



Alaska Deaf, Hard of Hearing, and DeafBlind Council

## BYLAWS

of

**Alaska Deaf, Hard of Hearing and DeafBlind Council, Inc.**

*Amended 12/13/2025*

### ARTICLE I

#### Name and Structure

**1.1 NAME.** The name of the organization is *Alaska Deaf, Hard of Hearing and DeafBlind Council, Incorporated (ADC)*, which may be referred to as *Alaska Deaf Council* or *ADC*.

**1.2 STATUS.** ADC shall be a non-profit 501(c)(3) organization, incorporated in the State of Alaska.

**1.3 AFFILIATION.** 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 MISSION.** 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 PURPOSE.** 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 ELIGIBILITY AND STRUCTURE.** The ADC is a membership-based organization that welcomes individuals from all subgroups within the Deaf Community without discrimination. Members may have either voting or non-voting rights. The Board of Directors (Board) of ADC will set the terms of membership and membership dues. This information will be made available on the organization's website.

**3.2 ADULT MEMBERS.** 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 a membership application, whether printed or digital. Upon acceptance, a Member is entitled to:

- a) Vote at membership conferences or the ADC annual meeting;
- b) Have a voice in Board meetings and the annual membership meeting or conferences;
- c) Hold elected or appointed office, including as a Board Member, subject to satisfaction of the qualifications in Article IV;
- d) Sit on any committee to which they are appointed by the President or Board; and
- e) Receive a response to any reasonable request for information on the activities of the Board or ADC.

**3.3 YOUTH MEMBERS.** 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 a Youth Membership application, whether printed or digital. Submission of the application requires the signature of a legal guardian. Upon acceptance, a Youth Member is entitled to:

- a) Have a voice in Board meetings and any membership meetings or conferences;
- b) Sit on the following committees: Education, Legislative, Parent, Hard of Hearing, or Youth Membership;
- c) Receive a response to any reasonable request for information on the activities of the Board or ADC.

**3.4 DUES.** The Board, at its sole discretion, may set annual dues to be paid by Members, but not Youth Members. The Board may also, if deemed appropriate, waive dues for any Member.

## **ARTICLE IV**

### **Board of Directors: Composition, Qualifications, and Election**

**4.1 BOARD SIZE.** The Board shall consist of not less than seven (7) nor more than thirteen (13) members.

**4.2 BOARD COMPOSITION.** The Board shall be comprised of more than fifty percent (51%) of Deaf, DeafBlind, DeafDisabled, Hard of Hearing, and Late-Deafened members.

**4.3 OFFICERS AND MEMBERS AT LARGE.** 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 shall 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 no more than two (2) year terms;
- c) Members at Large shall serve no more than two (2) year terms;
- d) No person may hold two (2) or more ADC elected or appointed positions.

**4.4 ELECTION PROCEDURE.** 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 (other than President), the election shall be decided by a coin toss conducted by the President-elect. In the event of a tie for the office of President, the election shall be decided by a coin toss conducted by the Vice President-elect. If only one candidate is nominated for an office, the election shall be determined by the general consent of the Members in attendance.

**4.5 QUALIFICATIONS FOR OFFICERS.** To be elected to the Board as an Officer, a nominee must be a Member of ADC for a minimum of two (2) years.

- 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.

**4.6 QUALIFICATIONS FOR MEMBERS AT LARGE.** 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 shall be at least one (1) Member at Large for the Interior, Southeast, and Southwest Regions, and at least three (3) Members at Large for the Southcentral Region.

**4.7 VACANCIES.** 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.

**4.8 OATH OF OFFICE.** 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**

### **Board Member Responsibilities and Authority**

**5.1 GENERAL MANAGEMENT.** The Board shall be responsible for the general management of the affairs of ADC. Except as otherwise specified in these Bylaws, a simple majority of the quorum of the Board is sufficient to take action deemed useful or necessary by the Board.

