

# WISCONSIN ASSOCIATION OF THE DEAF, INC.

## BYLAWS

As amended on June 18, 2011

### Article I - Name

**Section 1.01:** The name of this Association shall be the Wisconsin Association of the Deaf, Inc. hereinafter called the Association or WAD.

### Article II – Mission

**Section 2.01:** Deaf, Hard of Hearing, and Deaf-Blind Citizens of Wisconsin are empowered to meet their full potential through increased independence and productivity in society. The word deaf shall be used to represent people with hearing loss throughout the Bylaws.

**Section 2.02:** WAD shall be an affiliate of the National Association of the Deaf (NAD), wherein WAD's rules, regulations, mission, and objectives are consistent with those of the NAD.

**Section 2.03:** All activities of the Association are meant to be exclusively charitable, within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2.04:** In accordance with the federal requirements for tax exemption status, a substantial part of the Association shall not be legislative or political in nature.

**Section 2.05:** No part of the net earnings of the Association shall inure to the benefit of any member of private individual, in violation of Section 501(c)(3) of the Internal Revenue Code.

### Article III - Membership

**Section 3.01:** Active membership shall be open to any deaf person at age of 18 and over, or parent of a deaf or hard of hearing child, or any person interested in the welfare and empowerment of the deaf, who is a legal resident of Wisconsin, upon payment of membership dues. Active members shall have the voting privilege at a Biennial Conference and may serve in any appointed positions or on any committees.

**Section 3.02:** Associate membership shall be open to non-resident deaf persons and others, not meeting active membership definition, upon payment of dues. Associate members shall have all privileges except voting and holding an office.

**Section 3.03:** Affiliate Membership:

- a) Any organization having 10 or more members with a primary concern for the welfare of the Deaf/Deaf-Blind/Hard of Hearing citizens may become affiliated with WAD.
- b) Affiliated organizations may send representatives to Round Table Conference as described in sections 7.02(c) and 7.02(d).
- c) Any organizations meeting the criteria set out in section 3.03(a) shall apply for its affiliation to WAD Membership Secretary.

**Section 3.04:** With active WAD membership, any person, who is 50 years old or over, qualifies for the senior citizen member status.

**Section 3.05:** Honorary membership can be voted only by a majority of the members present at a Biennial Conference.

**Section 3.06:** All membership dues shall be paid to the Association on a biennial basis based on receipt.

**Section 3.07:** Biennial membership dues shall be determined by the Board of Directors and be announced prior to the next Biennial Conference.

**Section 3.08:** Biennial dues for Chapters Affiliates shall be determined by the Board of Directors and be payable after the adjournment of a Biennial Conference and to the next Biennial Conference.

**Section 3.09:** Reduced dues may be granted to members who:

- a) A rejoining as a couple instead of a single
- b) Are senior citizens
- c) Are associate

#### **Article IV – Officers**

**Section 4.01:** The officers of the Association shall be a president, vice-president, secretary, membership secretary, and treasurer.

**Section 4.02:** The officers shall serve as the Executive Board of the Association.

#### **Article V - Board of Directors**

**Section 5.01:** The Executive Board shall appoint four Members-at-Large, including one or more senior citizens, who shall serve as board members and shall have the rights and privileges of a board member.

**Section 5.02:** The Board of Directors shall be comprised of the Executive Board and appointed Members-at-Large.

**Section 5.03:** The Board of Directors shall

have general control of the affairs of the Association between Biennial Conferences.

**Section 5.04:** The Board of Directors shall have the power to fill any Board vacancies between Biennial Conferences, to appropriate money from the operating fund, and to ensure that the current expenditures of the Association shall not at any time exceed the regular income for each fiscal year.

**Section 5.05:** The Board of Directors shall convene in executive session where circumstances warrant, i.e., when discussing sensitive personnel matters, and/or matters involving litigation.

**Section 5.06:** Resignations shall be submitted in writing to the President or the Secretary who shall inform the Board.

