

WISCONSIN ASSOCIATION OF THE DEAF, INC. BYLAWS

as amended on June 24, 2017

as amended on June 22, 2019

as requested by the committee on May 4, 2021

Article I – Name

Section 1.1- Name

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

Article II – Mission/Affiliation/Non Profit Status

Section 2.1 - Mission

The mission of the WAD is to preserve, protect, promote and advocate for the civil, human, cultural and linguistic rights of deaf, hard of hearing and deafblind individuals in Wisconsin.

- a. The word deaf shall be used to represent people with hearing loss throughout the Bylaws.

Section 2.2 - Affiliation

WAD shall be an affiliate of the National Association of the Deaf (NAD), wherein WAD rules, regulations, mission, and objectives are consistent with those of the NAD Article VII-NAD Representation.

Section 2.3 - Nonprofit Status

All activities of the Association are meant to be exclusively charitable, and shall follow regulations as established in the Internal Revenue Code Section 501(c)(3).

Article III – Membership Categories

WAD shall have three membership categories as follows:

Section 3.1. - Regular Membership

a. Regular membership shall be open to any deaf person at the age of 18 and over, or any person interested in the welfare and empowerment of the deaf, who is a legal resident of Wisconsin, upon payment of membership dues.

- b. Regular members shall have voting privileges as well as serve on committees.

Section 3.2 - Associate Membership

Associate membership may be conferred to non-resident not meeting the regular membership definition, upon payment of dues. Associate members shall not have voting privileges and may not hold an office.

Section 3.3 - Affiliate Membership

An organization having 10 or more members or primarily serving the welfare of the deaf citizens of Wisconsin may become an affiliate of WAD upon payment of affiliate dues.

Section 3.4 Membership Dues

Biennial membership dues shall be determined by the Board and be announced prior to ~~the next~~ each biennial conference

Article IV – Board of Directors

Section 4.1 - Executive Board

- a. The Executive Board of the Association shall be a president, a vice-president, a secretary, a membership secretary, and a treasurer.
- b. Under no circumstances shall two related parties by blood, marriage, partnership or step related be on the Executive Board during the same term.

Section 4.2 - Board of Directors (the Board)

The Executive Board shall appoint *up to* six (6) members at large, including a senior citizen representative, and a WisRID/WAD Board liaison, LGBT, person of color, and youth representatives (age 18-30).

Bylaws committee recommended adding the words, “up to” before six(6) and “representatives” after senior citizen and removing LGBT, POC, and youth.

Section 4.3 - Operations

The Board shall have general control of the affairs of the Association between biennial conferences, including appropriate money from all funds, and to ensure that the current expenditures of the Association shall not at any time exceed the regular income for each fiscal year.

Section 4.4 - Vacancies

The Board shall have the power to fill any Board vacancies between biennial conferences.

Section 4.5 - Executive Session

The Executive Board shall convene in an executive session where circumstances warrant, i.e., when discussing sensitive personnel matters, and/or matters involving litigation.

Section 4.6 - Resignations

Resignations shall be submitted in writing to the President or the Secretary who shall inform the Board.

Section 4.7- Removal from Office

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 present. That individual may maintain his or her membership, but shall not serve on the Board, for a length of time to be determined by the Handbook guidelines.

Section 4.8 - Compensation

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

Section 4.9- Liability

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 or otherwise.

Article V – Board of Directors’ Duties

Section 5.1 - 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
- d. be an ex-officio member of all committees except the nominating committee
- e. perform other duties as outlined in the Handbook

f. request so or upon board's recommendation, the immediate past president may serve as an advisor on the Board of Directors, whichever he/she shall serve at the current President's pleasure and shall be in a non-voting position.

