

Texas Association of the Deaf

Bylaws

ARTICLE 1 – NAME

1.1 Name

The name of the organization shall be known as the Texas Association of the Deaf (TAD), hereafter referred to as the Association. The Association shall be a nonprofit organization, incorporated in the State of Texas with Internal Revenue Service (IRS) 501(c)3 status.

ARTICLE 2 – MISSION

2.1 The Mission of this Association shall:

- a) Preserve, protect, and promote the civil, human, and linguistic rights of Deaf, Hard of Hearing, Late-Deafened, and Deaf-Blind individuals in Texas.
- b) Be a state association affiliate member of the National Association of the Deaf (NAD) and with other organizations as the TAD Board sees fit.

ARTICLE 3 – MEMBERSHIP

3.1 Eligibility for Membership

The Association shall be open to all Deaf, Hard of Hearing, Late-Deafened, Deaf-Blind, or Hearing individuals who are interested in accomplishing and furthering the mission of this Association.

Texas Association of the Deaf Bylaws,

Approved at the 2021 TAD Biannual Conference, August 4, 2021

3.2 Categories

The Association shall offer three individual membership categories; Individual Membership, Senior Membership, Associate Membership, and Lifetime Membership. The Association may also offer Affiliate (organizational) membership categories and details will be outlined in the TAD Board Policies.

3.2.1 Individual Membership

Shall be open to any resident of the State of Texas who is eighteen (18) years of age and over, upon payment of membership dues. Individual members in good standing with the Association shall have voting privileges at the State Conference and may serve in any position by election/appointment and may serve on any committee. Individual Membership programs may be created by the Board of Directors when deemed necessary and be outlined in the TAD Board Policies.

3.2.2 Senior Membership

Free membership shall be given to any resident of the State of Texas who is sixty (60) years of age and over. Senior members in good standing with the Association shall have voting privileges at the State Conference and may serve in any position by election/ appointment and may serve on any committee.

3.2.3 Associate Membership

Individuals who live out-of-state or non-deaf may join TAD as an Associate member, upon payment of dues. They may participate in discussions and serve on committees, but are not eligible to (1) make motions, (2) vote at the general meeting, and (3) hold an office.

3.2.4 Lifetime Membership

Lifetime membership status shall be conferred by an affirmative vote of either, by two-thirds (2/3) of the members at the biennial state conference or two-thirds (2/3) from the members of the Board of Directors to individuals in recognition of distinguished service to the Association. Lifetime members are not eligible to vote or to hold office unless such individuals are TAD members in good standing.

3.3 Dues

All members of the Association, except Senior Members and Lifetime Members, shall pay dues. The amount of the dues for each membership category shall be set by resolution at the biennial statewide conference of the Association. Further details regarding membership dues will be outlined in the TAD Board Policies.

3.4 Prohibition of Discrimination

No member shall be discriminated against by the Association on the basis of age, race/ethnicity, color, national origin, creed, disability, hearing status, religion, veteran's status, sexual orientation, gender, gender identity/expression, marital or maternity status.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 Board of Directors

The Board of Directors of the Association shall be comprised of the following: President, Vice President, Secretary, Treasurer, five (5) Regional Representatives, and Affiliate Organization Representatives if any.

4.2 Elected Officers

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

4.3 Regional Representatives

Regional Representatives must be from one of the 5 regions: NW, NE, SE, SW, and South Texas. Individual Members considered for election or an appointment shall be in good standing for the one (1) year preceding election and shall have attended at least one (1) State Conference. If it is not possible to elect a regional representative at the biennial State Conference, the board will then have 60 days to appoint a Regional Representative for the vacant position.

4.4 Nomination Procedures

Nominations for Board of Directors shall be made by the Nominations Committee or any member in good standing at the biennial statewide conference of the members. The Nominations Committee shall review proof of membership from prospective candidates for elected Board positions.

4.5 Terms of Office

Elected Officers of the Board of Directors shall be eligible to serve for no more than two (2) consecutive two-year terms in the same office. Regional Representatives (RR) of the Board shall be eligible to serve for no more than three (3) consecutive two-year terms in the same office.

Texas Association of the Deaf Bylaws,

Approved at the 2021 TAD Biannual Conference, August 4, 2021

4.6 Assumption of Office

Officers and Regional Representatives shall be sworn in immediately after the elections and will assume their respective Board duties immediately after adjournment of the biennial state conference.

Any vacant Regional Representatives position will be filled by the President and approved by the board as soon as possible.

4.7 Duties of Office

The Board of Directors shall have general control of the affairs of the Association between biennial State Conferences, during which time they shall consider action on conference recommendations and membership input. The Board shall have the power to fill Board vacancies except for the office of President if these occur between biennial State Conferences. The Board shall undertake actions to ensure the financial health and growth of the Association, and ensure that the expenditures of the Association shall not at any time exceed the income for each fiscal year.

4.8 Duties of the Board of Directors

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

4.8.1 President

The President shall be the chief spokesperson for the Association and shall preside over Board meetings between state conferences and the general meeting during the biennial state conference.

4.8.2 Vice President

The Vice President shall perform duties agreed upon by the Board, and shall serve at any time the President is unable to serve, or when the office of the President becomes vacant and shall also serve as chair of the bylaws committee. The Vice President shall serve as a liaison between the board and all standing and ad-hoc committees, except the finance and other financial committees. The Vice President, with Board approval, shall appoint the chair of each standing committee, other than the Bylaws and Finance Committee. Other duties as assigned will be outlined in the TAD Board Policies.

4.8.3 Secretary

The secretary shall be responsible for all meeting minutes, such as informal, board, virtual, and general meetings. Other duties as assigned will be outlined in the TAD Board Policies.