**5.2 CONFLICTS OF INTEREST.** Board Members shall disclose any and all potential conflicts of interest at the earliest convenience and shall recuse themselves 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 AMENDMENTS TO BYLAWS.** 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 website 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 EFFECTIVE DATE.** Unless otherwise specified, these Bylaws and any approved amendments shall immediately be in effect upon adoption by the Board.

**5.5 MEMBERSHIP PROPOSALS.** 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 USE OF FUNDS.** The Board may use available funds from ADC only to promote the interests of ADC.

**5.7 REMOVAL OF OFFICERS.** The Board may, by a two-thirds (2/3<sup>rd</sup>s) vote, remove any Officer from their office and immediately appoint a replacement to serve until the next scheduled annual membership meeting.

**5.8 ELECTRONIC VOTING.** 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 to be effective.

**5.9 ELECTRONIC COMMUNICATION HOURS.** When warranted by circumstances, the Board may conduct electronic communications related to Board business, including but not limited to email or text message during the hours of 8:00 a.m. to 6:00 p.m. Alaska Standard Time (AST). Communications received outside of these hours may be addressed on the next day or as soon as practicable. Urgent or time-sensitive matters requiring immediate attention outside these hours shall be clearly identified as such in the communication.

**5.10 INDEMNIFICATION.** 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 to protect the Board and Officers against liability issues that may arise against the organization. The expense for such insurance shall be included in the Council's Annual Budget.

## **ARTICLE VI**

### **Officer Responsibilities and Authority**

**6.1 PRESIDENT.** 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 website 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, to assist the President in conducting meetings according to the organization's rules and bylaws;
- 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 VICE-PRESIDENT.** The Vice-President shall:

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

**6.3 SECRETARY.** 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 Section 6.4(e) and maintain 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 organizational status with the State of Alaska and/or the United States, including ADC's non-profit status;
- f) Perform such other duties as directed by the President or Board.

**6.4 TREASURER.** 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 backup records of them;
- e) Maintain records of all membership dues paid and issue receipts thereof;
- f) Maintain an up-to-date membership list, noting 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 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 IMMEDIATE PAST OFFICERS.** 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 Sections 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 REGULAR MEETINGS.** The Board shall meet at least quarterly. The date, time, and location shall be determined by the President. The Secretary shall provide notice of the

meeting to each Board Member via email and by posting notice on the organization's website not less than five (5) business days nor more than ten (10) business days before the meeting.

**7.2 ATTENDANCE.** Board Members may attend any Board meeting in person, by videoconference, or by any other means that enables the Board to communicate effectively regarding ADC business.

**7.3 QUORUM.** A simple majority of the Board, whether attending in person or as provided in Section 7.2, constitutes a quorum for the transaction of business, except that for the removal of an officer under Section 5.7, all then-sitting Board Members must attend. The officer whose removal is under consideration may, and is encouraged to, attend, but is not required to do so.

**7.4 REMOVAL FOR NON-ATTENDANCE.** If an Officer or Member at Large fails, without good cause, to attend three (3) consecutive meetings for which they received notice, the Board may remove them from office by a two-thirds (2/3<sup>rds</sup>) vote of a quorum of the Board in attendance at the third (3<sup>rd</sup>) consecutive meeting missed by that Officer or Member at Large.

## **ARTICLE VIII**

### **Membership Meetings**

**8.1 ANNUAL MEETING.** 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. The Secretary shall provide notice of the meeting, including an agenda, via email and on ADC's website at least thirty (30) days, but not more than sixty (60) days, in advance of the meeting.

**8.2 ATTENDANCE.** Members and Youth Members may attend the Statewide Meeting in person, by videoconference, or by any other means that enables effective communication regarding ADC business. The Vice-President shall be responsible for making necessary arrangements for non-personal attendance by Members and Youth Members at the Statewide Meeting.

**8.3 QUORUM.** In addition to any Board Members attending the Statewide Meeting, not less than five (5) voting Members of ADC must attend to constitute a quorum for conducting the organization's business.