**Section 5.07:** An elected or appointed Board member shall be removed after a 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.

**Section 5.08:** Any Board member, who is terminated for due cause, and whose actions have caused harm to the Association or could have caused harm, may reapply for membership to the Association but shall not serve on the Board of Directors.

**Section 5.09:** Members of the Board of Directors shall serve without compensation except for standard expense reimbursement for costs incurred in discharge of duties.

**Section 5.10:** The Association shall indemnify any officer, and appointed board members of the Wisconsin 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 VI – Duties of the Board of Directors**

**Section 6.01:** The President shall:

- a) Preside at all meetings of the Association;
- b) Oversee all requests of the Treasurer for funds of the Association;
- c) Establish ad-hoc committees and appoint chairpersons with the courtesy approval of the Board of Directors of the Association;
- d) Appoint chairpersons of all standing and special committees; and
- e) Be an ex-officio member of all committees except the Nominating Committee.

**Section 6.02:** The Vice President shall:

- a) Fill the office of the President when the latter is unable to discharge the duties of the President or when the office of the President becomes vacant;
- b) Chair the Legislative Committee and the Bylaws Committee; and
- c) Serve as the Association's Legislative Liaison.

**Section 6.03:** The Secretary shall:

- a) Attend to all communications of the Association;
- b) Record minutes of all meetings of the Association;
- c) Keep all records and papers;
- d) Prepare highlights of such meetings to be printed in the newsletter; and

- e) Handle all communications as directed by the President.

**Section 6.04:** The Membership Secretary shall:

- a) Keep records of all members of this Association;
- b) Send out renewal forms to members in arrears;
- c) Turn over any monies to the Treasurer;
- d) Report its activities including membership numbers and renewals to the Board of Directors at each regularly called meeting; and
- e) Act as a liaison between the Chapters Affiliates and the Board of Directors.

**Section 6.05:** The Treasurer shall:

- a) Make a financial report at each Board meeting;
- b) Handle financial transactions of the Association at a primary bank selected by the Board of Directors;
- c) Open or close any accounts as directed by the Board of the Directors;
- d) Receive and deposit monies belonging to the Association;
- e) Keep an account of all receipts and expenditures;
- f) Pay all claims on the Association as directed by the Board of Directors or the Association;
- g) Assist in the preparation of a biennial budget and submit it to the Board of Directors at its spring Board meeting or pre- conference and to the membership at each Biennial Conference; and
- h) Give a financial report at each Biennial Conference or when requested to do so by the President.

**Section 6.06:** The Members-at-Large shall perform duties as assigned by the Board of Directors.

## **Article VII – Meetings and Conferences**

**Section 7.01(a):** The Board of Directors shall meet as often as needed at an agreed upon time and place. A notice of each meeting shall be announced not less than ten days before the meeting. The meeting shall be open to the public. Only the Board of Directors may have the floor and voting privileges. A majority of the Board members present shall constitute a quorum before business can be transacted or motions made or passed.

**Section 7.01(b):** E-mail voting on motions is permissible between Board of Directors meetings. Board of Directors must ratify its e-mail votes at the next Board of Directors meeting and be recorded accordingly.

**Section 7.02(a):** The Association shall hold a Round Table Conference three (3) times from one Biennial Conference to the next Biennial Conference. It shall be hosted by an Affiliate.

**Section 7.02(b):** All Round Table Conferences shall be open to the public. Any person or organization interested in Deaf related issues is invited to attend and to speak.

**Section 7.02(c):** Board of Directors and Affiliate representatives shall have full floor and voting rights in Round Table Conferences. A majority of the Board members and Affiliate representatives present shall constitute a quorum before business can be transacted or motions made or passed.

**Section 7.02(d):** One representative and one alternate shall be duly appointed by his/her Affiliate to serve at Round Table Conferences from one Biennial Conference to the next Biennial Conference. No WAD officer shall serve as an affiliate representative.

