

BYLAWS

Revised August 8, 2015

ARTICLE 1: NAME

- 1.1 The name of the Association shall not be used for any other purpose or reason without the authority of the Board of Directors.

ARTICLE 2: OBJECTIVES

- 2.1 The Association shall be controlled essentially by the voting members and shall not have control over the internal affairs nor the finance of the National Association of the Deaf, Inc.
- 2.2 The Association shall make no diversion of income or assets inconsistent with its objects and purposes to any members or private persons.

ARTICLE 3: AFFILIATION

- 3.1 The organization of the Deaf in the State of Missouri could be organized and be a Chapter of the Association and the national association by writing to the Association President, and shall abide by and honor the regulations of these respective associations that may govern the chapters as the affiliate members.
- 3.2 A chapter, consisting seven (7) or more Association members, may be organized and be affiliated with the Association under the supervision of the Association President. Such chapter shall be issued a chapter charter by the Association President or his/her representative, providing that the said chapter completes its bylaws.
- 3.3 All chapters shall be incorporated and affiliated under the name of the chapter in words, "A Chapter of the Missouri Association of the Deaf."
- 3.4 The chapter's officers shall be President, Vice-President, Secretary, and Treasurer (or Secretary-Treasurer). The chapter's bylaws shall be patterned after the Association's Bylaws and be designed to suit the chapter's needs, and the copies of such shall be filed with the Association President and the Secretary.
- 3.5 A minimum of seven (7) voting members listed on the chapter's membership roster shall constitute a quorum for transaction of business in all chapters' meetings, and the meetings shall be governed by the Robert's Rule of Order, Revised or its equivalent.

- 3.6 All officers, representatives, and members of the chapters shall be the members of the Association.
- 3.7 The chapter members who are the Association members shall have the right or opportunity to state or exercise influence on the affairs of the Association.
- 3.8 Each chapter shall impose the local membership dues to defray all legitimate expenses of said chapter.
- 3.9 Membership Recruitment Committee members from each chapter shall be appointed by the Association Second Vice-President and the duties of the appointees shall be provided for by the policies.
- 3.10 The chapter's assessment dues to be paid to the Association shall be governed by the policies.
- 3.11 The chapter shall elect the officers and representative to the Board of Directors at its next election date following the adjournment of the Association conference, and shall submit to the Association Secretary the names and addresses of the elected officers and its representatives within ten (10) days.
- 3.12 A chapter shall forfeit its charter for any disobedience of order issued by the Association Board of Directors for any failure to observe the principles or laws of the Association.
- 3.13 Any Deaf organization or organization serving the Deaf, other than the chapters, in the State of Missouri may affiliate with the Association and shall be known as an Affiliate upon payment of the prescribed membership due.
- 3.14 An Affiliate may send a representative to the Board of Directors meeting at its own expense and shall have all privileges except voting.

ARTICLE 4: MEMBERSHIP DUES AND ASSESSMENTS

- 4.1 Any Deaf resident in the State of Missouri may become an active member upon a payment of the prescribed membership due and shall have all rights and privileges.
- 4.2 An associate membership may be conferred on a Deaf non-resident of Missouri and shall have all rights and privileges except holding an office upon a payment of the prescribed membership due.
- 4.3 An associate membership may be conferred on a hearing resident of Missouri engaging in work with the Deaf or actively interested in their welfare and shall have all rights and privileges except holding an office upon a payment of the prescribed membership due.

- 4.4 An honorary membership may be conferred by a majority vote of the voting members present at the Association's conference and such membership be permanent in nature, and shall have all privileges and rights except voting and holding an office.
- 4.5 The Association shall award free membership to the Deaf graduates from any residential/public/private secondary school program in the State of Missouri, and such free membership shall be in effect until the next following conference of the Association.
- 4.6 The Board of Directors shall have the authority to, for criminal action(s) against the Association, revoke a membership to the Association. Charges and/or complaints must be in writing, dated and signed before the Association Secretary can accept it. A Trial and Hearing Policy, detailing type of criminal actions, procedures of hearing and final rulings, shall be kept in the Association Secretary's file.
- 4.7 The Association shall pay the prescribed affiliation membership fee annually to the NAD with the date as prescribed in the policies.
- 4.8 The individual membership dues as prescribed in the policy shall be payable annually by the first of January for a period from January 1st to December 31st, and shall be paid directly to the Association Treasurer.
- 4.9 The Chapters and the Affiliates shall be assessed as prescribed in the policy, and it shall be payable annually by the first day of January for a period from January 1st to December 31st.
- 4.10 An active member, who had attained the age of sixty (60) years old and above, shall be classified as a senior citizen and shall pay a membership due as prescribed in the policies.
- 4.11 Any new member paid at and after the conference or after September 1st during non-conference year, shall extend the membership to December 31st, the next calendar year. The annual renewal membership shall expire on December 31st in the same year.
- 4.12 A sixty (60)-day grace shall be allowed before the membership is being terminated.

