

FAD BYLAWS

Florida Association of the Deaf

As amended at the 2015 Biennial FAD Conference in Orlando

ARTICLE 1 – NAME

§ 1.1 Name

The name of the organization shall be the Florida Association of the Deaf, hereafter referred to as the Association.

ARTICLE 2 – OBJECT

§ 2.1 Objective

The objective of the Association shall be to preserve, protect, and promote the civil, human, and linguistic rights of deaf, hard of hearing, late deafened, and deaf-blind individuals in Florida.

§ 2.2 Status

The Association shall be a nonprofit organization, incorporated in the State of Florida.

§ 2.3 Relationship

The Association shall be a state association affiliate member of the National Association of the Deaf (NAD) in good standing, with associated benefits and privileges.

§ 2.4 Membership

Individual membership in the Association shall be open to all deaf, hard of hearing, late deafened, deaf-blind, or hearing individuals, without discrimination on the basis of race, color, religion, sex, ethnic origin, disability, sexual orientation, or gender identity. The Association shall also offer organizational membership categories.

ARTICLE 3 – MEMBERSHIP

§ 3.1 Membership Categories

The Association shall offer an Individual Membership category and two organizational categories: Affiliate Membership and Nonprofit Membership.

§ 3.2 Individual Membership

Individual Membership shall be open to anyone eighteen (18) years of age and over.

§ 3.2.1 Status

Individual Member status shall be conferred to individuals upon payment of annual dues.

§ 3.2.2 Privileges

Individual Members in good standing shall be entitled to voting representation at biennial State Conferences.

ARTICLE 3 – MEMBERSHIP, *cont'd*

§ 3.3 Affiliate Membership

Affiliate Membership shall be open to eligible local and state clubs or organizations.

§ 3.3.1 Status

Affiliate Membership status shall be conferred to local and state clubs or organizations in Florida led by and representing deaf, hard of hearing, late deafened, or deaf-blind people, upon payment of annual dues.

§ 3.3.2 Privileges

Affiliate Members in good standing shall be entitled to voting representation at biannual Board Meetings and biennial State Conferences. Affiliate Members with 99 members or less shall designate one (1) representative and those with 100 or more members shall designate up to two (2) two representatives. Each designated representative shall also be an Individual Member in good standing.

§ 3.4 Nonprofit Membership

Nonprofit Membership shall be open to eligible local and state nonprofit entities or government agencies.

§ 3.4.1 Status

Nonprofit Membership status shall be conferred to local and state nonprofit entities or government agencies in Florida that provide services to deaf, hard of hearing, late deafened, or deaf-blind people, upon payment of annual dues.

§ 3.4.2 Privileges

Nonprofit Members in good standing shall be entitled to one (1) non-voting representative at biannual Board Meetings. The designated representative shall also be an Individual Member in good standing.

§ 3.5 Membership Dues

The Board of Directors shall determine dues for all membership categories.

ARTICLE 4 – BOARD OF DIRECTORS

§ 4.1 Board of Directors

The Board of Directors of the Association shall be composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, Appointed Members, and Affiliate Organization Representatives.

§ 4.2 Elected Officers

The President, Vice President, Secretary, and Treasurer of the Board of Directors shall be elected by ballot at the biennial State Conference. Individual Members who seek office shall be in good standing for the two (2) years preceding election and shall have attended at least one (1) State Conference.

§ 4.3 Immediate Past President

The outgoing President of the Board of Directors, upon completion elected term of office, shall assume the role of Immediate Past President.

ARTICLE 4 – BOARD OF DIRECTORS, *cont'd*

§ 4.4 Appointed Members

The Board of Directors may select up to two (2) Appointed Members for special expertise. Individual Members considered for appointment shall be in good standing for the two (2) years preceding election and shall have attended at least one (1) State Conference.

§ 4.5 Candidacy Requirements

The Election Committee shall receive completed candidacy forms, requisite background information, and proof of membership from prospective candidates for elected Board positions no later than thirty (30) days prior to the biennial State Conference to verify candidacy requirements are met. Names of official Board candidates shall be posted seven (7) days prior to the start of the conference. If there are no prospects for a particular Board position, the Election Committee shall receive candidacy documents prior to the start of the conference business meeting.

§ 4.6 Terms of Office

Elected Officers of the Board of Directors shall be eligible to serve for no more than three (3) consecutive two-year terms. Appointed Members of the Board shall be eligible to serve for no more than two (2) consecutive two-year terms.

§ 4.7 Assumption of Office

Elected Officers shall assume their respective Board duties immediately after adjournment of the biennial State Conference. Appointed Members shall start their respective Board duties no later than sixty (60) days after the conference. Designated representatives of Affiliate Members shall start their respective Board duties no later than thirty (30) days after the conference.