Section-5.2 - The Vice President shall:

- a. fill the office of the President when he/she 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
- c. serve as the Association's Legislative Liaison
- d. perform other duties as outlined in the Handbook

Section 5.3 - The Secretary shall:

- a. attend to the communications of the Association
- b. record minutes of all meetings of the Association
- c. keep all minutes, records and papers
- d. handle all communications as directed by the President
- e. perform other duties as outlined in the Handbook

Section-5.4 - The Membership Secretary shall:

- a. maintain accurate records of all members of this Association
- b. recruit and maintain membership
- c. report the membership numbers at each Board meeting
- d. act as a liaison between the Affiliates members and the Board-
- e. perform other duties as outlined in the Handbook

Section 5.5 - The Treasurer shall:

- a. prepare and make a financial report at each Board meeting and conferences
- b. handle the financial accounts of the Association
- c. perform other duties as outlined in the Handbook

Section 5.6 - The WAD/WisRID Board Liaison shall:

- a. attend board meetings of both associations and share concerns regarding any interpreting issues
- b. work on any projects that are in partnership of both associations
- c. perform other duties as outlined in the Handbook.

Section 5.7 - The Members-at-Large shall:

- a. perform duties as assigned by the Board and duties as outlined in the Handbook

Article VI – Meetings and Conferences

Section 6.1 - Board Meetings

- a. The Board shall meet as often as needed at an agreed upon time and place. A notice of each meeting shall be announced not less than five days before the meeting. Meetings shall be

open to the public. Only the Board 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.

- b. Electronic voting on motions is permissible between the Board meetings; however, the Board must ratify each of the votes at the next Board-meeting and be recorded accordingly. (refer to the handbook)

Section 6.2 - Round Table Conferences

- a. The Association shall hold a Round Table Conference at least three times between biennial conferences. RTCs shall be hosted by an Affiliate member. **If an Affiliate is not able to host a RTC, the Board shall host a RTC on behalf of Affiliate representatives.**
- 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 speak.
- c. Affiliate representatives shall have full floor and voting rights at the Round Table Conferences. A majority of the Affiliate representatives present shall constitute a quorum before business can be transacted or motions made or passed.
- d. One representative shall be appointed by his/her Affiliate to serve at the Round Table Conferences between biennial conferences and should only represent one organization. No current WAD officer shall also serve as an Affiliate representative.

Section 6.3 - Biennial Conferences

- a. The Association shall hold a biennial conference during odd-numbered years between the months of June and August unless unavoidable circumstances call for a change.
- b. The duration of a biennial conference shall be a minimum of two days.
- c. Thirty (30) members in good standing or ten percent of the entire regular active membership in good standing, whichever is less, shall constitute a quorum for the transaction of business during the conference.
- d. The place of the next biennial conference shall be decided at the final business meeting of each biennial conference. If no bid is submitted by an Affiliate member at the biennial conference, the Board shall be empowered by a conference committee from the city of the board's choice.

Article VII NAD Representation

Section-7.1 - President as Delegate

The President of the Association shall automatically be a delegate to both the National Leadership Training Conference (NLTC) and the National Association of the Deaf (NAD) Conferences.

7.2 - Additional Delegates

Additional delegates and alternates, with WAD membership in good standing, shall be appointed by the Board. The delegates are expected to attend both NLTC and NAD conferences.

Article VIII – Committees

Section 8.1 - Standing Committees

The Association has four standing committees: Legislative, Membership, Finance, and Bylaws. (The committees are further described in the handbook)

Section 8.2 - Other Committees

The Board of Directors may create standing and ad-hoc committees as needed.

Article IX – Fiscal Policy

Section 9.1 - Fiscal Year

The fiscal year shall be from September 1 to August 31.

Section 9.2 - General Fund

The Board shall have power to appropriate from the Association general accounts 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 the Board meetings.

Section 9.3 - Authorization

The President will have the express authorization to access any and all fiscal 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 in addition to the Treasurer. Under no circumstances shall two related parties by blood, marriage, partnership or step related simultaneously be authorized signatures on any WAD account.

Section 9.4 - Audit

- a. Treasurer's financial records shall be audited by the audit committee every six (6) months.
- b. Final financial records shall be audited by a certified public accountant (CPA) or the audit committee after the biennial conference but prior to the transition of the duties of newly installed officers.

