

Bylaws of the
Alaska Deaf, Hard of Hearing and Deaf-Blind Council, Incorporated
(Adopted March 2, 2019)

Article I – Name and Structure

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

Article II – Mission Statement

- 2.1 ADHHDBC will exert its utmost efforts to promote and empower Deaf, Late-Deafened, Hard of Hearing and Deaf-Blind citizens in order that they may achieve the highest quality of life possible in communities throughout Alaska.

Article III – Membership

- 3.1 Any person eighteen (18) years or older, with an earnest desire to further the Corporation's Mission Statement, may become a Member of ADHHDBC 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 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 V, 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 ADC.
- 3.2 Any person younger than eighteen (18) years with an earnest desire to further the Corporation's Mission Statement may become a Student Member of ADHHDBC by completing an application for Student Membership, whether printed or digital, and upon submission of an application, such person is entitled to:
 - a. Have voice in Board meetings, and any membership meetings or conferences;

- b. Sit on any committee to which appointed by the President or Board; and
 - c. A response to any reasonable request for information on the activities of the Board or ADC.
- 3.3 In its discretion, the Board may set annual dues to be paid by Members, but not Student Members, and if deemed appropriate by the Board, may waive dues for any Member.

Article IV – Qualifications and Selection of Directors and Officers

- 4.1 The Board of Directors (Board) shall consist of not less than nine (9) nor more than fifteen (15) members.
- 4.2 The Board includes the President, Vice-President, Secretary, Treasurer, and three (3) to eleven (11) At-Large Directors. ~~one (1) Director at Large, and four Regional Directors, one residing in each Alaska Judicial District;~~
- 4.3 To be elected to any office, a nominee must be an Alaska resident, and have been a Member of the Corporation for the two (2) years immediately preceding the calendar year of the election.
- 4.4 No person may hold two (2) or more ADHHDBC elected positions.
- 4.5 Deaf, hard of hearing, ~~or deaf-blind, or late-deafened~~ members shall comprise more than at least fifty percent (50%) of the Board, ~~and at least one Board member shall be late-deafened.~~
- 4.6 At the annual membership meeting held in odd years beginning in 2019, officers and Regional Board Members shall be elected.
- 4.7 A simple majority of a quorum at an annual membership meeting is sufficient for election to an office or Regional Board position. In the event of a tie for any office or Regional Board 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 election of a President. In the event there is only one candidate nominated for office, voting shall be by general consent of the membership.
- 4.8 At the annual membership meeting in 2019, the President and Secretary, and Regional Directors for the First and Third Judicial Districts, shall be elected for 3 year terms, and thereafter, beginning at the annual membership meeting in 2022, those officers shall be elected to 2 year terms.
- 4.9 At the annual membership meeting in 2019, and thereafter during the annual membership meeting in each odd-numbered year, the Vice-President and Treasurer, and Regional Directors for the Second and Fourth Judicial Districts, shall be elected for 2 year terms.

- 4.10 A simple majority of the sitting directors nine (9) Officer, Director at Large, and Regional Board members may appoint additional at-large directors as deemed useful or necessary, and an appointed at-large board member's term of office shall extend until the second annual membership meeting following such appointment. In making appointments of at-large directors, the Board shall keep in mind ADC's Mission Statement and strive to locate and appoint at-large directors from diverse geographic areas across the state and with diverse backgrounds of deafness and hearing loss or relationship to the deaf community or persons.
- 4.11 Officers and Board Members of ADHHDBC 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 ADHHDBC to the best of my ability."

Article V – Responsibilities and Authority of Directors

- 5.1 The Board shall be responsible for the general management of the affairs of ADHHDBC, and except as otherwise specified in these Bylaws, a simple majority of a quorum of the Board is sufficient to take any action deemed useful or necessary by the Board.
- 5.2 The Board may alter, add to, delete or amend (hereafter collectively "amendment") any article or section of these Bylaws, provided that before adoption, an amendment must be posted on the Corporation'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 any 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.
- 5.3 Unless otherwise specified, these Bylaws and any approved amendments shall immediately be in effect upon adoption by the Board.
- 5.4 The Board shall consider any proposal or recommendation adopted by a majority of those members present and voting thereon at any annual or special meeting of the membership.
- 5.5 The Board may use available funds of ADHHDBC only to promote the interests of ADHHDBC.
- 5.6 The Board may, by a two-thirds vote, remove any officer from his/her office and immediately appoint a replacement to serve until the next scheduled annual membership meeting.
- 5.7 When warranted by circumstances, the Board may deliberate and vote on a formal motion presented via email. Any such electronic vote results must be ratified at the next Board meeting in order to be effective.

- 5.8 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.