**Section 7.02(e):** Affiliate organizations shall be

responsible for all expenses of their representatives attending all Round Table Conferences.

**Section 7.02(f):** The place of the next Round Table Conference shall be selected at each conference. The date, place and program of such a conference shall be submitted to the President for approval three months before the designated date.

**Section 7.02(g):** Bids for Round Table Conferences shall be in writing and signed by the president and secretary of an Affiliate to indicate its approval.

**Section 7.02(h):** Any proceeds from a Round Table Conference shall be negotiable between the hosting Affiliate and the President and/or Membership Secretary no later than 30 days before Round Table Conference.

**Section 7.03(a):** The Association shall hold a Biennial Conference during odd-numbered years between the months of June and September unless unavoidable circumstances call for a change.

**Section 7.03(b):** Thirty (30) members in good standing or ten percent (10%) of the entire regular active membership in good standing, whichever is smaller, shall constitute a quorum for the transaction of business during conference.

**Section 7.03(d):** Bids for Biennial Conference sites shall be in writing and signed by the president and secretary of an Affiliate to indicate its approval. The duration of a Biennial Conference shall be a minimum of two days.

**Section 7.03(e):** A chairperson, appointed by the hosting Affiliate, shall submit entire Biennial

Conference plans to the Board of Directors at least one year prior to the Biennial Conference for its approval.

**Section 7.03(f):** Any proceeds from a Biennial Conference shall be negotiable between the hosting Affiliate and the Board of Directors.

### **Article VIII – Delegates for NAD**

**Section 8.01:** The President of the Association shall automatically be a delegate to both the NAD Region II and the National Conferences.

**Section 8.02:** Additional delegates and alternates, with WAD membership in good standing, for NAD Region II or National conference shall be elected at the Biennial Conference. The delegates shall have full power to represent the Association in deliberations at each meeting. They shall make a full report of each NAD Region II and National Conferences in the Association's publication.

### **Article IX – Committees**

**Section 9.01:** The Association has five standing committees: Legislative, Membership, Finance, Bylaws, and Pageant.

**Section 9.02:** A Legislative Committee shall be responsible for the promotion of legislation favorable to the deaf and shall mobilize legislators, members and the public against any legislation detrimental to the welfare of the deaf. This committee shall be chaired by the Vice President. Advocacy Committee shall be a subcommittee of the Legislative Committee.

**Section 9.03:** A Membership Committee, overseen by the Membership Secretary, shall be composed of as many members as feasible and shall be responsible for conducting membership-recruiting projects.

**Section 9.04:** A Finance Committee of three (3), chaired by the Treasurer, shall be responsible for auditing the Association's financial books and overseeing other finance-related activities as directed by the Board of Directors.

**Section 9.05:** A Bylaws Committee of three (3), chaired by the Vice President, shall oversee the Bylaws of the Association. The

**Section 7.03(c):** The place of the next Biennial Conference shall be decided at the final business meeting of each Biennial Conference. If no bid is entered at the Biennial Conference, the Board of Directors shall be empowered to seek a Biennial Conference site. committee shall be responsible for drafting bylaw amendments to be presented for consideration at a Biennial Conference, and for compiling and publishing the Bylaws to be distributed to all members by January 1<sup>st</sup> following the Biennial Conference.

**Section 9.06:** A Pageant Committee shall be responsible for the Miss Deaf Wisconsin Pageant to be held in the State of Wisconsin in accordance with the rules of the NAD Pageant program. The winner shall represent Wisconsin at the Miss Deaf America Pageant. The committee shall be chaired by a Pageant Director who is an Association member in good standing.

**Section 9.07:** The Board of Directors may create standing and ad hoc committees as needed.

### **Article X - Fiscal Policies**

**Section 10.01:** The fiscal year shall be from September 1 to August 31.

**Section 10.02:** The Board of Directors shall have power to appropriate from the Association general funds in such amounts as it may deem necessary to meet the ordinary expenses of the Association, and to carry out the wishes of the membership as expressed at the Biennial Conference and Board of Directors meetings.

