



**As amended by the Alaska Deaf Council, Inc.
at the ADC 2024 Statewide Conference in Anchorage, Alaska**

Article I – Name and Structure

- 1.1 The name of the organization is Alaska Deaf, Hard-of-Hearing, and Deaf-Blind Council, Incorporated (ADC), which may be referred to as Alaska Deaf Council or ADC.
- 1.2 ADC shall be a not-for-profit 501(c)(3) organization, incorporated in the State of Alaska.
- 1.3 ADC shall be a cooperating State Association Affiliate member of the National Association of the Deaf (NAD)

Article II – Mission Statement and Purpose

- 2.1 The mission of the ADC is to preserve, protect and promote the civil, human and linguistic rights of Deaf, DeafBlind, DeafDisabled, Hard of Hearing, and Late-Deafened people in the state of Alaska.
- 2.2 The ADC has identified the following key areas to accomplish this mission:
 - a) Advocacy
 - b) Education
 - c) Legislation
 - d) Language and Cultural
 - e) Employment
 - f) Communication Access
 - 1. Interpreters
 - 2. Phone/Video Relay Services
 - 3. Other Technical Services
 - 4. Closed Captioning
 - g) Information and Referrals
 - h) Business Ventures

Article III – Membership

- 3.1 The ADC is a membership organization with members having either voting or non-voting privileges and shall be open to all subgroups within the Deaf Community without discrimination. Membership terms and dues shall be determined by the Board of Directors of ADC and posted to the web site of the organization.



- 3.2 Any person eighteen (18) years or older residing in the state of Alaska, with an earnest desire to further ADC's Mission Statement, may become a member of ADC by completing an application for membership, whether printed or digital, and upon submission of an application, such person is entitled to:
- a) Vote in membership conferences or meetings;
 - b) Have voice in Board of Directors meetings, and any membership meetings or conferences;
 - c) Hold elected or appointed office, including as a Board member, subject to satisfaction of the qualifications in Article IV, below;
 - d) Sit on any committee to which appointed by the President or Board; and
 - e) A response to any reasonable request for information on the activities of the Board or the ADC.
- 3.3 Any person between the ages of thirteen (13) and eighteen (18) years residing in the state of Alaska, with an earnest desire to further ADC's Mission Statement, may become a Youth Member of ADC by completing an application for Youth Membership, whether printed or digital, and upon submission of an application with the signature of a legal guardian, such person is entitled to:
- a) Have voice in Board of Directors meetings, and any membership meetings or conferences;
 - b) Sit on the following committee(s) Education, Legislative, or Youth Membership;
 - c) A response to any reasonable request for information on the activities of the Board or the ADC.
- 3.4 In its sole discretion, the Board of Directors may set annual dues to be paid by Members, but not Youth Members, and if deemed appropriate by the Board, may waive dues for any member.

Article IV – Qualifications and Selection of Board of Directors and Officers

- 4.1 The Board of Directors (Board) shall consist of not less than seven (7) nor more than thirteen (13) members.
- 4.2 The Board shall comprise more than fifty percent (51%) of Deaf, DeafBlind, DeafDisabled, Hard of Hearing, and Late-Deafened members.
- 4.3 The Board includes the President, Vice-President, Secretary, Treasurer and three (3) to nine (9) Members at Large. Each region in the State of Alaska will be represented by at least one Member at Large (Arctic, Interior, Southcentral, Southeast, and Southwest).
- a) The President shall be eligible to serve for no more than two (2) consecutive terms;
 - b) Officers (President, Vice-President, Secretary, or Treasurer) shall serve two (2) year terms;
 - c) Members at Large shall serve (2) year terms;
 - d) No person may hold two (2) or more ADC elected or appointed positions.
- 4.3 A simple majority of a quorum at the annual Statewide meeting is sufficient for election to an office or Member at Large position on the Board. In the event of a tie for any office or Member at Large position, the election shall be decided by the flip of a coin conducted by the President-elect, or Vice-



President-elect if the tie is for the election of a President. In the event there is only one candidate nominated for office, voting shall be by general consent of the membership in attendance.