ARTICLE 5: THE EXECUTIVE BOARD

- 5.1 The Executive Board shall consist of President, First Vice President, Second Vice President, Secretary, and Treasurer, and shall have the duties and powers provided by the Bylaws and Policies.
- 5.2 The candidates for the offices shall be chosen from among the members present at the meeting of the Association conference at which the election is

held, and shall be the legal residents of Missouri and have the paid-up membership dues of the Association and their local Chapter, if such exists, for at least one (1) year prior to the conference.

- 5.3 The officers shall be elected by secret ballot with a majority vote of the voting members present during the conference for a two (2)-year term.
- 5.4 Before beginning their duties, the officers-elect shall take the following oath to be administered by a former President or a member appointed by members present at the conference:

"I do hereby pledge to faithfully perform the duties of office to which I have been elected to the best of my ability and for the benefit and honor of the Missouri Association of the Deaf, Inc. So help me God."
- 5.5 The officers thus elected shall assume their respective office the next day after the adjournment of the conference at which they were elected. The transition of present officers and newly elected officers shall take place prior to newly elected officers assuming their respective office. The outgoing officers shall be part of any meeting or business transactions conducted by the newly elected Board during the thirty (30) days period of transition.
- 5.6 Any resignation from office shall be made in a written notice with statement of reasons to the Association President or the Secretary not less than thirty (30) days prior to a date of an official resignation. If failed to do so, any compensation due to said person shall not be reimbursed. Vacancies in office caused by resignation or otherwise shall be filled by the Board of Directors.
- 5.7 The elected officers shall have the approval by the Board of Directors via email and/or at the Board of Directors meeting for any intended activities while performing their duties and be compensated with a receipt for the expense incurred.
- 5.8 No elected officers shall be ousted from designated office for any reason without a dialogue by the Board of Directors. In the event that it is found necessary to remove such officer from the office, a majority vote of the Board of Directors shall constitute the removal action. Such ousted officer shall have the right to appeal to the Board of Directors at the next meeting or special meeting.
- 5.9 The duties of the officers shall be as follows:
 - 5.9.1 The President
 - a. Shall perform all duties that are associated with the office of the President.
 - b. Shall preside all meetings of the Association, the Board of Directors and the Executive Board, shall serve as an ex-officio of all standing and other committees and the conference committee, and shall rule on matters in dispute.

An appeal from a ruling by the President may be sustained by a two-thirds (2/3) majority vote of the Board of Directors.

- c. Shall be the Association liaison officer in matters which the state and national associations are concerned.
- d. Shall have the power to appoint all standing and other committee chairpersons.
- e. Shall submit a report to the members present at the conference and by an authority of the Executive Board, such report may be printed in the Association's newsletter.
- f. Shall see that all orders, policies, resolutions, and motions of the Association are implemented.
- g. Shall, in all circumstances, see that any of the orders, policies, resolutions, and motions of the Association is not nullified or amended.

5.9.2 The First Vice-President

- a. Shall perform any legitimate function as determined by the President or by the Board of Directors.
- b. Shall assume the duties of the President in his/her absence.
- c. Shall be the chair of the Law Committee.
- d. Shall be the chair of the Legislative Committee.

5.9.3 The Second Vice-President

- a. Shall perform any legitimate function as determined by the President or by the Board of Directors.
- b. Shall assume the duties of the President and/or First Vice-President in his/her absence.
- c. Shall be chair of the Workshop Committee.
- d. Shall be chair of the Membership Recruitment Committee.

5.9.4 The Secretary

- a. Shall record all the minutes of the meetings of the Executive Board, the Board of Directors, and the Association Conference.
- b. Shall have the conference proceedings ready for printing and distribution to the members within three (3) months after the close of the conference.
- c. Shall keep the updated list of the members, their addresses, and their membership status.
- d. Shall be in charge of all documents, inventories, and other properties belonging to the Association.
- e. Shall be in charge of all papers, records, and correspondences of the Association except which property belongs to the officers.