§ 4.8 Duties of Office

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. The Board shall have the power to fill Board vacancies except for the office of President if these occur between biennial State Conferences. 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.

§ 4.9 Duties of the Board of Directors

Duties specific to each member of the Board of Directors are as follows:

§ 4.9.1 President

The President shall be the chief spokesperson for the Association and shall chair official Board meetings of and business meetings during biennial State Conferences. The President, with Board approval, shall appoint the chair of each standing committee other than the Finance Committee, and shall be an ex officio member of all committees.

§ 4.9.2 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.

§ 4.9.3 Secretary

The Secretary shall be responsible for the minutes of Board meetings, business meetings during the State Conference, and official documents of the Association.

ARTICLE 4 – BOARD OF DIRECTORS, *cont'd*

§ 4.9 Duties of the Board of Directors, *cont'd*

§ 4.9.4 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.

§ 4.9.5 Immediate Past President

The Immediate Past President shall confer with the President and provide input to the Board of Directors.

§ 4.9.6 Affiliate Member Representatives

Affiliated Members shall serve as liaison between the Board and their respective organizations, and work with the Board of Directors as a whole.

§ 4.10 Resignation

Resignations from the Board of Directors must be submitted in writing to the President and the Secretary.

§ 4.11 Removal from Office

Elected and appointed members of the Board 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.

§ 4.12 Conflict of Interest

Elected and appointed members of the Board of Directors, prior to acceptance and during their tenure, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the Association. In the event of such conflict, the Board member shall promptly disclose the conflict to the Board and recuse self from deliberations or vote on the matter that gives rise to the conflict of interest.

§ 4.13 Compensation

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

§ 4.14 Indemnification

The Association shall indemnify any Board or committee member against expenses actually 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 member and is found to be not liable. Such indemnification shall not be deemed exclusive or any other rights to which such Board or committee member may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE 5 – MEETINGS

§ 5.1 Full Board Meetings

The full Board of Directors, including representatives of Affiliate Member organizations, shall meet on a biannual basis to receive progress reports on Association business. Such meetings shall be open to the public, announced 60 days in advance, and take place in geographically accessible regions of the state.

ARTICLE 5 – MEETINGS, *cont'd*

§ 5.2 Executive Board Meetings

The executive Board of Directors, comprised by elected and appointed members and the immediate past president, shall convene no less than four (4) times each year to conduct Association business. Such meetings shall be open to the public, announced 60 days in advance, and take place in geographically accessible regions of the state.

§ 5.3 Executive Sessions

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

§ 5.4 Special Meetings

Special meetings may be called upon the request of the President or any three (3) Board elected or appointed members. Notification shall be given to the Executive 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 executive Board meeting.

§ 5.5 Email Motions & Voting

The Executive 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 executive Board meeting.

§ 5.6 Biennial Conferences

The Association shall meet on a biennial basis at the State Conference during odd-numbered years.

§ 5.6.1 Business Meeting

The Executive Board of Directors shall provide for an official business meeting at the biennial State Conference to report on the progress of the Association. Further, 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 new Board officers.

§ 5.6.2 Bids & Site Selection

Affiliate Member organizations may bid to serve as host for the next biennial State Conference. Such bids shall be in accordance with site selection and hosting policies and procedures established and announced by the executive Board of Directors, including selection of the winning bid.

ARTICLE 6 – COMMITTEES

§ 6.1 Standing Committees

The standing committees of the Board of Directors shall be the Bylaws, Communications, Finance, Investment, and Membership committees. The President with Board approval shall appoint the chairs of each committee (other than Finance) and the Vice President shall serve as Board liaison on all committees.

§ 6.2 Ad Hoc & Special Committees

The Board of Directors may form ad hoc or special committees from time to time, as may be needed. These may include committees focusing on biennial State Conference matters, specific projects, and task forces. The President with Board approval shall appoint the chairs of each committee, and the Vice President shall serve as Board liaison on all committees.

ARTICLE 7 – PARLIAMENTARY AUTHORITY

§ 7.1 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

§ 8.1 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 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.

§ 8.2 Suspensions

These bylaws may be suspended for a specific purpose at the biennial State Conference by four-fifths (4/5) vote of the members present and voting.

ARTICLE 9 – DISSOLUTION

§ 9.1 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 Affiliated Member organizations in good standing or other qualified entities within the State of Florida. Such organizations shall be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or incorporated in the State as a charitable organization. The Board of Directors or and individual members of the Association shall not receive any assets for any purpose.

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