**8.4 PURPOSES.** The purposes of the Statewide Meeting are to:

- a) Review the Annual Report(s) of the organization;
- b) Recommend amendments to the Bylaws or Articles of the organization;
- c) Adopt any amendment, addition, deletion, modification, or other change(s) to the Bylaws that are approved by eighty percent (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 are in the best interests of ADC; and
- e) Elect, by a simple majority of the Members and Board present at the Statewide Meeting, Officers and/or Members at Large to positions that are vacant or will become vacant at the time of the Statewide Meeting.

## **ARTICLE IX Committees**

**9.1 COMMITTEE SERVICE.** All Board Members are required to serve on one standing committee. The President shall follow the stipulations in Section 6.1(j).

**9.2 STANDING COMMITTEES.** 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 and 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.** The Nominating Committee will be created at least thirty (30) days before the Statewide Meeting and will end seven (7) days after. It shall consist of at least five (5) ADC Members who have shown interest and have been in good standing for the past two (2) years. The Committee shall review all nominations for Officers and Members At Large before the Statewide Meeting to make sure candidates are in good standing and have filled out the Expression of Interest (EIO) 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 develop 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.

g) **Parent.** The Parent Committee is dedicated to supporting families with Deaf, Hard of Hearing, and DeafBlind children through a range of meaningful initiatives. The Committee provides input to the Alaska Deaf, Hard of Hearing, & DeafBlind Council on policy matters that impact families, ensuring their voices are represented in decision-making processes. It organizes educational workshops and prepares accessible resources for parents and guardians, offering guidance on family rights and available options. Additionally, the Committee facilitates community forums to foster open dialogue and address shared concerns, while also developing informational materials to help families navigate support systems. Collaborative efforts with the ADC aim to identify and address gaps in services. The Committee also supports peer mentorship networks, connecting families for mutual support, and celebrates the achievements of Deaf, Hard of Hearing, and DeafBlind children and their families throughout the year.

h) **Hard of Hearing.** The Hard of Hearing Committee is committed to advancing the inclusion and well-being of individuals who are hard of hearing throughout Alaska.

The Committee will collaborate with stakeholders to identify the barriers faced by the Hard of Hearing population, ensuring that their unique needs are recognized and addressed. It will work to increase public and institutional awareness about the importance of assistive technology for communication access and advocate for its widespread adoption. Additionally, the Committee will develop strategies to enhance accessibility in educational, vocational, and everyday environments. By fostering partnerships with relevant organizations and agencies, the Committee aims to address systemic challenges in employment, healthcare, and education for Hard of Hearing individuals. Through these efforts, the Committee supports the creation of more inclusive communities and equitable opportunities for all Alaskans who are hard of hearing.

**9.3 APPOINTMENT AND TERMS.** The President, with the advice and consent of the Board, shall appoint members of the Standing Committees, subject to the appointee's acceptance. Members shall serve a term of one (1) year, which may be renewed or terminated at each Annual Membership Meeting.

**9.4 COMMITTEE CHAIRS.** 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 COMMITTEES.** 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 the conclusion of the Annual Meeting in the calendar year immediately following the appointment, unless extended or reduced by the Board.

**9.6 AD HOC COMMITTEE CHAIRS.** Ad hoc committee chairpersons shall be appointed by the President, subject only to veto by a simple majority of the Board. The term shall run concurrently with the term of the committee.

## **ARTICLE X**

### **Delegates to NAD**

**10.1 NAD DELEGATES.** The Board shall appoint one or more delegates to attend Regional or National NAD conferences. Each delegate must agree to accept the appointment. The Board may, but is not required to, reimburse delegates for reasonable and necessary travel and per diem expenses related to attending the conference.

**10.2 REPRESENTATION.** 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.

**10.3 REPORTING.** ADC delegate(s) to NAD conferences shall submit written reports to the Board no later than thirty (30) days after the conclusion of the conference attended by such delegate(s), and shall attend the next Board meeting to share updates from the conference.

## **ARTICLE XI**

### **Parliamentary Authority**

**11.1 RULES.** The rules contained in the most recent edition of *Robert's 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 DISSOLUTION.** 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 eighty percent (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 ADC, and the remainder will be delivered to NAD.