chapters and regions 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 Media Director shall be responsible for keeping all IAD related media platforms up to date, post information with permission of the President, and ensure any media related needs during the Board of Directors meetings.

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. The quorum is required for all meetings. If the quorum is not met, the meeting may become an informal meeting.

- a. Biennial meeting is defined under Article XII - Conferences, Section 1.
- b. Regular meeting dates of the Board of Directors may be determined by the President, with the consent of the Board. Notice of the 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 general nature of the business to be discussed at the special meeting shall be specified in the notice.
 1. For external (all members including Board members) special meeting, 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.
 2. For internal (Board Members only) special meeting, 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 board members.

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. A Regional Representative shall be eligible to be an Appointed Board Member. 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: Authority to Establish Committees. The Board of Directors shall have the authority to carry out the mission and objectives of the IAD.

- SECTION 2: Standing Committees. Standing Committees shall be those committees established by the Board of Directors to address ongoing or recurring areas of the organization's work. The purpose, responsibilities, composition, and reporting requirements for each Standing Committee shall be defined in Committee Charter or Board Resolution, as approved by the Board of Directors.
- SECTION 3: Special Committees (also known as Ad Hoc Committees or Task Forces) may be formed by the Board of Directors for a specific purpose or limited duration. The purpose, direction, and reporting requirements of any Special Committees shall be defined by the Board of Directors prior to commencing operations. Special Committees shall report to the Board of Directors as directed.
- 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 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: Any committee, with the exception of the Finance Committee, that fails to meet, submit reports, or demonstrate activity for a continuous period of 1 year shall be dissolved automatically unless explicitly renewed by a majority vote of the IAD Board of Directors.

ARTICLE X- NOMINATIONS 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. Restricted Donation 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 Board Policy Manual 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+ communities 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 vote. 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 as needed. The remaining forty percent (40%) of the interest/dividends on the monies in the Endowment Fund is to be distributed to the other funds to be determined by the Board on an annual basis as needed.

SECTION 8: During the IAD biennial Conference, the motion of additional disbursement up to 4% of invested balance may be made and must be passed by the voting members.

SECTION 9: The IAD shall pay expenses (reimbursement) for lodging, per diem, and mileage for the Board of Directors during all board meetings, if funding is available.

SECTION 10: 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 Representatives shall be responsible for their own lodging and travel expenses.

SECTION 11: IAD shall maintain a Conference Fund as a loan to the hosting chapter(s) upon their request.

ARTICLE XII- CONFERENCES

SECTION 1: Ten percent (10%) of the total voting members in good standing 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: Authority to appoint Delegates. The Board of Directors may appoint delegates or representatives to attend conferences, meetings, or events of other organizations, consistent with IAD's mission and objectives and within budgetary limitations.

SECTION 2: Selection of Delegates. The Board of Directors shall determine the criteria for delegate selection and when, appropriate, may designate specific officers to serve as delegates.

SECTION 3: Expenses. IAD shall be responsible for the reasonable expenses incurred by its authorized delegates or representatives in attending such conferences, meetings, or events, subject to budget approval.

ARTICLE XIV- CHAPTERS AND REGIONAL REPRESENTATIVES

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 the 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 financially 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.

SECTION 8: If there is a chapter in the region, the chapter will send a representative to represent the region. The Regional Representative from a chapter will do all the duties as listed in Article XIV, Section 5. However, money earned from a chapter's fundraising shall not be shared with the whole region, unless the chapter decides to do so.

SECTION 9: The Board of Directors shall vote and approve a representative and an alternate (a member in good standing) from a region that does not have a chapter. The Regional Representative and alternate shall abide by the IAD Bylaws and the Board Policy Manual. The Regional Representative (alternate if the Representative cannot attend) shall give reports of events, issues/concerns and/or anything that may be relevant during the Board of Directors' meeting.

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- PARLIAMENTARY 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 distributed to local/Illinois-based 501(c)(3) organizations dedicated to advocacy on behalf of Deaf+ communities, including the advancement and preservation of sign languages and Deaf Culture.

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.