

Minnesota Association of Deaf Citizens

BYLAWS

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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, and deaf 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 deaf 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, ages 0-30, deaf and residing in Minnesota may join MADC as youth members. Youth members ages 0-17 may have a voice but not voting rights as regular members. Youth members ages 18-30 will have voting rights similar to regular membership.

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.

Section 4 Affiliated Organizations

Affiliate membership shall be open to any agency, organization, business, or any civic group inside 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.

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, 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. The term for the Past President shall last for no more than 1 year.

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, and Treasurer, shall be for two (2) years for the commencing with the date immediately following the Conference of the Association 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, or upon 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. 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, or upon their death, or until their resignation or removal from office. Three (3) Members-at-Large shall be elected alternate conferences of two (2) Members-at-Large.

Section 5 Removal of Board Member

Any Board member may be removed at any time, with or without cause, by a vote of two thirds (2/3) of the members of MADC with voting rights at a special a meeting called for that purpose (and to elect a successor, if necessary). The officer whose removal is being considered may attend the meeting and make a statement to the members, but he or she may not otherwise participate, continue in attendance, or vote at such meeting. Any officer, who fails to attend three consecutive meetings of the Board without good cause, as determined by the Board, shall be automatically removed from office. The removal of an officer shall not automatically terminate or affect the rights and obligations of any party to any agreement relating to the officer who was removed. All such matters shall be resolved in accordance with the terms of such agreement.

Section 6 Resignation

Any Board member may resign at any time by giving written notice of his or her intention to resign to any Board members. A resignation shall take effect upon written notice received, unless otherwise stated or agreed upon by the resigning board member and the board.

Section 7 Vacancy

A vacancy in any Board position due to death, resignation, disqualification, or any other cause shall be filled for the remaining portion of the term by the Board.

Section 8 Conflict of Interest

Board members shall disclose all potential conflicts of interest and must recuse oneself from decision making action on issues that may be affected by the conflict. Potential conflict of interest include financial or personal interest. Spouses, significant others, siblings, or co-habitants shall not both serve on the same Board. Due to extenuating circumstances this can be suspended for the term during the Conference.

ARTICLE V – DUTIES OF BOARD

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
- c. Serve as chairperson of the bylaws committee

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

Section 4 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 determines
- 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 5 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. Reports shall be submitted in writing to the Vice-President prior to any Board meeting.

Section 6 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 Board Meetings

Board meetings 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 during odd numbered years at such time and place as the Board shall determine.

- a. The Board shall provide for an official business meeting at the Conference to report on the progress of the Association. Further, members in good standing with voting privileges shall have the opportunity to consider proposed amendments to the bylaws and elect new Board officers.
- b. Any member in good standing may bid to serve as the Conference chairperson for the next Conference. Such bids shall be in accordance with site selection and hosting policies and procedures established and announced by the Board, including selection for the winning bid. It is strongly recommended that sites shall rotate among established geographical regions in Minnesota. If no bids are offered, or approved, the Board will take on the responsibility of assigning a conference chairperson for the next Conference.

Section 3 Special Meetings

Special meetings of the Board may be called by the President, three (3) members of the Board, or at least five (5) members in good standing, as deemed necessary for the Association. Notice of all special meetings shall be given to the Board no less than forty-eight (48) hours prior by direct notification. The secretary of the Board will then send a notification to all members of the Association no less than seventy-two (72) hours prior to the special meeting.

Section 4 Quorum

At Board meetings, five (5) out the nine (9) Board members shall be required to constitute a quorum for the transaction of business at any meeting. If a quorum is not satisfied at any Board meeting, the Board present may cancel the meeting. Rescheduling the next meeting shall be made.

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

Section 2 Absences

Any member of the Board with three (3) consecutive unexcused absences from Board meetings shall be removed from the position.

Section 3 Authority

- a. 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 Board meetings.
- b. Any new proposals for funding exceeding five thousand (5,000) dollars must refer to the members. A quorum of twenty-five (25) percent of the members must respond with a vote electronically.

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 Board to the greatest extent permitted by law. This shall be secured by the attainment of Board Insurance. This is to protect all Board members 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

Announcements of the Association shall include details of Conference arrangements and should be updated as the Conference committee proceeds in its planning. The Association’s Treasurer and Vice President shall work closely with the Conference chairperson to ensure that expected revenues and expenses will be appropriately managed.

Section 2 Quorum

Thirty (30) members with voting rights shall constitute a quorum for the transaction of business during the Conference. In the absence of a quorum, a majority of the members present may suspend and/or adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting will be recorded and posted for members. Proxies shall not be allowed.

Section 3 Conference Proceedings

The minutes of each Conference shall be approved by the Board after consultation with the Conference Proceedings Committee within ninety (90) days after the conclusion of the Conference. The Secretary shall send the Conference proceedings to the members.

Section 4 Elections

Election will be held for the following positions: President, Vice President, Recording Secretary, Treasurer, Member-at-Large (5) (depending on their term dates), National Association of the Deaf delegate(s) and National Leadership Training Conference delegate(s).

ARTICLE IX – COMMITTEES AND REPRESENTATIVES

Section 1 Classification

There shall be two (2) types of committees: Standing Committees and ad-hoc 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, Membership, Deaf Awareness Day, History, Youth, Conference, Bylaws, and Conference Proceedings.

Ad-hoc committees: The Board may form ad-hoc committees from time to time, as may be needed.

The Board shall appoint members for each committee as the chairperson. 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 Board meetings.

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 Association's 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 the Association's finances and to make recommendations to the Board for the investment of finances and/or other financial transactions for the Association. 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 Secretary, Treasurer, and three (3) other members. The duties of this committee shall develop and recommend to the Board strategies for expanding the membership of the Association.

Section 4 History Committee

The History Committee shall consist of three (3) members of the Association. The committee shall devise ways to archive historical documents, products, videos, and other items to be stored with the Minnesota Historical Society (<http://www.mnhs.org>).

Section 5 Youth Committee

The Youth Committee shall consist of three (3) members of the Association. The committee shall devise ways, but not limited to, to plan youth activities for all Deaf, DeafBlind, and Hard of Hearing youth, provide fostering youth development through involvement in community projects, and promote youth activities by encouraging Deaf, DeafBlind, and Hard of Hearing persons under the age of 18 to attend events hosted by the Youth Committee.

Section 6 Conference Committee

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

Section 7 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's approval of the Conference Proceedings, this committee shall be disbanded.

Section 8 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 members. The duties of this committee shall be developing and making plans for the Board regarding Deaf Awareness Day event.

Section 9 NAD and NLTC Delegates

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

A. Qualifications:

- a. Must be a member prior to the last 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 website.

- B. Delegates nominated at the Association's Conference shall submit a statement of interest and intention to Board prior to the Conference.

Section 12 Representatives of Advisory Groups

Any advisory groups with a seat for MADC representatives may be appointed to be filled by any member. Reports from representatives should be submitted 2 weeks prior to Board meetings.

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 the Conference at which a quorum is present; provided the amendment was presented in writing prior to the meeting. Its adoption shall be moved and seconded 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 at the Conference or at a special meeting that satisfies the quorum requirements of the current Bylaws. 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 from Minnesota who are Deaf or Hard of Hearing individuals. This trust shall be administered by National Association of the Deaf.