5.9.5 The Treasurer

- a. Shall receive all monies, belonging to the Association, from all sources and keep a minute account of monies received and give the receipts for same.

- b. Shall make deposits within ten (10) days after receiving the receipts into the proper classified accounts under the Association's name.
 - c. Shall make a report to state the finances of the Association at the conference and to the Executive Board and the Board of Directors whenever a meeting is being held or when called upon to do so.
 - d. Shall make any business transaction no more than two hundred fifty dollars (\$250.00) within the authorization of the Association President.
 - e. Shall oversee notices of the membership dues when being due, keep records of the membership status and give a copy of same to the Association Secretary, and may, with the approval of the Board of Directors, appoint an assistant to assist with these.
 - f. Shall be bonded annually.
 - g. Shall have the treasurer's books and financial reports be audited by a Certified Public Accountant or the audit committee with the duties and responsibilities as provided for by the Audit Policy.
 - h. Shall make a financial report to the United States Internal Revenue Service within thirty (30) days after August 31st of each year. The fiscal year is from May 1st to April 30th.
 - i. Shall fill in the Incorporation fee report submitted by the State of Missouri with the officers' names and addresses and pay annual prescribed fee.
 - j. Shall send a membership roster listing all chapter members and their addresses to the chapter treasurer on January 1st of each year.
 - k. Shall be empowered to appoint two treasury staff assistants to assist in tending the Association's accounts with approval from the Board of Directors.
 - l. Shall be chair of the Ways and Means Committee.
- 5.10 The Executive Board may conduct the business by either email, postal mail, videophone (VP) or web meeting as needed; when called to do so by the President. The members of the Executive Board shall be compensated for their transportation and meal expenses while attending duly authorized meetings as prescribed in the policies.
- 5.11 The purpose of the Executive Board meeting shall be keeping abreast with the various communication, informational materials, any problem that might arise between the meetings, and any other important issue to be discussed and to be conducted, and shall submit to the Board of Directors at the following meeting.
- 5.12 The President shall have authority to summon a special meeting of the Executive Board other than scheduled meeting whenever deems necessary or when requested to do so by majority of the board members.

ARTICLE 6: THE BOARD OF DIRECTORS

- 6.1 The Board of Directors shall be consisted of the Officers as prescribed in the Bylaws (Article 5) with the President as the Chair of the Board, and one representative from each Chapter and affiliation member, and shall have the duties and powers as provided by the Bylaws and Policies.
- 6.2 The Board of Directors shall manage the affairs of the Association and the Chapters of the Association. It shall have the power to develop, revise, and delete any policies of the Association. It shall at all times carry out the wishes of the Association, as far as practicable, expressed at recent conference, and by the petition(s) as may be submitted by 50.1 percent (%) between the conferences.
- 6.3 It shall have the power to use any available funds of the Association for purpose intended to promote the Association's interests. It shall have board liability insurance coverage.
- 6.4 The business of the Board of Directors may ordinarily be carried on by fax, email, or postal mail with each board member being afforded full opportunity to participate. It shall meet at least two (2) times a year when called to do so by the President.
- 6.5 The members of the Board of Directors, except the representative of the Affiliates, shall be compensated for their transportation, lodging, and meal expenses as prescribed in the Policies.
- 6.6 The President shall have authority to summon a special meeting of the Board of Directors other than scheduled meeting whenever deems necessary or when requested to do so by majority of the board members.
- 6.7 The Board of Directors shall formulate and maintain appropriate regulations for handling of the funds of the Association and of the General Fund, and for the duties and responsibilities of the Auditors.
- 6.8 The Board shall have authority, with respect to the General Fund, to underwrite the purchase, acquire, subscribe for, hold, pledge, hypothecate, exchange, sell, and deal in any interest in or relating to stocks, bonds (excluding marginal trading, short selling and commodities), and any other evidences of indebtedness and obligation of any corporation, association, partnership syndicate, entity, person or governmental, municipals or public authority, and evidences of any interest in respect of such stocks, bonds, and other evidences of indebtedness and obligations, to pay therefore in cash or other property and while the owner or holder of any such, to exercise all rights, powers, and privileges of ownership or interest in respect thereof, including the right to vote thereon: and to delegate all such rights to any certain offices or

officers of the Association who shall act as the agent or agents of the Board of Directors in such transactions.