- 4.4 To be elected to the Board as an Officer, a nominee must have already served at least a term on the Board and to be elected to the office of the President, a nominee must have already served at least a term as an Officer.
- a) The office of the President and Treasurer shall be elected at the Statewide Meeting held in odd years beginning in 2025; and
 - b) The office of the Vice-President and Secretary shall be elected at the Statewide Meeting held in even years beginning in 2024.
- 4.5 To be elected to the Board as a Member at Large, a nominee must be a member of ADC for at least one (1) year.
- a) There shall be at least seven (7) to nine (9) Members at Large on the Board; and
 - b) There will be at least one (1) Member at Large for the Arctic, Interior, Southeast, and Southwest Regions and at least three (3) Members at Large for the Southcentral Region;
- 4.6 Vacancies in any office, whether caused by resignation, death, or otherwise, may be filled by succession and/or a majority vote of the remaining Board members.
- 4.7 Officers and Board Members of ADC are required to make the following promise prior to commencing a term of office: "I do solemnly promise that I will faithfully perform the duties of my office and support the Alaska Deaf Council to the best of my ability."

Article V – Responsibilities and Authority of Board Members

- 5.1 The Board shall be responsible for the general management of the affairs of ADC, and except as otherwise specified in these Bylaws, a simple majority of a quorum of the Board is sufficient to take action deemed useful or necessary by the Board.
- 5.2 Board members shall disclose any and all potential conflicts of interest at the earliest convenience 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 the Board and members of committees as necessary. After such disclosure the person with the potential conflict of interest will be asked to leave the room while the remaining Board members 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 board.
- 5.3 The Board may alter, add to, delete or amend any article or section of these Bylaws, provided that before adoption, an amendment must be posted on the organization's web site along with an explanation of the Board's reason(s) for the proposed change. Not less than fifteen (15) days after posting, the Board shall consider the proposed amendment(s) together with the comments or suggestions of the membership in response to the posting, and thereafter may adopt the amendment(s) in either its original form, or as modified to reflect appropriate input from the membership.



- 5.4 Unless otherwise specified, these Bylaws and any approved amendments shall immediately be in effect upon adoption by the Board.
- 5.5 The Board shall consider any proposal or recommendation adopted by a majority of those members present and vote thereon at any annual or special meetings of the membership.
- 5.6 The Board may use available funds of ADC only to promote the interests of ADC.
- 5.7 The Board may, by a two-thirds vote, remove any Officer from their office and immediately appoint a replacement to serve until the next scheduled annual membership meeting.
- 5.8 When warranted by circumstances, the Board may deliberate and vote on a formal motion presented by email or text message. Any such electronic vote results must be ratified at the next Board meeting in order to be effective.
- 5.9 The Board shall appoint one or more delegates to attend Regional or National NAD conferences, subject to acceptance of such appointment by the appointee, and may, but is not required, to reimburse reasonable and necessary travel and *per diem* expenses incurred by any NAD delegate(s) for attendance.
- 5.10 All Board Members are required to serve on at least two standing committees as listed in 9.1 with the exception of the President who shall follow 6.1.J as stipulated.
- 5.11 The Council shall indemnify its Officers and Board members to the greatest extent permitted by law. This shall be secured by the attainment of Directors and Officers Insurance. This is to protect the Board and Officers against liability issues that may arise against the organization. The expense for such shall be included in the Council's Annual Budget.

Article VI – Responsibilities and Authority of Officers

- 6.1 The President shall:
 - a) Preside over all meetings of ADC, except that the President is not required to preside over committee meetings;
 - b) Supervise and maintain order at all meetings and/or conferences at which the President presides;
 - c) Ensure so far as possible that resolutions duly adopted by the Board are properly executed and carried out in accordance with the direction of the Board and the organization's governing documents;
 - d) As necessary, enforce compliance with the Bylaws of ADC, other relevant governing organization documents, and statutory and/or regulatory requirements;
 - e) See that reports on ADC's plans and accomplishments are prepared for posting on the organization's web site or other distribution deemed useful or necessary by the Board;
 - f) Appoint Members to standing committees, and *ad hoc* committees established by the Board;
 - g) Represent ADC at events conducted by or for Alaska's community of Deaf, DeafBlind, DeafDisabled, Hard of Hearing, and Late-Deafened people;
 - h) Appoint a parliamentarian approved by the Board;



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- i) Liaise with NAD and any Organization Members of ADC or NAD; and
- j) Be an *ex officio* member of any standing or *ad hoc* committees with the exception of the nominating committee.

