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## **Article I. NAME**

The name of this corporation shall be the Vermont Association of the Deaf, Inc. (VTAD)

## **Article II. OBJECTIVE**

The Association shall be organized and operate mainly to promote the welfare of Deaf and Hard of Hearing people in education, economic, security, social equality and just rights and privileges as residents of Vermont.

## **Article III. MEMBERSHIP**

Section 1. — The Association shall be a federation of region affiliate of, by and for deaf and hard of hearing people in working towards its objectives. The Association shall also offer other classes of membership.

- 1.1 Region Affiliates. One (1) club or association Affiliate per region shall be recognized. The regions are North, South and Central.
- 1.2 Youth Affiliates. Five (5) or more student members of a post-secondary education program may organize for the purpose of forming an NAD College Student affiliate.
- 1.3 Organizational Affiliates. This category shall include (2) classes of organizational membership, no profit and for profit.
  - 1.3.1 Non Profit affiliates. Three (3) classes of Organizational affiliate membership bona fide national, state, and local nonprofit entities with a mission or interest in furthering the welfare of deaf and hard of hearing people.
  - 1.3.2 For Profit affiliates. Two (2) classes of Organizational affiliate membership shall be available to bona fide national, state, and local nonprofit entities with a mission interest in further the welfare of deaf and hard of hearing people
  - 1.3.3 Associate: Association members shall include all non-deaf consisting with the overall aims of the association. Association members are not eligible to vote or hold office.
  - 1.3.4 Membership Fees.
    - 1.3.4.1.1 Regional, Organizational, College student affiliates shall be determined by biennial state conference resolution.
- 1.4 Types of Membership
  - 1.4.1 State members. Association membership status in the Association shall be conferred to regular members of the State Association.
  - 1.4.2 National membership. The State shall be a member of National Association of the Deaf, upon payment of annual dues.
    - 1.4.2.1 **Senior Members.** Senior citizen membership status shall be conferred to individuals at the ages of 60 and

beyond.

1.4.2.2 **Student Membership** status shall be conferred to individuals enrolled full time at a secondary or post-secondary program

1.4.2.3 **Honorary membership** status shall be conferred by biennial state conference resolution to individual in recognition of distinguished services to the association. Honorary members are not eligible to vote or hold office.

1.4.2.4 **Associate members.** Associate member shall be conferred by biennial state conference resolution to non-deaf individuals who wish to join the association. Associate members are not eligible to vote or hold office.

1.4.2.5 **Jr NAD members.** Junior NAD membership status shall be conferred to individuals who are Junior NAD chapter members, upon payment of annual dues.

1.4.3 **Membership Fees** shall be determined by biennial state conference resolution.

## **Article IV. DIRECTORS**

### Section 1. — Board of Directors:

The board of directors shall be comprised of a president, vice-president, secretary, treasurer, three member-at-large; In addition, the immediate past president may serve as a nonvoting ex-officio member of the board of directors for one term.

### Section 2. — Powers and Limitations:

The Board of Directors shall be empowered to appoint an Executive Director to serve as the chief administrative officer of the association. All charges, responsibilities and membership directives shall persist until the Executive director shall report to the Board of Directors.

### Section 3. Duties

#### A. Officers:

##### 1. President

1. Represents the Association in all appropriate activities.
2. Presides at meetings of the members and/or directors.
3. Chair the Biennial State Conference and Board of Directors Meetings.
4. Appoints committees.

##### 2. Vice President

1. In the absence or disability of the president, the vice-president shall assume all duties of the president.

2. Assist in the training of incoming board members and committee chairs.

### 3. Secretary

1. Keeps complete and accurate record of the proceedings of the board of directors.
2. Supervises the keeping of all corporation records.
3. Has the authority to co-sign checks with the president or any other person designated through action of the board of directors.

### 4. Treasurer

1. Oversee VTAD's overall financial position.
2. Assist with preparing the association's annual budget and presenting it to the board.
3. Monitor income and expenditures by comparing the actual and budgeted figures.
4. Review financial statements (usually quarterly) with the director of finance and present them to the board.
5. File the annual federal 990 form.
6. Meet regularly with the president and other board members.

### 5. Member-at-Large

1. Works with the region representatives, assisting of scheduling and planning of activities.

### 6. Past President

Serve in an ex-officio non-voting capacity for one term, assist the president during the transition into office, serve as an advisor to the president and may assume special assignments as determined by the president and may attend board meetings.

#### Section 4. — Term of Office:

Officers: (president, vice-president, secretary, treasurer, member-at-large and deaf member-at-large) shall serve two year terms. No officer shall hold the same office for more than three consecutive terms. They shall be elected by ballot during biennial meeting years and their term shall commence at the conclusion of the biennial meeting, Board members shall be elected for a term of 2 years at the biennial conference and their term will commence at the closure of the biennial conference.

#### Section 5. — Nominations and Elections:

- A. Officers: (president, vice-president, secretary, treasurer, member-at-large and deaf member-at-large) Candidates must receive nominating signatures of at

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least twenty-five voting members in good standing representative of all regions.

B. Special Meetings: These may be called by the president or by any two directors, with a majority vote of approval by the board of directors. Notification shall be given to the entire board of directors at least seven days prior to such a meeting.

C. Meetings by Electronic Conference: Any meeting, regular or special, may be held by electronic conference or similar communication equipment, so long as all directors participating in the meeting can communicate with one another.

D. Biennial meetings. The Association shall meet in biennial state conferences during each odd-number year.

Section 6. — *Quorum:*

A majority of the board of director's members are required to attend in order to constitute a quorum.

**Article V.** *FISCAL YEAR OF THE CORPORATION*

The fiscal year of the corporation shall begin on the first day of January and end on the thirtieth day of December of each year.

**Article VI.** *AMENDMENT OF BYLAWS*

The Bylaws may be amended or repealed by approval of two-thirds majority of the members of the Corporation, eligible and voting during a regular or special meeting of the membership, with ninety days prior notice,

**Article VII.** *AMENDMENT OF THE ARTICLES OF INCORPORATION*

Amendments to the Articles of Incorporation may be adopted by a recommendation of the Board of Directors and the approval of two-thirds of the members eligible and voting during a regular or special meeting of the members and after payment of all debts and liabilities, remaining assets shall be distributed to National organizations dedicated to the well-being of deaf and hard of hearing people.

**Article VIII.** *DISSOLUTION OF THE CORPORATION*

Dissolution of the Corporation will follow the procedure as specified in the *Articles of Incorporation*.

**Article VIII.** *PARLIAMENTARY AUTHORITY*

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*

shall govern the corporation in all cases to which they are applicable and consistent with these Bylaws and any special rules of order the corporation may adopt.