**Section 10.03:** The following members and committees shall be reimbursed expenses for travel, lodging and meals during the interim between Biennial Conferences:

- a) Board members, per meeting, each member attending, from the General Fund.
- b) Pageant Committee, each member serving at a pageant, from the Wisconsin Pageant Fund.
- c) NAD delegates, each delegate attending, registration fees, per diem, and travel expenses in advance, from the General Fund.

**Section 10.04:** The Board of Directors shall decide on reimbursements for any expenses incurred by other committees created by the Board.

**Section 10.05:** The majority of elected Board of Directors at their discretion may make any changes in the fiscal policies, based on availability of funds.

**Section 10.06:** The Board of Directors shall approve claims for expenses before being allowed. Such claims shall be presented within three (3) months from the time services were rendered.

**Section 10.07:** All banking & handling of all fiscal items shall be conducted at one bank selected by the Board of Directors. This bank shall continue regardless of where the Officers of the Board reside.

**Section 10.08:** The President will have the

express authorization to access any and all bank accounts, including but not limited to placing any account on hold pending investigation if deemed necessary. The President shall be named on each bank account as an additional authorized signature.

**Section 10.09:** Two or more related parties shall under no circumstances have access to the WAD money, whether related parties are by blood, marriage or step related.

**Section 10.10:** The Board of Directors shall choose one of two ways to audit the Association's financial records every six (6) months. One of the two ways is to have the Finance Committee audit the entire fiscal information kept by the Treasurer, covering checking, savings, certificate of deposits, special accounts and any other funds. The other way is to have the Association's financial records audited by a certified public accountant (CPA).

## **Article XI – Funds**

**Section 11.01:** The funds of the Association are as follows:

**Section 11.02:** General Fund: All monies for this fund shall be covered by membership fees, Affiliate fees, and negotiated net proceeds of picnics, fundraising activities, and meetings. This fund shall be used to defray expenses of the Association.

**Section 11.03:** Wisconsin Youth Fund: This fund shall be used to disburse all expenses of the activities involving youths.

**Section 11.04:** Leo Dicker Fund: Any monetary contribution in memory of any person shall be permanently kept in this fund. Interest accrued shall be used to help defray some expenses for

an active member to participate in a leadership training program.

**Section 11.05:** Abraham Barash Fund: Any monetary contribution in memory of any person shall be permanently kept in this fund. Interest accrued shall be used to present a biennial scholarship to a vocational graduate of the Wisconsin School for the Deaf.

**Section 11.06:** The Board of Directors may establish any new funds as deemed necessary.

**Section 11.07:** Expenditures and transfers will be at the discretion of the Board of Directors.

## **Article XII - Amendments**

**Section 12.01:** New bylaws and amendments must be submitted in writing to WAD Vice President, chairing the Bylaws Committee, 60 days prior to the Biennial Conference. The chairperson shall, in turn, cause these proposals to be printed in the Association's publication and mailed or e-mailed to all members at least 30 days prior to the Biennial Conference. Such proposals will also be posted on WAD's official website at the same time the proposals are mailed and e-mailed.

**Section 12.02:** Changes in the Bylaws shall be enacted at a Biennial Conference by a two-thirds vote of active members present and shall become effective immediately upon adoption.

**Section 12.03:** Any provision of the Bylaws shall be suspended or amended at a Biennial Conference by a two-thirds vote of active members present.

**Section 12.04:** Between Biennial Conferences, the Bylaws shall be suspended or amended by a two-thirds vote of all mail ballots cast.

**Section 12.05:** All new laws and parts of laws in conflict with the existing laws shall take precedence over the existing laws. The bylaws chair shall be authorized to make necessary editorial changes and notify the board and members of those changes.

**Section 12.06:** Any Article or Section in the Bylaws and other contents as printed herein in conflict with the "non-profit" status in the opinion of the Internal Revenue Service or the Wisconsin Department of Revenue shall be removed by the Board of Directors while the rest shall remain in effect.

