

Texas Association of the Deaf Bylaws

- **Article 1 – Name**

1.0- The name of the organization shall be known as the Texas Association of the Deaf (TAD), hereafter referred to as the Association.

1.1- The Association shall be a nonprofit organization, incorporated in the State of Texas with Internal Revenue Service (IRS) 501(c)3 status.

- **Article 2 – Mission**

2.0- The Mission of the Organization shall:

A.) Preserve, protect, and promote the civil, human, and linguistic rights of Deaf, hard of hearing, late deafened, and deafblind individuals in Texas.

B.) Be a state association affiliate member of the National Association of the Deaf (NAD) in good standing and with other organizations as the TAD Board sees fit.

- **Article 3 – Membership**

3.0- Eligibility for Membership-

The Association shall be open to all Deaf, hard of hearing, late deafened, deafblind, or hearing individuals who are interested in accomplishing and furthering the mission of this Association.

3.1- Categories-

The Association shall offer the following membership categories;

A.) Individual Membership: Shall be open to any resident of the State of Texas who is eighteen (18) years of age and over, upon payment of membership dues. Individual members in good standing with the Association shall have voting privileges at the state conference and may serve in any position by Election or appointment and may serve on any committee. Individual membership programs may be created by the Board of Directors when deemed necessary and be outlined in the TAD Board Policies.

B.) Associate Membership: Out-of-state residents may join TAD upon payment as an associate. They may participate during discussions, but are not eligible to make motions, vote or hold an office.

C.) Lifetime Membership: Shall be conferred by an affirmative vote of either, by two-thirds (2/3) of the members at the biennial state conference or two-thirds (2/3) from the members of the Board of Directors to individuals in recognition of distinguished service to the Association. Lifetime members are not eligible to vote or to hold office, unless such individuals are TAD members in good standing.

D.) Youth Membership: Any individual over age 15 may become a member with the parent's signature required. They may make and vote for motions, but shall not vote in elections or hold office.

3.2- Dues

All members of the Association, except Lifetime Membership, shall pay dues. The amount of the dues for each membership category shall be set by resolution at the biennial statewide conference of the Association. Further details regarding membership dues will be outlined in the TAD Board Policies.

3.3- Prohibition of Discrimination-

No member shall be discriminated against by the Association on the basis of age, color, creed, disability, ethnicity/race, hearing status, national origin, religion, marital status, or sexual orientation.

- **Article 4 – Board of Directors**

4.0- The Board of Directors of the Association shall be comprised of the following: President, Vice President, Secretary, Treasurer, President-Elect, and five (5) Regional Representatives.

4.1- Elected Officers-

The President, Vice President, Secretary, Treasurer, President-Elect, and five (5) Regional Representatives shall be elected by ballot at the biennial state conference:

A.) **Individual Members** who seek any elected TAD office shall be members in good standing for the one (1) year preceding the election and **are recommended** to attend at least one (1) state conference.

B.) **President, Vice-President, Secretary, Treasurer, and President-elect to be elected during odd years while Regional Representatives to be elected during even years.**

4.2- Nomination Procedures

Nominations for the Board of Directors shall be made by the nomination committee or any members [in good standing](#) at the biennial statewide conference of the members.

The nominations committee shall review proof of membership from prospective candidates for elected Board positions.

4.3- Terms of Office

Elected officers of the Board of Directors shall be eligible to serve for no more than four (4) consecutive two-year terms in the same office.

4.4- Assumption of Office

Elected officers shall be sworn in immediately after the elections, as well as assume their respective Board duties immediately after adjournment of the biennial state conference.

4.5- Duties of the Board of Directors:

A.) The Board of Directors shall have general control of the affairs of the Association between biennial state conferences, during which time they shall consider action on conference recommendations and membership input.

B.) The Board shall have the power to fill Board vacancies except for the office of President if these occur between biennial state conferences.

C.) The Board shall undertake actions to ensure the financial health and growth of the Association, and ensure that the expenditures of the Association shall not at any time exceed the income for each fiscal year.

E.) President

The President shall be the chief spokesperson for the Association and shall preside over board meetings between state conferences and general meeting during biennial state conference. The President, with Board approval, shall appoint the chair of each standing committee, other than the bylaws and finance committees. Other duties as assigned will be outlined in the TAD Board Policies.

F.) Vice President

The Vice President shall perform duties agreed upon by the board, and shall serve at any time the President is unable to serve, or when the office of the President becomes vacant, and shall also serve as chair of the bylaws committee. The Vice President shall serve as liaison between the board and all standing committees, except the finance committee. Other duties as assigned will be outlined in the TAD Board Policies.

G.) Secretary

The Secretary shall be responsible for the minutes including record informal meeting minutes of board, general, electronic and special meetings during the state conference, and official documents of the Association. Other duties as assigned will be outlined in the TAD Board Policies.

H.) Treasurer

The Treasurer shall have charge of vested funds of the Association and shall serve as chair of the finance committee. The Treasurer shall submit a budget for the forthcoming year on an annual basis immediately prior to the beginning of the next fiscal year, for Board approval. Other duties as assigned will be outlined in the TAD Board Policies.

I.) President-Elect

The President-Elect will work in close partnership with the board, especially the President. During the election, if there are no candidates running for the President position, the current President-Elect may be elected to President by default. The President-Elect shall perform duties agreed upon by the Board. Other duties as assigned will be outlined in the TAD Board Policies.