4.8.4 Treasurer

The Treasurer shall have charge of vested funds of the Association and shall serve as chair of the Finance Committee. The Treasurer shall submit a budget for the forthcoming year on an annual basis immediately prior to the beginning of the next fiscal year, for Board approval. Other duties as assigned will be outlined in the TAD Board Policies.

4.8.5 Affiliate Member Representatives

Affiliated Members shall serve as liaisons between the Board and their respective organizations, and work with the Board of Directors. Other duties as assigned will be outlined in the TAD Board Policies.

4.9 Resignation

The resignation letter must be submitted in writing to the President and the Secretary.

4.10 Removal from Office

The Board member may be removed after due process hearing for failure to carry out their duties or for other good and sufficient reason by a two-thirds (2/3) vote of the Board of Directors present and voting.

4.11 Conflict of Interest

All persons either elected or appointed to an office (including but not limited to any Board or Committee members), prior to the acceptance and during the tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the Organization. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial, nepotism, and/or business interests. If a person nominated for or holding an office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board of Directors and recuses himself or herself at any Board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

4.12 Compensation

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

4.13 Indemnification

The Association shall indemnify any Board or committee member against expenses incurred by such person in connection with the defense of any civil action, suit, or proceeding in which such a person is made a party by reason of being or having been

Texas Association of the Deaf Bylaws,

Approved at the 2021 TAD Biannual Conference, August 4, 2021

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

ARTICLE 5 – MEETINGS

5.1 Full Board Meetings

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

5.2 Executive Board Meetings

The Executive Board of Directors, comprised of elected and appointed members and the immediate past president, shall convene no less than four (4) times each year to conduct Association business. Such meetings shall be open to the public, announced 30 days in advance, and take place in geographically accessible regions of the state.

5.3 Executive Sessions

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

5.4 Special Meetings

Special meetings may be called upon the request of the President or any three (3) elected or appointed Board members. The notification shall be given to the Executive Board of Directors at least seven (7) days prior to the meeting. Such meetings may be held by electronic conference or similar video communication methods. Electronic vote results shall be ratified at the next Executive Board meeting.

5.5 Email Motions & Voting

The Executive Board of Directors, when necessary, may deliberate and vote on a formal motion presented via email. Electronic vote results shall be ratified at the next Executive Board meeting.

5.6 Biennial Conferences

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

5.6.1 Business Meeting

The Executive Board of Directors shall provide for an official business meeting at the biennial State Conference to report on the progress of the Association. Further, members in good standing with voting privileges shall have the opportunity to deliberate on priorities for the next two years, consider proposed amendments to the bylaws, and elect new Board officers.

5.6.2 Bids & Site Selection

Bids to serve as a host site for the next biennial state conference shall be in accordance with site selection and hosting policies and procedures established and announced by the Executive Board of Directors, including the selection of the winning bid. It is strongly recommended that sites shall rotate among established geographical regions in Texas. If no bids are offered, TAD will take on the responsibility of being the host of the next biennial State Conference.

ARTICLE 6 – COMMITTEES

6.1 Standing Committees

The standing committees of the Board of Directors shall be the Bylaws, Communications, Finance, Investment, The Deaf Texan (TDT), archives, conference, legislation, youth ambassador program (YAP), and Membership committees. The President with Board approval shall appoint the chairs of each committee, other than the Finance Committee and the Vice President shall serve as Board liaison on all committees.

6.2 Ad Hoc & Special Committees

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

6.3 Committee Responsibilities

All committee chairs and members must be listed and accessible to the Board of Directors. All committees shall be required to file regular, quarterly reports to the membership on the progress of that committee after reporting to the President and the Board.

6.4 Current Committee Chairs

After the election, the Board of Directors will review the evaluations of all current committee chairs to determine if they are eligible to continue with their duties. The Board of Directors must provide the evaluations, expectations, and guidelines for all committee chairs. If the chair fails to comply with his or her duties that are outlined in the guidelines and in TAD Board Policies, the Board of Directors shall reserve the right to replace the chair with the approval of the majority of the Board of Directors.

ARTICLE 7 – PARLIAMENTARY AUTHORITY

7.1 Robert’s Rules of Order

Unless otherwise provided for in these bylaws, the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Association.

ARTICLE 8 – AMENDMENTS

8.1 Proposed Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at the biennial State Conference, provided that the amendments are submitted to the Bylaws Committee sixty (60) days prior to the conference, that proposed amendments are distributed to the members at least thirty (30) days prior to the conference, and that the amendments are read during the conference. Any amendments or motions passed at the State Conference shall become effective immediately, unless specified otherwise.

8.2 Suspensions

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

ARTICLE 9 – FINANCIAL STEWARDSHIP

9.1 Financial Stewardship

TAD is prohibited from touching association funds in stocks/market accounts if the balance is below \$100,000. If the association funds in the stocks/market accounts are above \$100,000, the TAD board cannot take out more than \$5,000 or more without the approval of the members.

Texas Association of the Deaf Bylaws,

Approved at the 2021 TAD Biannual Conference, August 4, 2021

ARTICLE 10 – DISSOLUTION

10.1 Dissolution of Assets

Upon the dissolution of this Association, all of its assets remaining after payment of all expenses of such dissolution shall be distributed to Deaf organizations in good standing or other qualified entities within the State of Texas. Such organizations shall be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or incorporated in the State as a charitable organization dedicated to the well-being of deaf and hard of hearing people. The Board of Directors or and individual members of the Association shall not receive any assets for any purpose.

Texas Association of the Deaf Bylaws,

Approved at the 2021 TAD Biannual Conference, August 4, 2021