

CONSTITUTION AND BY-LAWS

OF

TENNESSEE ASSOCIATION OF THE DEAF



2017-2019

CONSTITUTION

1. The name of the organization shall be The Tennessee Association of the Deaf (referred to herein as The Association).
2. The duration of this Association is perpetual.
3. The Association shall have a P. O. Box 293385, Nashville, Tennessee 37229-3385. The address can be brought up to date (changed) by the Board of Directors as needed.
4. The Association is not for profit.
5. The purposes for which the Association is organized are:
 - a. To promote the educational, economic and social welfare of the Deaf in Tennessee and to assist Deaf People in the exercise of their rights.
 - b. Notwithstanding the above purposes, the Association shall do nothing that would prevent it from qualifying for or obtaining tax-exempt status organization described in section 501 c (3) and 170 c (2) of the International Revenue Code of 1954 as it is or may be amended.
6. The Association shall have those classes of membership set out in the By-Laws.
7. The Association shall have a Board of Directors consisting of the President, the First Vice President, Second Vice Presidents (consisting of the Chapter Presidents), a Secretary, a Treasurer, an Emeritus Past President. the Tennessee School for the Deaf Alumni Association, the Black Deaf Advocates, Tennessee Deaf-Blind Association and representatives of member Affiliated Organizations in good standing.
8. In the event of dissolution, the residual assets of the Association shall be turned over to another organization recognized as exempt and described under section 501 c (3) and 170 c (2) of the International Revenue Code of 1954 as amended and organized for the purpose of assisting elderly Deaf citizens or to the federal, state or local government for exclusive public purposes.
9. This constitution may be amended by a three-fourth (3/4) affirmative vote of those cast by the members at any regular Conference. Proposed constitutional amendments shall be submitted in writing to the Law Committee not less than sixty days before the date of a Conference.

Adopted this 16th day of June, 2017 By-Laws

BY-LAWS

ARTICLE 1--PURPOSE

The purpose of this organization is to promote the education, economic, social welfare and preservation of the Deaf in Tennessee. The Association shall be a cooperating member of the National Association of the Deaf.

ARTICLE 2 --MEMBERSHIP

2.01 General

All persons interested in the objectives of this organization are eligible for membership.

2.02 Classes of Membership

The membership of the Association shall be divided as follows:

- a. Active Members. All members of the Association who are Deaf and who are residents of the State of Tennessee shall be active members. Active members are eligible to hold office in the Association and vote on Association matters.
- b. Associate Members. Hearing persons who are interested in the objectives of the Association and who are residents of Tennessee are eligible for associate membership in the Association. Associate members may vote on Association matters but are not eligible to hold office.
- c. Non-Resident Members. Any Deaf or Hearing person not residing in the State of Tennessee is eligible for non-resident membership in the Association. Non-resident membership may vote on Association matters but are not eligible to hold office.
- d. Honorary Members. Any person may be an honorary member of the Association by the majority vote of those present at the Conference. They shall be entitled to all privileges of active members except voting and holding office. They shall not be subject to dues of the Association.
- e. Students. Any Deaf students who are legal residents of the State of Tennessee shall NOT be subject to dues of the Association when registering at the Conference. They are not eligible to vote or hold office.

ARTICLE 3--OFFICERS

3.01 Officers and Term

The officers of the Association shall be the President, the First Vice president, the Second Vice Presidents (consisting of the Chapter Presidents), the Secretary, and the Treasurer. Term of office shall be two (2) years. The officers shall head the Board of Directors.

3.02 Qualifications

- a. The officers of the Association shall be elected by majority of the members by ballot in Conference assembled except for the Second Vice Presidents who shall be elected by their own chapters in September.
- b. The president shall not hold the same office for more than two full consecutive terms.
- c. No member shall be elected to office unless he/she has been an active member in good standing for at least one (1) year in chapter(s) and/or TAD preceding the election and has attended at least one Conference.
- d. There shall be no relative relationship between the President and the Treasurer.