J.) Regional Representatives

Regional Representatives must live in the region which they represent: Northwest, North, South, West, and East. Individual members considered for election or appointment shall be in good standing for the one (1) year preceding elections and are recommended to have attended at least one (1) state conference. If it is not possible to elect a regional representative during the biennial state conference, the board may appoint a Regional Representative for the vacant position. Other duties as assigned are outlined in the TAD Board Policies.

4.6- Resignation

The resignation letter must be submitted in writing to the President and the Secretary.

4.7- Removal from Office

An elected or appointed member of the Board of Directors 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.

4.8- 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 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 between him or herself and 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, nepotism, or business interests. If 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 recuse himself or herself at any board or committee meetings from any deliberations or vote on the matter giving rise to the conflict of interest.

4.9- Compensation

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

4.10- Indemnification

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

- **Article 5 – Meetings**

- **5.0- Board Meetings**

The Board of Directors shall conduct a General meeting every two years to receive progress reports on Association business. Such meetings shall be open to the public.

5.1- The Board of Directors meeting shall convene no less than four (4) times each year to conduct Association business. Such meetings shall be open to the public, announced 30 days in advance, and take place in geographically accessible regions of the state.

- **5.2- Executive Sessions**

The Board of Directors shall convene in an executive session when circumstances warrant, that is, when discussing matters of sensitive, personnel, or litigious nature.

- **5.3- Special Meetings**

Special meetings may be called upon the request of the President or at least three (3) board members. Written notification shall be given to the Board of Directors at least seven (7) days prior to the meeting. Such meetings may be held by electronic conference or similar video communication methods. Electronic vote results shall

be

ratified at the next Board meeting

- **5.4- Email Motions & Voting**

The Board of Directors, when necessary, may deliberate and vote on a formal motion presented via email. Electronic vote results shall be ratified at the next Board meeting.

- **5.5- Biennial Conferences**

The Association shall meet on a biennial basis at the state conference during odd-numbered years:

- **A.) Business Meeting:**

The Board of Directors shall provide for an official business meeting at the biennial state conference to report on the progress of the Association.

Members in good standing with “**voting privileges**” shall have the opportunity to deliberate on priorities for the next two years, consider proposed amendments to the bylaws, and elect Board of Directors.

B.) Bids & Site Selection

Bids to serve as a host site for the next biennial conference shall be in accordance with site selection and hosting policies and procedures established and announced by the Board of Directors, including selection of the winning bid. It is strongly recommended that sites shall rotate among established geographical regions in Texas. If no bids are offered, the TAD Board will take

on

the responsibility of being the host of the next biennial state conference.

- **Article 6 – Committees**

6.0- Standing Committees

The standing committees of the Association shall be the Bylaws, Finance, *The Deaf Texan* (TDT), Archives, Conference, Legislation, Youth Ambassador Program (YAP), Community Development Outreach Liaison (CDOL), and membership committees. The President with board approval shall appoint the chair of each committee, except for the bylaws and the finance committees.

6.1- Ad Hoc & Special Committees

The Board of Directors may form ad hoc or special committees from time to time, as needed. These may include committees focusing on specific projects and tasks forces. The President, with board approval shall appoint the chair of each committee. The Vice President shall serve as liaison between the board and all ad hoc and special committees.

6.2- Committee Responsibilities

A list of all committee chairs and committee members must be shared with the Board of Directors. All committees shall be required to file regular, quarterly reports to the members at the general meeting.

6.3- Incumbent Committee Chairs

After the election, the Board of Directors will review the evaluations of all current committee chairs to determine if they are eligible to continue with their duties. The Board of Directors must provide the evaluations, expectations, and guidelines for all committee chairs. If the chair fails to comply with his or her duties that are outlined in the guidelines and in TAD Board Policies, the Board of Directors shall reserve the right to replace the chair with the approval of the majority of Board of Directors.

- **Article 7 – Parliamentary Authority**

- 7.0- 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 8 – Amendments**

- 8.0- Proposed Amendments**

- These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at the biennial state conference, provided that the amendments are submitted to the bylaws committee sixty (60) days prior to the conference, that proposed amendments are distributed to the members at least thirty (30) days prior to the conference, and that the amendments are read during the conference. Any amendments or motions passed at the state conference shall become effective immediately, unless specified otherwise.

- 8.1 Suspensions**

- These bylaws may be suspended for a specific article and/or section at the biennial state conference by **three-fourths (3/4)** vote of the members present and voting.

- **Article 9 – Financial Stewardship**

- 9.0-** The TAD board is prohibited taking funds from stocks or money market accounts if the balance is below \$100,000. If the balance of funds are above \$100,000.00, the TAD board may take up to 10% of the profit value with an approval vote from the majority of the Board. This action is permitted one time each year.

- **Article 10 – Dissolution**

- 10.0- Dissolution of Assets**

- Upon the dissolution of this Association, all of its assets remaining after payment of all expenses of such dissolution shall be distributed to **Deaf organizations** in good standing or other qualified entities within the State of Texas. Such organizations shall be qualified for exemption under Section 501(c)3 of the Internal Revenue Code, or incorporated in the State of Texas as a charitable organization dedicated to the well-being of deaf and hard of hearing people. The Board of Directors or and individual members of the Association shall not receive any assets from this dissolution for any purpose.