

**ARTICLE I - NAME**

Section 1 **Name.** The name of the organization shall be the Vermont Association of the Deaf, hereafter referred to as the Association.

**ARTICLE II - OBJECT**

Section 1 **Object.** The Association shall be organized and operated mainly to promote the welfare of deaf and hard of hearing people in education, economic, security, social equality, and just rights and privileges as citizens.

Section 2 **Membership.** The Association shall be a federation of Region Affiliates of, by, and for deaf and hard of hearing people in working towards its objectives. The Association shall also offer other classes of membership.

Section 3 **Relationship.** The Association works with its Region Affiliates through their designated representatives. The Association renders assistance upon request to Region Affiliates.

**ARTICLE III - MEMBERSHIP**Section 1 **Organizational and Individual Membership**

1.1 **Region Affiliates.** One (1) club or association Affiliate per Region shall be recognized. The Region is based on **Region 1:** Northeast, **Region 2:** Northwest, **Region 3:** Southwest, **Region 4:** Southeast, **Region 5:** Central.

1.2 **College Student Affiliates.** Five (5) or more student members of a post-secondary educational program may organize for the purpose of forming an NAD College Student Affiliate.

1.3 **Organizational Affiliates.** This category shall include two (2) classes of organizational membership, non-profit and for-profit.

1.3.1 **Non-Profit Affiliates.** Three (3) classes of Organizational Affiliate membership shall be available to bona fide national, state, and local non-profit 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 national and state for-profit entities with a mission or interest in furthering the welfare of deaf and hard of hearing people.

1.4 **Associate:** Association members shall include all non-deaf consist with the overall aims of the Association. Associate members are not eligible to vote or hold office.

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2.2.5 **Associate members.** ASSOCIATE MEMBERS SHALL BE COMPOSED OF PERSONS WHO Conference resolution to non-deaf individuals who wish to join the association. Associate members are not eligible to vote or hold office.k

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- 8.5 **At-Large members.** Where the Board feels that particular constituency is under-represented, the Board may appoint at-large members to serve on the board for two year term as a full voting Board member.
- 8.6 **Meetings.** Regular meetings of the Board shall held at such time and place as the Board may from time to time determine. Special meetings of the Board may be called at any time by the President or not less than a majority of the Board Members.
- 8.7 **Notice.** Written notice of the time and place of all regular meetings of the Board shall be mailed or e-mailed at least 10 days in advance of the meeting. Written notice of the time and place of, and general nature of the business to be conducted at, all special meetings of the Board, shall be mailed or e-mailed at least five days in advance of the meeting.
- Section 9 **Conflict of Interest.** No member with a personal or financial interest of a material nature in the affairs of the Association shall be eligible to serve on the Board of Directors of the Association.
- Section 10 Compensation.** Members of the Board of Directors shall serve without compensation except for standard expense reimbursement for costs incurred in discharge of duties if money is available.
- Section 1 **Biennial Meetings.** The Association shall meet in biennial State conference during each even-numbered year.

## ARTICLE V - MEETINGS

- 1.1 **Conference Site.** The site selection process for biennial State conferences shall be governed by the Board of Directors. Such sites shall rotate among established geographical regions.
- 1.2 **Call to Conference.** The President of the Board of Directors shall issue an official call to the biennial State conference at least six (6) months in advance.
- 1.3 **Conference Format.** The biennial State conference format and duration shall be determined by the Board of Directors at least nine (9) months in advance.
- 1.4 **General Assembly.** The General Assembly shall be comprised by all members registered at the biennial State conference.
- 1.5 **Council of Representatives.** The Council of Representatives shall be comprised by the following members:
- 1.5.1 **State Association Representatives.** Proportionate Council of Representatives representation by State Association Affiliates shall be two delegates from each organization.

- 8.5 **At-Large members.** Where the Board feels that particular constituency is under-represented, the Board may appoint at-large members to serve on the board for two year term as a full voting Board member.
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Section 4 **Executive Director.** The Board of Directors shall be empowered to appoint an Executive Director to serve as the chief administrative officer of the Association. The Executive Director shall report to the President of the Association.

Section 5 **Indemnification.** The Association shall indemnify any officer, regional and appointed board members and employees 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 officer, board member, or employee, in which such person is made a party by reason of being or having been such officer, board member or employee, in which such person is found to be not liable such indemnification shall not be deemed exclusive or any other rights to which such officer, board member or employee may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise.

#### **ARTICLE VII - COMMITTEES**

Section 1 **Standing Committees.** The standing committees of the Association shall be the Executive Committee, the Finance Committee, and the Law Committee.

Section 2 **Committee Chairs.** The President shall appoint the chair of each standing committee.

#### **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

Section 1 **Robert's Rules of Order.** Unless otherwise provided for in these bylaws, Robert's Rules of Order, current edition, shall be the parliamentary authority of the Association.

#### **ARTICLE IX - AMENDMENTS**

Section 1 **Amendments.** These bylaws may be amended by a two-thirds (2/3) vote of the Council of Representatives present 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.

Section 2 **Suspensions.** These bylaws may be suspended for a specific purpose by a four-fifths (4/5) vote of the Council of Representatives.

#### **ARTICLE X - DISSOLUTION**

Section 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.

- 1.5.2 **College Student Affiliate Representatives.** The Council of Representatives shall include one (1) delegate from each College Student Affiliate of the Association.
- 1.5.3 **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 meet eligibility criteria set forth by the Board of Directors.
- 1.5.4 **Professional Organizational Representatives.** The Council of Representatives shall include one (1) delegate from each Professional Organization of the Association.
- 1.5.5 **Section Representatives.** The Council of Representatives shall include one (1) delegate from each Section of the Association.
- 1.5.7 **Junior NAD Representatives.** The Council of Representatives shall include two (2) delegates from the Junior NAD.
- 1.6 **Regional Caucuses.** Regional caucuses may convene at will during the biennial State conference.
- 1.7 **Privileges.** Officers and Past Presidents of the Association shall have the privileges of the Council of Representatives except voting.
- Section 2 **Regional Conferences.** Regional Conferences shall be limited to State Association Affiliates. State Association Affiliates shall convene in their respective regions no later than ninety (90) days before the biennial national conference.

## ARTICLE VI - BOARD OF DIRECTORS

- Section 1 **Meetings.** The Board of Directors shall meet at least twice each year, or upon the request of the President or at least five (5) Board members.
- Section 2 **Duties.** The Board of Directors shall have general control of the affairs of the Association between biennial national conferences. The Board shall be responsible for carrying out the mandates of the membership. The Board shall have the power to fill Board vacancies as they may occur between biennial national conferences, to appropriate money from the Operating Fund, to authorize expenditures not expressly authorized by the conference, and to ensure that the current expenditures of the Association shall not at any time exceed the regular income for each fiscal year.
- Section 3 **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.

- 8.5 **At-Large members.** Where the Board feels that particular constituency is under-represented, the Board may appoint at-large members to serve on the board for two year term as a full voting Board member.
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