

Minnesota Association of Deaf Citizens

BYLAWS

Proposals for 2019



2019

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BYLAWS

MINNESOTA ASSOCIATION OF DEAF CITIZENS

ARTICLE I – NAME

Section 1 Name

The name of the Association shall be the MINNESOTA ASSOCIATION OF DEAF CITIZENS (MADC), hereafter referred to as the Association or MADC.

Section 2 Status

The Association shall be a not-for-profit 501(c)(3) and 501(c)(4) organization, incorporated in the State of Minnesota.

- a) **Affiliations** - The Association may affiliate with any national or state organization provided such affiliation is duly approved by the members of the board during a regular meeting.
- b) **Seal** - This Association shall have no seal.

Section 3 Location

The Association shall be located in the city of Saint Paul, Minnesota. The Association may have offices, inside the State of Minnesota, as determined by the board.

ARTICLE II – MISSION

Section 1 Mission

Preserve, protect, and promote American Sign Language and political, educational, economic, and social equality for Deaf Minnesotans.

ARTICLE III – MEMBERSHIP

Section 1 Eligibility and Privileges

Such membership shall be open to deaf residents, either non-residents, of Minnesota eighteen (18) years of age or older regardless of race, creed, gender, sexual orientation, national origin, disability, and those with sincere interests and support for the mission of the Association. Members in good standing with the Association shall have voting privileges at the State Conference and may serve in any appointed positions or on any committees. MADC membership cannot be transferred. Such members shall consist of:

Categories:

- a) **Regular:** deaf residents, and non-residents, of Minnesota with voting rights and privileges. If in attendance of MADC's Conferences.
- b) **Supporting:** hearing individuals may join MADC as supporting members. Supporting members may have a voice but not voting rights as regular members.
- c) **Affiliated Organizations:** Membership shall be available to bona fide state and local non-profit entities with a mission or interest in furthering the welfare of deaf, hard of hearing, late-deafened, and deaf-blind people. Affiliated Organizations shall exercise the privileges of the Active Membership except holding office and vote privileges. Affiliated Organizations membership cannot be transferred.
- d) **Youth:** youth, 17 and under, deaf and residing in Minnesota may join MADC as youth members. Youth members may have a voice but not voting rights as regular members.

Section 2 Dues and Terms

All members of the Association shall pay dues. The amount of the dues for each membership category shall be determined by the Board, which may change from time to time. The dues are good for one year from the date of payment.

Section 3 Termination of Membership

The membership of each member of the Association will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board, each member's membership will immediately terminate on the member's date of expiration. On the affirmative vote of two thirds (2/3) of members of the Board, may remove any member upon reasonable cause. No member who is so removed shall be entitled to a refund of his or her annual previously paid.

ARTICLE IV – BOARD

Section 1 Board

Officers of the Board of the Association shall be deaf, a resident of Minnesota for at least two (2) years, an active member of the Association for two (2) years immediately preceding the Conference, and age 18 or older. The officers of the Board shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

The remaining Board shall include five (5) deaf Member-At-Large who are residents of Minnesota. These positions do not hold a minimum number of years of residency; however, a Member-At-Large position must be a member in good standing for at least one (1) year immediately preceding the Conference, and age 18 or older.

Section 2 Past President

The outgoing President shall assume the office of the Immediate Past President and serve as a consultant to the newly elected President for one year, or more if deemed necessary by the current President, immediately following the Conference. The Past President shall have a voice but no voting rights at regular meetings.

Section 3 Nomination Procedures –

Nominations for Board member positions shall be made any way by the Nominations Committee and any member at the Conference. All elections of Board members shall be held at the Conference. The vote of a majority of all members of the Association present at the Conference shall be required for the election of a Board member.

Section 4 Term of Office

The term of office for the following officers: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, shall be for two (2) years for the commencing with the date immediately following the Conference of the Association in the year during which such officers are elected and expiring immediately following the Conference in the year during which their term is to expire; provided that the officers of the Association shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office.

The term of office for the Members-at-Large shall be for four (4) years for the commencing with the date immediately following the Conference of the Association in the year during which such officers are elected and expiring immediately following the Conference in the year during which their term is to expire; provided that the officers of the Association shall hold office until their successors are elected or appointed and qualify, or

until their death or until their resignation or removal from office. Three (3) Members-at-Large shall be elected alternate years of two (2) Members-at-Large.