3.03 Past President Consultant

The officers of TAD shall recommend a past president as a consultant to the board of directors for approval. The past president will serve as a consultant to the officers of TAD.

3.04 Oath

Newly elected officers shall assume office immediately after final adjournment of the current Conference and continue in office until their successors are elected and qualified. The following oath shall be administered by the retiring president or other member in good meeting following their election. Chapter Vice Presidents shall be sworn in by the president at the next Board meeting following their election.

“I SOLEMNLY PROMISE TO OBSERVE AND UPHOLD THE CONSTITUTION AND BY-LAWS OF THE TENNESSEE ASSOCIATION OF THE DEAF, TO PROMOTE ITS WELFARE AND TO PROTECT IT FROM THOSE WHO WOULD WILLFULLY HARM IT. I WILL AT ALL TIMES DISCHARGE THE DUTIES OF MY OFFICE TO THE BEST OF MY ABILITY. SO HELP ME GOD.”

3.05 Compensation

Officers shall serve without compensation for duties rendered on behalf of the Association.

Officers may be reimbursed for expenses incurred in the performance their duties. They shall submit vouchers or written reports of their expenses to the Board of Directors for their approval.

3.06 Resignation

The resignation of any officer shall take effect when submitted in writing to the President or the First Vice President of the Association.

3.07 Vacancy

In the event of a vacancy (other than that of Chapter Presidents) the President shall be empowered to choice a qualified member of the Association to fill the vacancy, subject to the approval of the Board of Directors. In the event of the vacancy of a Chapter President, the Chapter shall vote a new person in.

ARTICLE 4--DUTIES OF OFFICERS

4.01 The President

- a. Shall preside at all meetings of the Association and of the Board of Directors and rule on matters in dispute. An appeal of a ruling by the President may be sustained by a two-thirds vote of the membership at the Conference or the Board of Directors, when applicable.
- b. Shall head the list of Associational Representatives at Conferences of the National Association of the Deaf and shall be the liaison officer in matters in which the State and National Associations are concerned.
- c. Shall approve all bills and expenditures incurred by the Association subject to the approval of the Board of Directors.
- d. Shall serve as executive officer of the Association between Conferences with the power to act in any emergencies.
- e. Shall be empowered to call a meeting of the Board of Directors when deemed necessary or take a vote by mail on matters put before the Board of Directors.
- f. Shall perform all the duties ordinarily associated with the office of President.

4.02 The First Vice President

- a. Shall discharge the duties of the President in his absence.

- b. Shall plan and develop programs, develop a financial strategy, and perform other duties as assigned by the President.
- c. Shall coordinate state-wide calendar for scheduling activities.
- d. Shall, if so designated by the President, act as ex-officio representative to all community, local, state and other functions.
- e. Shall be responsible for programs for special recognition of members:
 - a. Nominations
 - b. Questionnaires
 - c. Awards
- f. Shall consult the Host Chapter of the State Conference plans.

4.03 Second Vice Presidents (Chapter Presidents)

- a. Shall preside at all meetings of his respective Chapter
- b. Shall perform for his Chapter all the duties ordinary associated with the office of President.
- a. Shall attend all Board of Directors meeting to represent his Chapter.

4.04 The Secretary

- a. Shall keep a correct record of the proceedings of the Association at its various meetings and prepare the same for publication as may be directed by the Association.
- b. Shall keep complete list of the officers and members and their Post Office address
- c. Shall give ample time to each member notice of a coming meeting
- d. Shall have charge of all papers and correspondence of the Association except that which properly belongs to other officers.
- e. Shall within sixty (60) days after the conclusion of each Board meeting, send copies of all said minutes to each Board member and Committee Chairperson.

4.05 The Treasurer

- a. Shall receive and assure custody of all monies belonging to the Association and keep the monies on deposit in a savings bank or similar institution having deposit insurance.
- b. Shall keep an accurate account, verified by vouchers, of its receipts and expenditures and submit an audited report of the same to the Association at its regular meetings.
- c. Shall pay no bills unless approved by the President or the Board of Directors.
- d. Shall give members notice of their dues when due and keep a record of those who are in arrears.