6.2 The Vice-President shall:

- a) Serve as President when the President is, for any reason, unable or unwilling to perform their duties;
- b) All committees must report directly to the Vice President to show their progress; and
- c) Perform such other duties as directed by the President.

6.3 The Secretary shall:

- a) Keep accurate and timely records of all meetings of the Board, and accurate records of all meetings and conferences of the membership, but is not required to make records of meetings or actions by standing or *ad hoc* committees;
- b) Be the custodian of ADC's records, including minutes of meetings and votes on ADC's business whether by the Board, Membership, Committees, or otherwise;
- c) At the direction of the President or the Board, conduct the general correspondence of ADC;
- d) Coordinate with the Treasurer on 6.4.e and keep a roster of the membership, including names, email addresses, and locations;
- e) Coordinate with the Treasurer and ADC's Registered Agent to maintain ADC's organization status with the State of Alaska and/or the United States, including ADC's non-profit status; and
- f) Perform such other duties as directed by the President or Board.

6.4 The Treasurer shall:

- a) Be responsible for all the funds of ADC;
- b) Make financial reports at Board and Statewide Meetings, or as otherwise requested by the Board;
- c) Deposit ADC funds in one or more financial institution(s) approved by the Board;
- d) Keep an account of all receipts and disbursements, and maintain back up records of them;
- e) Maintain records of all membership dues paid and issue receipts therefore;
- f) Maintain an up-to-date membership list, noting thereon whether any member is not in good standing with ADC;
- g) File all required tax forms and reports;
- h) At the Board's request, submit for auditing all monies, books, accounts, papers, vouchers, receipts, and records, including bankbooks, known to exist by the Treasurer, and assist in the conduct of any such audit if requested by the Board or auditor; and
- i) Perform such other duties as directed by the President or Board.



- 6.5 Each immediate past officer shall:
- a) For a period of three (3) months after the election of a successor, provide reasonable assistance and advice to their newly elected counterpart as and when requested to the extent feasible;
 - b) For a period of three (3) months, have voice but not voting rights at Board meetings, unless such past officer is independently qualified to vote as a current sitting Board member; and
 - c) Failure to adhere to 6.5.a and 6.5.b will result in revocation of the immediate past officer's membership with ADC for no less than two (2) years.

Article VII – Board Meetings

- 7.1 The Board shall meet at least quarterly with the date, time, and location determined by the President, and the Secretary shall provide notice of the date, time, and place of the meeting to each Board Member via email, and by posting notice of the meeting on the organization's web site not less than five (5) business days nor more than ten (10) business days before the meeting.
- 7.2 Board members may attend any Board meeting in person, by videoconference, or any other means that enables the Board to communicate effectively regarding ADC business.
- 7.3 A simple majority of the Board, whether attending in person or as provided in 7.2 constitutes a quorum for the transaction of business, except that for removal of an officer under 5.7, above, all then-sitting Board members must attend, provided further that the officer whose removal is under consideration may, and is encouraged, to attend, but is not required to do so by this 7.2
- 7.4 If an Officer or Member-at-Large fails without good cause to attend three consecutive meetings for which they received notice, the Board may remove them as an Officer or Member-at-Large by a two-thirds (2/3) vote of a quorum of the Board in attendance at the third consecutive meeting missed by that Officer or Member-at-Large.

Article VIII – Membership Meetings

- 8.1 A meeting of the Members and Youth Members shall be held annually (hereafter "Statewide Meeting") as determined by the Board during the month of October and the Secretary shall give notice of the meeting, including an agenda, via email and on ADC's website at least 30 days, but not more than 60 days, in advance of the meeting.
- 8.2 Members and Youth Members may attend the Statewide Meeting in person, by videoconference, or any other means that enables the member to communicate effectively regarding ADC business, and the Vice-President shall be responsible to make necessary arrangements for non-personal attendance by Members and Youth Members at the Statewide Meeting.
- 8.3 In addition to any Board members attending the Statewide Meeting, not less than five (5) voting members of ADC must attend the Statewide Meeting to constitute a quorum for conducting the organization's business.
- 8.4 The purposes of the Statewide Meeting are:
- a) Review the Annual Reports(s) of the organization;
 - b) Recommend amendments to the Bylaws or Articles of the organization;



- c) To adopt any amendment, addition, deletion, modification or other change(s) to the Bylaws that are approved by 80% of the members, exclusive of the Board, attending the Statewide Meeting;
- d) Propose by the vote of a simple majority of Members present at the Statewide Meeting, exclusive of Board Members, general or specific goals, projects, legislation, or any other actions or activities that the Members believe it would be in the best interests of ADC to pursue; and
- e) To elect, by a simple majority of the Members and Board present at the Statewide Meeting, officers and/or Members at Large to those positions that are vacant or will become vacant at the time of the Statewide Meeting.