Section 5 Removal of Officer

For failure to carry out duties or for other good and sufficient reason(s), an officer or a representative of the Association may be removed after a due process hearing by a two-thirds (2/3) vote of the Board present.

Section 6 Resignation

Any officer may resign at any time by giving written notice of his or her resignation to the board, or to the President of this Association.

Section 7 Vacancy

A vacancy in any office because of death, resignation, disqualification, or any other cause except removal shall be filled for the unexpired portion of the term either by the affirmative majority vote of the board or at a special meeting of the members called for that purpose by the board.

Section 8 Conflict of Interest

Board members shall disclose any and all potential conflicts of interest and shall recuse oneself from decision making action on issues that may be affected by the conflict. In connection with any actual or possible conflict of interest, an interested member must disclose the existence of the financial or personal interest and be given the opportunity to disclose all material facts to Board and members of committees with governing board delegated powers considering the proposed transaction of arrangement. After such disclosure the person with the potential conflict of interest will be asked to leave the room while the remaining directors discuss and vote upon whether an actual conflict of interest exists. Spouses, significant others, or co-habitants shall not both serve as officers on the same board.

ARTICLE V – DUTIES OF OFFICERS

Section 1 President

The duties of the President shall be as follows (as well as other duties as assigned or prescribed):

- a. Preside at all meetings of the Association
- b. Be the chief spokesperson for the Association
- c. Serve an ex-officio member of all committees; with the exception of the nominating committee
- d. Serve as chief executive officer of MADC and shall see that all orders and resolutions of the Board are carried into effect

Section 2 Vice President

The duties of the Vice-President shall be as follows (as well as other duties as assigned or prescribed):

- a. Preside over all meetings at any time the President is unable to serve, or when the office of the President becomes vacant
- b. Serve as a liaison to all committees

Section 3 Recording Secretary

The duties of the Recording Secretary shall be as follows (as well as other duties as assigned or prescribed):

- a. Be responsible for the minutes of Board meetings, the Conference, and official documents of the Association

- b. **Documents Kept at Registered Office** - The Board of Directions shall keep originals or copies of records of all proceedings, financial statements, Articles of Incorporation, Bylaws of this Association, amendments and restatements, and all committee reports of the Board at the registered office of this Association.

Section 4 Corresponding Secretary

- a. The Corresponding Secretary shall handle external communications including maintaining and updating the membership list; managing the communication team, including social media and/or newsletter, and drafting and sending letters that are sent out per orders from the Association.
- b. Post complete copies of the most current Bylaws, as well as all other Association Documents, within ninety (90) days following the Conference as well as all minutes from board meetings and Conferences on the MADC website

Section 5 Treasurer

The duties of the Treasurer shall be as follows (as well as other duties as assigned):

- a. Be in charge of all vested funds of the Association
- b. File annually with the Internal Revenue Service (IRS) and Minnesota Department of Revenue
- c. Ensure that all treasurer's reports from all Board meetings as well as Conferences are made available to the membership
- d. Ensure that all disbursements in payment of authorized debts of the Association shall be made by check signed by the Treasurer
- e. Deposit all monies, within 30 days upon receipt, to an established and recognized financial institution(s) as the Board may determine
- f. Keep an account of all properties, investments, affiliated organization's tax forms, and funds of the Association, which shall at all times be open for inspection.

Section 6 Members at Large

The five (5) Members-At-Large shall be assigned to special projects and committees as determined by the Board and shall render reports to the Board on such projects or committees.

Section 7 Affiliated Organizations

Affiliate membership shall be open to any agency, organization, business, or any civic group in or outside of Minnesota and may become an affiliate member upon payment of membership dues. Affiliate members may not vote or hold office. Affiliated organizations will report their tax forms to the Association's treasurer when requested.

Section 8 Other Duties

For all the above officers, other duties may be assigned by the membership and/or as otherwise prescribed by the parliamentary authority adopted by the membership.

ARTICLE VI – MEETINGS

Section 1 Meeting of Members

Meetings of members shall be held at least once (1) quarterly, minimum of four (4) times per year, with dates agreed upon by the members of the Board or when called by the President with advanced notice of a minimum of five working days. All meetings shall be open to members except for properly convened closed sessions. Only the Board may have the floor and voting privileges.