- e. Shall close and transfer all accounts to the succeeding Treasurer within 90 days after the last Conference.
- f. Shall have debit cards available for the president and the treasurer by the associations bank.
- g. Shall not have the authority to close or cut off any monies, such as debit cards without board of directors' approval.

ARTICLE 5--BOARD OF DIRECTORS

5.01 Duties and Function

The Board of Directors shall have general management of the affairs of the Association as expressed by resolutions or otherwise.

5.02 Authority

- a. The Board of Directors shall have power to use any available funds of the Association to promote the interest of the Association. By referendum the Board shall mail the purposed purchase to any item over \$2,000 to all Association members for an approval.
- b. The Board of Directors shall have power by a majority vote to suspend any officer from the discharge of his or her duties for good and sufficient reasons; however, such suspended member shall have the right to appeal to the Association at the next regular meeting following the suspension.

5.03 Automatic Dismissal

If a member of the Board of Directors absents himself/herself from three (3) meetings of the Board without sufficient reason in a two-year term following by their election, he/she shall be considered removed from the Board and a successor shall be named by the President with the approval of the remaining members of the Board. If the member is a Chapter President, the Chapter shall be asked to elect someone else.

5.04 Reimbursement

The Association and District Chapters shall be responsible for legitimate expenses, such as traveling, meals and lodging. Reimbursement of all Association officers except for Second Vice Presidents is the responsibility of the Association. All District Chapters shall reimburse their Chapter Presidents for legitimate expenses accumulated while attending Association meetings. Board members who drive to association meetings shall be reimbursed for gas receipt at the prevailing rate of a leading automobile association.

ARTICLE 6--AUDITORS

6.01 The Association Auditors

The Treasurer of the Association, subject to the approval of the President, shall pick three (3) auditors, one from the Board of Directors, one from the Finance Committee, and one not a member of the Board of Directors, to examine the books of the Association prior to each meeting. The auditors will attest their signatures to the Treasurer's report indicating the books are current, corrected and follow acceptable accounting procedures.

6.02 The Chapters Auditors

Chapter Presidents shall bring forth their respective financial statements for the annual audit by the Association on request of the President of the Association. The President of the Association, subject to the approval of the Board of Directors, shall pick three (3) auditors, not members of the Board of Directors to examine the books of each chapter annually.

6.03 The Deaf Tennessean Financial Reports

The Association Auditors shall examine financial reports submitted by the Deaf Tennessean Publication Business Manager. The auditors will attest their signatures to the financial reports indicating the financial reports are current, corrected and follow acceptable accounting procedures.

6.04 Youth and Mentor Program Financial Reports

The Association Auditors shall examine the financial reports submitted by the Chairperson of Youth and Mentor Program. The auditors will attest their signatures to the financial reports indicating the financial reports are current, corrected and follow acceptable accounting procedures.

ARTICLE 7--COMMITTEES

7.01 Standing Committees

The Association shall have the following committees.

- a. Law Committee
- b. Legislative Committee
- c. Cultural Committee

- d. Finance Committee
- e. Membership Committee
- f. Grievance Committee
- g. Legal Aid Committee
- h. United Deaf Service Coordinator Committee
- i. Deaf Tennessean Editor
- j. Youth and Mentor Program
- k. Historic Preservation Committee

7.02 Nominating Committee

A Nominating Committee shall be appointed by the President who shall prepare a slate of Deaf members with qualifications to be submitted at the Conference when the election of officers is in order. Nominations from the floor are always in order.

7.03 Resolutions and Necrology Committee

A Resolution and Necrology Committee shall be appointed by the President six (6) months preceding the Conference. Each committee shall have no less than three (3) members.

ARTICLE 8--DUES AND ASSESSMENTS

8.01 Dues

The membership dues shall be determined by the membership and shall be effective from Conference to Conference.

8.02 Forfeit of Privileges

No member shall be entitled to privileges of Active Membership whose dues are in arrears.

8.03 Collection of Dues by Chapters

The Treasurer of each Chapter may collect Association membership dues locally, and must turn same over to the Association within sixty (60) days.