- 6.9 Any Committee Chair or alternate, Coordinator of the Association Youth Leadership Programs, Association Webmaster, and the Association Newsletter Editor, who duly attended the meeting of the Board of Directors upon request by the President, shall be accorded all privileges.
- 6.10 Upon request of the Missouri Commission for the Deaf and Hard of Hearing (MCDHH), the Board of Directors shall collaborate with MCDHH.
- 6.11 The President shall extend a courtesy invitation to any past president of the Association to attend the meetings of the Board of Directors and shall be accorded all privileges except that of voting, providing that he/she is the resident of Missouri.
- 6.12 The Board of Directors meetings, except for the Board's internal affairs, shall be open to the public. The Board meeting notices shall be announced through the Association's social media.
- 6.13 If a duly elected member of the Board of Directors is absent from two (2) consecutive meetings of the Board without sufficient reasons, he/she shall be removed from the Board. If the member is a Chapter or Affiliate representative, his/her Chapter or Affiliate shall be asked for a replacement.
- 6.14 The Board of Directors shall submit their typed reports to the Secretary within 72 hours (3 days) prior to the Board meetings.

ARTICLE 7: PROPERTIES OF ASSOCIATION

- 7.1 The Board of Directors shall have sole responsibility for all properties of the Association, and the inventory of each property shall be recorded and filed by the Secretary with a copy of such to the President.
- 7.2 Inventory of Properties:
 - a. An inventory sheet shall list all assets owned by the Association such as: real estate property, desks, typewriters, chairs, telecommunication devices, desk cabinets, baskets, computer equipment, attaches, and all other items of value belonging to the Association.
 - b. If the office of the Secretary changes hands, the outgoing Secretary and the incoming Secretary shall sign the inventory sheet indicating that all assets listed on such sheet are being accounted for, and it shall also be signed by the President.
 - c. The Secretary and the Treasurer shall file all Association papers for the reports at the conference.

- d. All items that are being sold or traded shall be listed on the inventory sheet, and the updated list shall be submitted to the Board of Directors by the Secretary.

- 7.3 During periods between the conferences, when it deems to dispose of any property of the Association, such disposition on sale action shall be decided by a majority vote of the Board of Directors, and such action shall be open to the highest bidder and be advertised in the Association's newsletter.

ARTICLE 8: RULES OF ORDER

- 8.1 The proceedings of any Association Conference, the Executive Board and the Board of Director's business meetings shall be governed by ordinary parliamentary rules. In case of dispute, Robert's Rule of Order, Newly Revised shall be the authority.

ARTICLE 9: AMENDMENTS

- 9.1 An amendment to the Constitution or the Bylaws of the Association shall be made in writing and be seconded by the voting member of the Association, and such amendment shall be submitted to the Law Committee Chair not less than thirty (30) days prior to the conference.
- 9.2 Any new amendment(s) may be proposed and seconded from the floor during business session at the conference.
- 9.3 The amendment(s) shall be constituted by a two-thirds (2/3) majority vote of the voting members present at the conference.

ARTICLE 10: DISSOLUTION

- 10.1 In the event of dissolution of the Association, the action shall not be executed if there are twenty-five (25) dissenting voting members.
- 10.2 In the event of dissolution, the assets, after clearing the outstanding debts shall not be distributed among the members, officers, or any private persons, except that the Association shall be authorized and empowered to pay reasonable compensation that is being owed.
- 10.3 After all tangible assets are being disposed of; all assets shall be turned over to the National Association of the Deaf, Inc. (NAD) to be held in a trust for a period of five (5) years.
- 10.4 After the five (5)-year period, the trust shall be transferred to the NAD, providing that it is eligible as the tax-exempt organization as described in Section 501(c) (3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- 10.5 In the event of a revival of the Association, after being in existence of two (2) years, it shall be eligible to retrieve the trust fund from the NAD. Any income accrued from said trust shall be retained by the NAD.
- 10.6 In the event of dissolution by a chapter, all assets and records belonging to said chapter shall be turned over to the Association to be held in a trust for two (2) years.
- 10.7 In the event of a revival of a chapter, after being in existence of two (2) years, the assets held in a trust shall be returned to the said chapter. Any income accrued from said trust shall be retained by the Association.
- 10.8 In the event of dissolution of a chapter, after a two (2)-year period, all assets shall be distributed as per said chapter's bylaws, directing that the assets of said chapter be distributed to, providing that it met the requirement of the Section 501(c) (3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). If such requirement is not met, the Association shall assume all of said chapter's assets. A copy of the bylaws of said chapter must be filed with the Association's President and Secretary prior to the dissolution of said chapter, and the Association shall govern the distribution of its assets.