Article X – Funds

Section 10.1 - General Fund

All monies for this fund shall come from membership dues, Affiliate dues, and net proceeds. This fund shall be used to defray general operating expenses of the Association.

Section 10.2 - Transfer of Funds

Expenditures and transfers between unrestricted accounts will be at the discretion of the Board.

Article XI-Proposed Bylaws

Section 11.1 Proposed Bylaws

- a. Regular members may make proposals for changes to or deletions from the Bylaws, in writing, to the Vice-President at least forty five (45) days prior to the next conference. The Bylaws Committee may make proposals for changes to or deletions from the Bylaws as they see fit.
- b. A copy of the proposal shall be sent to the regular members of the Association thirty (30) days prior to the biennial conference. Proposals shall be posted on the WAD Website for members to review, and an email announcement will be sent through WADNet. A hard copy shall be mailed to members not having internet access or as requested.
- c. During the biennial conference, proposed amendments made from the floor by regular members for changes to or deletions from the Bylaws shall not be acted upon until the next biennial conference, and shall be referred to the Bylaws Committee.

Section 11.2 - Bylaws Amendments/Suspensions

Bylaws may be amended, or temporarily suspended by a two-thirds (2/3) vote of regular members present and voting at the biennial conference. Any alterations or amendments to the Bylaws shall become effective immediately after the biennial conference.

Section 11.3 - Laws Conflicts

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

Section 11.4 - IRS Conflict

Any article or section in these bylaws and other contents as printed herein in conflict with the organization's "non-profit" status in the opinion of the Internal Revenue Service or the Wisconsin Department of Revenue shall be removed by the Board while the rest shall remain in effect.

Section 11.5 - Reporting

The Secretary and/or the Treasurer shall submit any necessary forms or other documents to the designated state authority in accordance with all legal 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 XII-- Nominations

Section 12.1 - Candidates

a. Any individual may express interest for an office to Chair of the nominating committee at least 30 days prior to electronic vote announcement.

b. The nominating committee shall present a slate of candidates to members 20 days prior to the electronic voting end date in June identified by the board.

Section-12.2 - Requirements

All candidates must be deaf, hard of hearing, or deafblind, and have been regular members for one full year prior to an election.

Section 12.5 - Presence

Any newly elected officers, who are nominated for office, shall be present at the conference.

Article XIII Elections

Section 13.1 - Ballot

New officers of the Association shall be elected by electronic vote during the 20 days prior to the final business session during the conference.

Section 13.2 - Voting

a. The President, and Secretary shall be elected in odd-numbered years.

b. The Vice President, Membership Secretary and Treasurer shall be elected in even-numbered years.

ByLaws Committee recommended to remove a and b, add A plurality vote of the members present at the biennial conference shall be required to elect an officer.

Section 13.3 - Term

- a. The positions of President, Vice-President, Treasurer, Membership Secretary and Secretary shall serve every two (2) years.
- b. Newly elected officers shall assume their respective duties on September 1st.

Section-13.4- Property

Outgoing officers shall turn over all WAD official documents, properties and correspondences to their successors before September 1st.

Article XIV – Parliamentary Authority

Section 14.1- Robert’s Rules of Order

The rules contained in Robert’s Rules of Order (the latest edition) shall govern the Association’s operations.

Article XVI – Dissolution

Section 15.1 - Dissolution

- a. The Association shall not have the power to dissolve itself as long as there are ten (10) dissenting members in good standing.
- b. Upon the dissolution of this Association, after payment of all debts and liabilities, remaining assets shall be distributed equally to last recorded affiliated deaf organizations having the similar goal or philosophy of WAD's mission to preserve, promote and advocate for civil rights of deaf Wisconsinites within the state of Wisconsin. Such organizations must be qualified for exemption under the Internal Revenue Code, Section 501(c)(3) or incorporated in the State as a charitable organization. The Board of Directors of the Association as well as individual members shall not receive any assets.