ARTICLE 9--PUBLICATIONS

9.01 The Deaf Tennessean

The Deaf Tennessean shall be a program of the Association.

- a. Members of the publication staff shall be comprised of persons who are active members of the Association.
- b. The publication staff shall be responsible for establishing policies which will make for a smooth and efficient publication of the newsletter.
- c. The publication staff shall welcome any contributor who provides articles beneficial and newsworthy to the membership.
- d. The publication staff shall appoint an editor and business manager to oversee the operations of the newsletter.

9.02 Financial Assistance

The Board of Directors, subject to approval of the membership may expend funds for publication endeavors it deems to be in the best interest of the Association.

ARTICLE 10--PROPERTY OF ASSOCIATION

10.01 General

The Board of Directors and especially the President shall have sole responsibility for all property of the Association.

10.02 Inventory of Property

- a. An inventory sheet shall list assets owed by the Association such as real estate property, desks, typewriters, chairs, teletypewriter machines, phone type units, desk cabinets, baskets, publication equipment, and all other items of value belonging to the Association.
- a. If the office of President changes, the retiring President and the incoming President shall sign the inventory sheet indicating that this is a true statement and that all has been accounted for.
- c. The Secretary and the Treasurer shall keep their papers for reporting at the Conference.
- d. All items sold or traded shall be listed on the inventory sheet.

10.03 Disposal of Property

During periods between Conferences when it is necessary or expedient to dispose of any property of the Association, such disposition or sale shall be decided by a majority of the Board of Directors. After the Board has made a

decision, all members shall be notified by mail and given thirty (30) days in which to object. Failure to make an objection by fifteen (15) or more members will be regarded as approval of the Boards decision.

ARTICLE 11--DISTRICT CHAPTERS

11.01 General

District Chapters may be formed in any city or county of the State when ten (10) or more eligible members petition to the President for a Chapter. Such District Chapters shall be subject to the constitution and by-laws and to the authority of the Board of Directors of the Association. All Chapters will sign a pledge to abide by the TAD constitution and by-laws.

11.02 Officers

A Chapter shall elect officers in September of even-numbered years as follows; a President, a Vice president, a Secretary and a Treasurer.

11.03 Name

All Chapters of the Tennessee Association of the Deaf Inc. shall incorporate in the name of the chapter the words "Tennessee Association of the Deaf" or the initials of the Association "T.A.D." so the connection with the Association will be evident.

11.04 Dues

Each Chapter may impose local dues with which to defray all legitimate expenses of said Chapter.

11.05 Records and Reports

Every three (3) months (January, April, July, and October) the said Chapter Secretary shall send a report of its membership and expenses to the Secretary of the Association.

11.06 Chapter Debts, Obligations and Contracts

Under no circumstances shall the Association be responsible for the obligations arising from any debts or contracts of any nature of any of the Chapters.

11.07 Business Meetings

The regular business meetings shall be held at least two (2) times a year within 4 to 6 months.

11.08 Donation

Any Chapter may volunteer to make a donation to the T.A.D.

11.09 Dissolution of Chapters

In the case of dissolution of any Chapter, it's Charter, all funds and records, etc. shall be turned over to the Association.

ARTICLE 12--MEETINGS

12.01 Order of Business

The Order of Business of this Association shall be as follows.

- a. Opening Ceremonies
- b. Reading of Minutes
- c. Communications
- d. President's Address
- e. Reports of Officers
- f. Reports of Committees
- g. Unfinished Business
- h. New Business
- i. Announcements
- j. Adjournment

12.02 Board of Directors Meetings

The Board of Directors shall meet at least three (3) times a year as follows:

- a. Regular meetings: Immediately following the Biennial State Association Conference, the Board of Directors shall hold its first meeting to determine when the regular meetings shall be held throughout the year.
- b. Video Conference meetings: In case of inclement weather and we should use the video conference meeting.
- c. Special Meetings: Special meetings may be called at any time by the President or at least five (5) Directors.