Section 2 Conference

A Conference of the Association shall be held in odd numbered years at such time and place as the Board shall determine. At each Conference, the members shall transact such business as may be properly brought before the meeting.

Section 3 Special Meetings

Special meetings of the Board may be called by the President, or three (3) members of the Board, as deemed necessary for the Association. Notice of all special meetings shall be given to each director no less than forty-eight (48) hours prior by electronic mail, letter, phone, or videophone.

Section 4 Quorum

At all meetings of the Board, five (5) out the ten (10) Board members shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Board present at any meeting at which a quorum is present shall be the act of the Board. If a quorum is not present at any Board meeting, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5 Reasonable Accommodations

All meetings and Conferences of this Association are conducted in American Sign Language. The Association shall announce to members and the public procedures on how to request reasonable accommodations. Requests for accommodations will be taken into consideration to ensure that complying with a given request will not impose a financial hardship on the Association.

ARTICLE VII – GOVERNMENT

Section 1 Board

The elected officers shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and five Members-at-Large. The elected officers shall be known as the Board. Between Conferences and Meeting of Members, the Board shall implement and shall continue to operate under the auspices of the Association's bylaws and by motions that have been carried over in a properly convened Association meeting.

Section 2 Absences

Any member of the Board with two (2) consecutive unexcused absences from Board and/or Meeting of Members meetings will be considered as having vacated the position.

Section 3 Authority

The Board, through its consensus, 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 Conference and Meeting of Members meetings.

Section 4 Loans

No loan shall be made by the Association to any member, board member, or any other organization.

Section 5 Indemnification

The Association shall indemnify its directors and officers to the greatest extent permitted by law. This shall be secured by the attainment of Directors and Officers Insurance. This is to protect directors and officers against liability issues that may arise against the Association. The expense for such shall be included in the Association's Annual Budget.

ARTICLE VIII –CONFERENCE

Section 1 Conference

The Association shall have a Conference in each odd-numbered year. The Association shall hear reports, elect officers and transact such other business as may come before it. Announcements shall include details of Conference arrangements and should be up-dated as the Conference committee proceeds in its planning. The Association's Treasurer and Vice President shall work closely with the Conference Hosting Chapter to ensure that expected revenues and expenses will result in either breaking even or a profit.

Section 2 Quorum

Thirty (30) members with voting rights shall constitute a quorum for the transaction of business at any Conference. In the absence of a quorum, a majority of the members present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given. Proxies shall not be allowed or used.

Section 3 Conference Proceedings

The minutes of each Conference shall be corrected and approved by the Board after consultation with the Conference Proceedings Committee within ninety (90) days after the conclusion of the Conference. The Corresponding Secretary shall send the Conference proceedings to Association members with voting rights and to Association members without voting rights who submit a written request for the Conference proceedings to the Recording Secretary.

Section 4 Future Conferences

Any active or affiliate member may submit a bid to become host of the next Conference prior to or at the Conference. In absence of a bid, the Board shall take appropriate action to plan for the Conference.

Section 5 Elections

The success or for each elected member (President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Member-at-Large (5), National Association of the Deaf delegate(s) and National Leadership Training Conference delegate(s)) whose term is scheduled to expire shall be elected at the regular Conference of the Association by the affirmative vote of a majority of voting members present at the meeting. The term of each elected director shall commence at the end of the Conference at which he or she is elected and shall end at the end of the Conference of the Association in the year his or her term is scheduled to expire.

ARTICLE IX – COMMITTEES AND REPRESENTATIVES

Section 1 Classification

There shall be two (2) types of committees: Standing Committees and Special Committees subject to the approval of the Board. The President may appoint ad-hoc committees for specific purposes.

Standing committees of the Association shall consist of the following; Finance, Communications, Membership, Deaf Awareness Day, History, Youth, Conference, Bylaws, and Conference Proceedings.

The Board shall appoint members of MADC for each committee as the chairperson of such committee. The Board shall have the sole authority to remove or discipline any member of any committee. Copies of the committee meeting minutes shall be promptly furnished to the Recording Secretary two (2) weeks prior to the Meeting of Members.