Article VI – Responsibilities and Authority of Officers

- 6.1 The President shall:
- a. Preside over all meetings of ADHHDBC, 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 corporation's governing documents;
 - d. As necessary, enforce compliance with the Bylaws of ADHHDBC, other relevant governing corporate documents, and statutory and/or regulatory requirements.
 - e. See that reports on ADHHDB plans and accomplishments are prepared for posting on the corporation'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 ADHHDB at events conducted by or for Alaska's community of deaf, hard of hearing, late-deafened and deaf-blind persons;
 - h. Appoint a parliamentarian approved by the Board;
 - i. Liaise with NAD and any Organization Members of ADHHDBC or NAD; and
 - j. Be an *ex officio* member of any standing or *ad hoc* committees.
- 6.2 The Vice President shall:
- a. Serve as President when the President is, for any reason, unable or unwilling to perform her/his duties; and
 - b. Perform such duties as are assigned to her/him by the President.
- 6.3 The Secretary shall:
- a. Keep accurate 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 ADHHDBC's records, including minutes of meetings and votes on ADHHDBC'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 ADHHDBC;
 - d. Keep a roster of the membership, including names, and mailing and email addresses;
 - e. Coordinate with the Treasurer and ADHHDBC's Registered Agent to maintain ADHHDBC's corporate status with the State of Alaska and/or the United States, including ADHHDBC's non-profit status; and
 - f. Perform such other duties as directed by the President or Board.
- 6.4 The Treasurer shall:
- a. Keep an account of all receipts and disbursements, and maintain back-up records of them;
 - b. Be responsible for all the funds of ADHHDBC;
 - c. Maintain records of all membership dues paid and issue receipts therefore;
 - d. Maintain an up-to-date membership list, noting thereon whether any member is not in good standing;
 - e. Deposit ADHHDBC funds in one or more financial institution(s) approved by the Board;
 - f. Make financial reports at Board and member meetings, or as otherwise requested by the Board;
 - g. File all required tax forms and reports; and
 - 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.
- 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 his or her newly-elected counterpart as and when requested, to the extent feasible; and
 - 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.

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 will 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 Corporation's web site, not less than ten (ten) nor more than twenty (20) days before the meeting.
- 7.2 Directors may attend any Board meeting in person, by telephone, videoconference or any other means that enables the Board and such Director(s) to communicate effectively regarding ADHHDBC business.
- 7.3 A simple majority of the Board, whether attending in person or as provided in § 6.2, constitutes a quorum for the transaction of business, except that for removal of an officer
under § 5.6, above, all then-sitting Directors 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 § 7.3.
- 7.4 If a Director or Officer fails without good cause to attend three consecutive meetings for which she/he received notice, the Board may remove her/him as a Director and/or Officer by a two-thirds (2/3) vote of a quorum of the Board in attendance at the third consecutive, meeting missed by that Director or Officer.

Article VIII - Membership Meetings

- 8.1 A meeting of the Members and Student Members shall be held annually (hereafter "Annual Meeting") ~~as determined by the Board during May~~ and the Secretary shall give notice of the meeting, including an agenda, via email and on ADHHDBC's web site at least 30 ~~60~~ days, but not more than 90 days, in advance of the meeting.
- 8.2 Members and Student Members may attend the Annual Meeting in person, by telephone, videoconference or any other means that enables the member to communicate effectively regarding ADHHDBC business, and the Vice-President shall be responsible to make necessary arrangements for non-personal attendance by Members and Student Members at the Annual Meeting.
- 8.3 In addition to any Board members attending the Annual Meeting, not less than five ~~(5) ten (10)~~ voting Members of ADHHDBC must attend the Annual Meeting to constitute a quorum for conducting the Corporation's business.
- 8.4 The purposes of the Annual Meeting are:
 - a. To elect, by a simple majority of the Members and Board present at the Annual Meeting, officers and/or directors to those positions that are vacant or will become vacant at the time of the Annual Meeting;

- b. Recommend amendments to the Bylaws or Articles of the Corporation;
 - c. Propose by the vote of a simple majority of Members present at the Annual 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 ADHHDDBC to pursue; and
 - d. 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 Annual Meeting.
- 8.5 Not less than 30 days before the Annual Meeting, any Member who wants to nominate a person for an office, or a regional or at-large directorship, must submit the name and email address of the nominee to the Nominating Committee. The Nominating Committee must confirm the acceptance of a nomination by each nominee, whether initiated by the Nominating Committee, a Member, or otherwise. The Nominating Committee must distribute a list of all nominees and positions for which nominated, on the Corporation's web site at least 15 days before the Annual Meeting.
- 8.6 Not less than 30 days before the Annual Meeting, any Member who wants to propose any amendment, addition, deletion, modification or other change(s) to the Bylaws, must submit such proposal to the Bylaws Committee via email. Not less than 15 days before the Annual Membership Meeting, the Bylaws Committee shall post on the corporation's website all proposals for change(s) to the Bylaws, whether by the Bylaws Committee, Member(s), the Board or otherwise, and identify the proponent of each such change.
- 8.7 Under no circumstances shall proxy voting be allowed for votes of the Board in the conduct of its business, nor shall proxy voting be allowed in the election of the Corporation's officers or directors.

Article IX – Committees

- 9.1. Standing Committees of ADHHDDBC shall consist of the following:
- a. Legislative;
 - b. Education;
 - c. Media Outreach;
 - d. Fund-raising;
 - e. Bylaws;
 - f. Nominating; and
 - g. Deaf-Blind Outreach.

- 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. Approximately one-half (½) of each Standing Committee's membership shall be appointed to a one (1) year term which expires at the Annual Meeting in 2020, and thereafter those committee members appointed to replace those committee members whose terms expire in 2020, shall serve a two (2) year term extending from one even-numbered year to the next even-numbered year. The remaining Standing Committee members shall be appointed to two (2) year terms extending from one odd-numbered year to the next odd-numbered year.
- 9.3 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.
- 9.4 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.
- 9.5 *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 - ADHHDBC Delegates to NAD

- 10.1 ADHHDBC delegate(s) and/or alternate(s) to NAD conferences shall represent the best interests of the Corporation and carry out any instructions of the Board regarding matters pertinent to NAD and ADHHDBC.
- 10.2 ADHHDBC 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).

XI – Dissolution

- 11.1 In the event this Corporation is dissolved by state or federal authorities, or through formal action of a quorum of the Board, or by the 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 ADHHDBC and the remainder will be delivered to NAD.