Article IX – Committees

9.1 Standing Committees of ADC shall consist of the following:

- a) Public Policy and Legislative;
The Public Policy and Legislative Committee stays informed on relevant matters for legislative issues pertaining to any and all critical advocacy issues impacting the way of life of Deaf, DeafBlind, DeafDisabled, Hard of Hearing, and Late-Deafened people in the state of Alaska.
- b) Education and Outreach;
The Education and Outreach Committee stays informed on relevant matters for education policy, education programs, community engagement, community issues, and advocate for awareness of issues relating to Deaf people such as the visibility and authenticity of Deaf people and Sign Language in the media.
- c) Budget and Finance;
The Budget/Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. The Board must approve the budget, and all expenditures must be within the budget. Any major changes in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public by the use of the organization's web site.
- d) Bylaws;
The Bylaws Committee shall consist of individuals who have expressed an interest in working on the bylaws at each Statewide Meeting. Any regulatory motions that are made throughout the year shall be referred to the Bylaws Committee to ensure there are no conflicts with the current bylaws and/or make amendments to the bylaws as needed.
- e) Nominating; and
The Nominating Committee shall be formed at least thirty (30) days prior to the Statewide Meeting and shall disband seven (7) days afterwards. The Nominating Committee shall consist of at least five (5) members of ADC that expresses interest in serving on the Committee and are in good standing for the past two years. The Committee shall review all nominations for Officers and Members At Large prior to the Statewide Meeting to ensure that all candidates are in good standing with ADC and have completed the expression of interest



(EOI) form.

f) Youth Membership

The Youth Membership Committee shall create initiatives for the ADC Board that benefit community youth, such as activities and community projects. The Committee will also develop networking and mentoring opportunities that develops business networking skills and support local organizations and the Alaska School for Deaf and Hard of Hearing (AKSD). The Youth Membership Committee will be chaired by one of the Officers of the Junior NAD chapter at AKSD.

- 9.2 The President, with the advice and consent of the Board, shall appoint members of the Standing Committees, subject to an appointee's acceptance. Members of Standing Committees will serve terms of one (1) year and are subject to renewal or discharge of their duties at each Annual Membership Meeting.
- 9.3 Each Standing Committee shall, following its first meeting after each Annual Membership Meeting, select one of its members to act as Chairperson until the committee's first meeting following the next annual meeting.
- 9.4 An *ad hoc* committee may be established at any time as deemed useful or necessary by the President or the Board. The term of each *ad hoc* committee shall expire at conclusion of the Annual Meeting in the calendar year immediately following the appointment, unless extended or reduced by the Board.
- 9.5 *Ad hoc* committee chairpersons shall be appointed by the President, subject only to veto by a simple majority of the Board, the term to run concurrently with the term of the committee.

Article X – ADC Delegates to NAD

- 10.1 ADC delegate(s) and/or alternate(s) to NAD conferences shall represent the best interests of the organization and carry out any instructions of the Board regarding matters pertinent to ADC and NAD.
- 10.2 ADC delegates to NAD conferences shall submit written reports to the Board no later than thirty (30) days after conclusion of the conference attended by such delegate(s) and attend the next Board meeting to share updates from the conference.

Article XI – Parliamentary Authority

- 11.1 The rules contained in the most recent edition of "Roberts Rules of Order Newly Revised" shall govern ADC in all cases in which they are not inconsistent with the Bylaws or Standing Rules of the Organization.

Article XII – Dissolution

- 12.1 In the event this organization is dissolved by state or federal authorities, or through formal action of a quorum of the Board, or by vote of 80% of the Members at an Annual Meeting or Special Meeting called by the Board, any remaining corporate assets shall be used to pay for or to provide for the debts and obligations of Alaska Deaf Council and the remainder will be delivered to NAD.