Section 2 Finance Committee

The Finance committee shall be responsible for presenting the annual budget of the Association and for the audit of the Association's finances. The Board will select no less than two (2) Board members who will, with the MADC Treasurer, constitute the Finance Committee. In addition, three (3) consultants shall be nominated and elected to the Finance Committee. The committee has two main functions: to manage MADC's finances and to make recommendations to the Board for the investment of finances and/or other financial transactions for MADC. All expenditures must be within this budget and any proposed expenses totaling \$500 or more shall require board approval.

Section 3 Membership Committee

The Membership Committee shall consist of the Corresponding Secretary and three (3) other persons. The duties of this committee shall include evaluating and recommending to the Board programs and presentations for the Conference and developing and recommending to the Board strategies for expanding the membership of the Association.

Section 4 Communications Committee

The Communications Committee shall consist of the Corresponding Secretary and three (3) other persons. The duties of this committee shall include collecting information, editing, and distributing an official newsletter of the Association, The Deaf Advocate, to members of the Association and the public.

Section 5 History Committee

The History Committee shall consist of three (3) members of the Association with the Vice-President serving as Chair. The committee shall devise ways to archive historical documents, products, videos, and other items to be stored with the Minnesota History Museum. This committee shall also maintain the Association's Articles of Incorporation.

Section 6 Youth Committee

The Youth Committee shall consist of three (3) members of the Association with a Member-At-Large serving as Chair. The committee shall devise ways, but not limited to, to plan youth activities for all deaf and hard of hearing youth, provide fostering youth development through involvement in community projects, and promote youth activities by encouraging deaf and hard of hearing persons under the age of 18 to attend events hosted by the Youth Committee.

Section 7 Conference Committee

The Conference Committee shall consist of the Treasurer, Vice-President, Conference Chairperson and two (2) other persons. The duties of this committee shall be developing and making plans to the Board regarding the Conference.

Section 8 Conference Proceedings Committee

The Conference Proceedings Committee shall consist of former members of the Board following the Conference. Its sole purpose shall be to consult with the Board with regard to the Conference Proceedings. Upon the Board of Director's approval of the Conference Proceedings, this committee shall be disbanded.

Section 9 Deaf Awareness Day Committee

The Deaf Awareness Day Committee shall consist of the Treasurer, Vice-President, Deaf Awareness Day chairperson, and two (2), or more, other persons. The duties of this committee shall be developing and making plans to the Board regarding Deaf Awareness Day.

Section 11 NAD and NLTC Delegates

National Association of the Deaf (NAD) and NAD's National Leadership Training Conference (NLTC)

- A. Qualifications:
 - a. Must be an MADC member prior to the last MADC Conference.
 - b. Must be actively involved in the Association.
 - c. Must submit a report of involvement as a NAD delegate, or NLTC delegate, within 30 days of the conclusion of the NAD Conference, or the NLTC Conference, for posting on the MADC website.
- B. Delegates nominated at the Association's Conference shall submit a statement of interest and intention to Board prior to the Conference. (*maybe move to handbook*)
- C. Board shall determine how many delegates will be sent to the NAD Conference, and the NLTC Conference, based on availability of funds. Once this is determined the first delegate shall be the President of the Association. If he/she is unable to attend then this delegation shall be offered to the other officers in order of rank until a delegate is identified. All other delegate seats shall be open to the membership.

ARTICLE X – PARLIAMENTARY AUTHORITY

Section 1 Robert's Rules of Order

In parliamentary procedure, unless otherwise specified in these Bylaws, Robert's Rules of Order, current edition, shall be the parliamentary authority governing deliberations of this organization.

ARTICLE XI – AMENDMENT OF BYLAWS

Section 1 Amendment of Bylaws

The Association's members may amend or repeal the Association's Bylaws or adopt new Bylaws by the vote of two-thirds (2/3) of the votes entitled to be cast by the members present at a Bylaws special meeting at which a quorum is present; provided the amendment was presented in writing prior to the meeting. Its adoption shall be moved and seconded at least one session during the Conference before a vote is taken thereon.

ARTICLE XII – DISSOLUTION

Section 1 Dissolution

The Association may be dissolved by three-fourths (3/4) of those members voting in Conference or at a special meeting that satisfies the quorum requirements of this Bylaw. No suspension of the Bylaws is allowed for this Section. Should it be voted to dissolve, all funds and finances in addition to monies received in liquidation of assets shall be placed in trust for the purpose of providing educational scholarships to an institution of higher learning for students who are deaf or hard of hearing individuals. This trust shall be administered by National Association of the Deaf.

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