**Section 12.07:** The Secretary shall submit any forms or other documents to the designated state authority in accordance with their requirements. When required by state law, the Bylaws shall be filed, with a statement that they supersede and take the place of the existing articles of incorporation and amendments.

## **Article XIII – Nominations**

**Section 13.01:** The Nominating Committee shall present a slate of candidates to the Biennial Conference.

**Section 13.02:** All candidates must be Deaf, Hard of Hearing, or Deaf-Blind, have been active members for one full year prior to an election, and have been full time Wisconsin residents.

**Section 13.03:** Any individual may announce his or her candidacy at any time prior to the conference, and may engage in active, positive campaigning.

**Section 13.04:** After the Nominating Committee has presented their slate of candidates, other nominations will be accepted

from the floor.

**Section 13.05:** Any candidate, who is nominated for office, must be present at an election time unless excused by the President and Nominating Committee chairperson in writing or his/her candidacy shall be waived.

#### **Article XIV - Elections**

**Section 14.01:** New officers of the Association shall be elected by ballot at the final business session at each Biennial Conference.

**Section 14.02:** A plurality vote of the members present at the Biennial Conference shall be required to elect an officer.

**Section 14.03:** Newly elected officers shall assume their respective duties on September 1 following a Biennial Conference.

**Section 14.04:** Outgoing officers shall turn over all WAD official documents, property and correspondence to their successors before September 1.

#### **Article XV - Parliamentary Authority**

**Section 15.01:** The rules contained in *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable.

#### **Article XVI – Dissolution**

**Section 16.01:** The Association shall not have the power to dissolve itself as long as there are ten (10) dissenting members in good standing.

**Section 16.02:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities for the corporation exclusively for the purpose of the corporation in

such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Law 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision for any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes or to such organization or request.

#### **Biennial Conference Standing Rules (WAD General Meeting Standing Rules)**

**Standing Rule 1:** Prior to the Biennial Conference, the Board of Directors will appoint a Resolutions Committee, a Necrology Committee, a Nominating Committee, and a sergeant-at-arms.

**Standing Rule 2:** New amendments to the Bylaws must be submitted in writing to WAD Vice President, who chairs the Bylaws Committee, 90 days prior to the Biennial Conference. The chairperson will, in turn, cause these proposals to be printed in the Association's publication and mailed to all members at least 30 days before the conference. (Article XII – Amendments, Section 12.01)

**Standing Rule 3:** All other bills must be submitted in writing to WAD Secretary 60 days before the conference, and will be referred to the Resolutions Committee. Copies of these bills will be distributed at the conference.

**Standing Rule 4:** All previously submitted bills will be presented by the committees for consideration and vote at the conference.

**Standing Rule 5:** Any member may submit a bill at the conference, and the bill will be referred without debate to the appropriate committee.

1. The bill must be written and signed by the sponsor with a second by another member.
2. The sponsor turns in the bill to WAD Secretary.
3. WAD Secretary refers the bill to the appropriate committee.
4. The committee will announce its meeting time and location so the sponsor has an opportunity to explain the bill or to answer any questions from the committee. Interested members may attend and even participate in discussion.
5. The deadline for submitting bills is Friday evening at 8:30 of the conference.

**Standing Rule 6:** All referred bills, including ones without recommendation, will be taken to the floor by the committees for consideration and vote at the conference.

**Standing Rule 7:** The committee chair will call for a vote on the motion (bill) when no one wants the floor or the members are ready to vote.

1. No member will speak in debate more than once on the same question, on the same day or longer than two minutes without permission of the conference granted by a two-thirds vote without debate.
2. If a member wishes to close the debate on the main motion, the member should say “I move the previous question” (close the debate). This requires a two-thirds vote without debate.

**Standing Rule 8:** The current edition of *Robert's Rules of Order* shall govern the conference when a parliamentary problem arises. (Article XV – Parliamentary Authority, Section 15.01)