- d. Notice: The pre-set regular Board meetings may be held without notice. Special meetings shall be held upon notice sent to each Board member by any usual means of communication not less than seven (7) days before the meeting.
- e. Quorum: 51% of the Directors must be present.

12.03 Special Meeting of the Association

The Board of Directors will have the power to call a special meeting of the Association whenever fifty percent (50%) of the active members make a petition for such a meeting, provided the business is limited to one item.

12.04 Quorum

One third (1/3) of the registered members at the current Conference shall constitute a quorum to transact business.

12.05 Voting and Electronic Voting

In all matters of business affecting the Association except amendments to the constitution and by-laws, a majority vote of the active members present and voting shall be decisive.

- a) Eligibility. Each board director in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Board.
- b) Electronic Voting. Electronic voting may be used in connection with both meetings of the Board and the solicitation of written consents as follows:
 - 1) Action within Meeting. For purposes of soliciting electronic votes in connection with a meeting of the Board at which a quorum was present, the requisite number of votes that would have been required at such meeting to pass an action shall be required to pass an action via this electronic voting provision. Only those directors in attendance of the meeting shall be permitted to vote with respect to this Section 12.05(a). The deadline for receipt of electronic votes with respect to any such vote shall be no later than 48 hours from the date of the meeting, as announced prior to adjournment of such meeting.
 - 2) Action without Meeting. For purposes of taking action without a meeting, solicitation via electronic balloting and voting shall be permitted hereunder. Such procedure shall be initiated by the electronic distribution of ballots and all related materials for consideration by the Board to all of the directors in good standing at the time of such distribution. Thereafter, such board directors shall be permitted to cast their votes electronically in response to the

distributed ballots. The deadline for receipt of such electronic votes cast by the directors shall be no later than 48 hours from the date of motion made, as set forth therein.

12.06 Order

The President shall, when necessary, appoint others to help keep order during any regular meeting of the Association.

ARTICLE 13--CONFERENCES AND EXPOS

13.01 Time of Regular Conference

Conferences and Expos of the Association shall be held every two (2) years in odd-numbered years. The program shall be of not less than one (1) day or more than three (3) days and the exhibit event at the Expo may be a day in duration provided that the Board of Directors shall have power to change the date of meeting if deemed advisable for the best interest of the Association.

13.02 Place of Regular Conferences

The host Chapter/Affiliation and the place of each Conference shall be decided by a majority vote at the Conference each 4 years in advance

13.03 Notice

Six (6) months advance notice shall be mailed or sent electronically to the members before a regular Conference. Final notice shall be sent two (2) months before the Conference.

13.04 Conference Bids

- a. A Chapter/Affiliation desiring to host a Conference of the Association shall issue an invitation at the second preceding Conference and shall accompany the invitation with a deposit of \$100.00 as a token of good faith. The deposit shall be returned to the Chapter/Affiliation sixty (60) days following the Conference upon completion of all requirements.
- b. The President of the Association shall be an ex-office member of the Conference committee and when his presence is required at meetings, his expenses shall be paid from the Conferences funds.

13.05 Duties of the Host Chapter/Affiliation

- a. Shall elect a local Conference Chairperson at least one (1) year in advance. This selection shall be subject to the President of the Association.
- b. Shall submit the Conference plans to the Board of Directors for their approval at least six (6) months prior to the Conference date and before any public announcement of the plans.
- c. Shall terminate its activities with a final report to the President and a financial statement to the President and Treasurer within two (2) months following the adjournment of the said Conference.
- d. Shall provide a 10% discount to senior citizens on Conference combo ticket excluding membership dues. A senior citizen is defined as an individual with proof of age 55 years old or older.

13.06 Conference Expenses

- a. The Association Board of Directors shall determine the compensation to be allowed the local Conference Chairperson.
- b. Any profits from entertainment programs at any Conference shall be divided equally between the Host Chapter/Affiliation and the Association. In the event the proceeds from the entertainment program to any Conference shall be less than expenditures, the Host Chapter/Affiliation and the Association shall each be responsible for one-half (1/2) of the deficit.
- c. All non-reimbursable Conference expense not related to entertainment shall be assumed by the Association.

13.07 Appointed Conference Officers

At the Conference the President shall appoint the following:

- a. Parliamentarian.
- b. Sergeant-At-Arms. The duties of the Sergeant-At-Arms shall be as follows:
 - (1) To guard the door of the hall, permitting no one to enter during a speech or when a program is in session;
 - (2) To assist the President in maintaining order when requested by him to do so;
 - (3) To deliver communications, as required, to and from the President during the progress of meetings;
 - (4) To prevent non-members from entering business meetings;
 - (5) To collect voter's ballots at the close of a debate and deliver them to the president as required.

13.08 Workshops

- a. Workshops shall be held during the Conference.
- b. Themes of the workshops shall be issues, which concern the welfare of the Deaf, the Association, or other pertinent matters.
- c. Participation in the workshops shall be open to any member or registered individual attending the Conference.

13.09 Membership Dues

All attendees shall be required to pay active, associated, or non-resident membership dues before the events of the combination ticket are paid.

13.10 Deaf Tennessean Expo

The exhibit event shall be open to the public.

ARTICLE 14--YOUTH AND MENTOR PROGRAM

14.01 Youth and Mentor Program.

The Youth and Mentor Program shall be a program of the Association

- a) The Board shall appoint a Chairperson.
- b) The Chairperson shall have a committee.
- c) The Committee develops the rules and procedures.
- d) The net profit of Youth and Mentor Program shall be divided 10% to the Association and 90% to the Youth and Mentor Program.
 - i. If the program set at any Host Chapter, the net profit shall be divided 10% to the Association, 10% to the Host Chapter and 80% to the Youth and Mentor Program.
- e) The Youth and Mentor Program shall submit financial reports to the Board of Directors and officers.
- f) All monies belonging to the Youth and Mentor program shall be deposited in Tennessee Association of the Deaf (TAD) financial institution insured by FDIC.

ARTICLE 15--AFFILIATED ORGANIZATIONS

15.02 Affiliation

Any group of Deaf organization, such as clubs or social group, or any other interested groups, may affiliate with the State Association upon payment of every two years dues determined at each Conference. The Board of Directors shall have the power to disapprove any and all such applications by any organization to become affiliates with the Association as defined Article II membership Section 1 abcde.

15.02 Autonomy

All affiliated Organizations shall have full charge of their own funds and property and shall not be financially responsible to the State Organization; except to the extent of paying their every two years dues. Conversely, the State assumes no financial responsibility for any of its affiliates or cooperating agencies.

15.03 Representation to the Board of Directors

All affiliated organizations shall have a representative on the Board of Directors That representative must be a member of the State Association. The representative shall have all rights in the Board of Directors meeting.

15.04 Membership on Board of Directors

To be able to have an elected representative on the Board of Directors, the affiliated organization must be with full requirement of payment of the affiliation fee and representative must be a TAD member.

ARTICLE 16--AMENDMENTS

16.01 General

These by-laws may be amended (items changes, added or deleted) by a two-thirds (2/3) majority vote cast at a regular Conference quorum voting (quorum present).

16.02 Procedure

Proposed amendments to the Constitution and By-Laws of the Association shall be in writing and mailed to the Law Committee Chairperson two months prior to the Conference so the Law Committee shall have adequate time in which to review and bring the proposals before the Conference. The Law Committee shall list all propositions six (6) weeks prior to the Conference for each member's consideration. All proposals from the floor shall be reverted to the Law

Committee for consideration. Proposed amendments to the Constitution and By-Laws must be read to the Membership before any action is taken.

ARTICLE 17--PARLIAMENTARY RULES

17.01 Authority

Parliamentary authority of the Association and its Chapters in all matters not otherwise provided for shall be The Basic of Parliamentary Procedure written by Gerald "Bummy" Burstein.

17.02 Robert's Rules of Order

Unless otherwise provided for in these by-laws, Robert's Rules of Order, current edition, shall be the parliamentary authority of the Association.

Revised:

Randall Haggard, Chairperson