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**West Virginia Association of the Deaf**

**Bylaws**

**Article I: Name**

The name of the organization shall be the West Virginia Association of the Deaf, hereafter referred to as WVAD or the Association.

**Article II: Mission**

The Mission of WVAD is to promote the social, educational, civic, mental health, and economic welfare of all deaf, hard of hearing, and DeafBlind within the State of West Virginia.

**Article III: Members**

WVAD shall have the following class of membership:

**Section 3.1 Active Members**.

a) Any deaf, hard of hearing, or DeafBlind person living in the State of West Virginia shall be entitled to active membership upon the payment of the dues prescribed in the policy and procedures manual. The rights and privileges are outlined in the policy and procedures manual.

b) Any deaf, hard of hearing, or DeafBlind person who was educated under the school system of the State of West Virginia, whether living in or out of state shall be entitled to active membership upon the payment of the dues prescribed in the policy and procedures manual. The rights and privileges are outlined in the policy and procedures manual.

c) Any hearing person living in the state of West Virginia who may be interested in the Association shall be entitled to active membership upon the payment of the dues prescribed in the policy and procedures manual. The rights and privileges are outlined in the policy and procedures manual.

**Article IV: Officers**

The officers of WVAD shall be a President, a Vice-President, a Secretary, a Treasurer, and three Trustees. The officers shall perform the duties prescribed by these bylaws.

**Section 4.1. President:**

a) shall be the official spokesperson of WVAD.

b) shall preside over all board meetings and the biennial conference.

c) shall appoint, subject to the approval of the Board of Directors, the chairperson of each standing committee except the nominating committee and governance committee.

d) may authorize special committees and appoint chairpersons.

e) shall appoint a parliamentarian for the biennial conference and if necessary, board meetings.

**Section 4.2. Vice President:**

a) shall perform such duties as prescribed by the president or the Board of Directors.

b) shall chair the Governance Committee and appoint members.

c) shall assume duties and responsibilities of the President if the President resigns, is not present at a meeting or passes away.

**Section 4.3 Secretary:**

a) shall record the minutes of all meetings of the membership and the Board of Directors.

b) shall maintain accurate records of all proceedings of the Association.

c) shall maintain the official membership roster of the Association, the Board, and each Committee.

d) shall distribute to Board members the minutes of all board meetings within 10 business days of the date of the Board meeting.

**Section 4.4 Treasurer:**

a) shall be responsible for vested funds of WVAD.

b) shall submit the quarterly reports and biennial financial reports to the Board.

c) shall act as a primary signer for all checks issued and place monies in a bank.

d) shall have all records audited.

e) shall complete the WV IRS 990N form annually.

**Section 4.5. Trustee:**

a) shall perform such duties as assigned by the president or the Board of Directors.

b) shall serve on the Auditing Committee.

**Article V: Board Meetings**

**Section 5.1 Regular.**

The Board shall meet a minimum of four (4) times annually. Future Board Meetings will be determined and scheduled during the Regular Board Meetings.

**Section 5.2 Special.**

The Board shall meet at the request of the President or at least three (3) board members with no less than 24 hours of notice. The notice shall state the purpose of the meeting and no business other than what was said shall be conducted. Special Board Meetings shall be limited to the WVAD board only.

**Section 5.3 Quorum.**

A majority of the WVAD Board of Directors shall constitute a quorum.

**Section 5.4 Observers.**

With the exception of executive sessions, members of WVAD may attend regular board meetings as observers.

**Section 5.5 Virtual Board Meetings.**

Video Conferencing platforms are allowed for any Board meeting; regular or special. The President and the Secretary are required to be present with the majority of the board to meet quorum. In the event of the Secretary’s absence, the President shall appoint a board member to act as the recording secretary for the meeting.

**Article VI: Board of Directors**

The Board of Directors of WVAD shall be a President, a Vice-President, a Secretary, a Treasurer, and three trustees. All members of the Board of Directors shall be deaf, hard of hearing, or DeafBlind. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by WVAD.

**Section 6.1 Qualifications.**

All members of the board shall be WVAD members in good standing. No person shall become President or Treasurer who did not attend the previous conference. However, the remaining positions (Vice-President, Secretary and Trustees) can become an officer without having attended the previous conference.

**Section 6.2 Removal from Office**

1. Any Board member determined by the WVAD Board who has failed to perform his/her duties may be removed by a two-thirds (2/3) vote of the Board. The Board member determined to have failed his/her duties shall have the right to an appeal to be heard and decided at a special meeting of the full membership called for that purpose.
2. The appeal must be submitted to the Board President and Secretary within 10 days of the vote by the Board.
3. After the appeal is received, the Board has 30 days to call a Special Meeting with the members to hear the appeal.

b) Any Board member with unexcused absences in three (3) consecutive Board meetings shall automatically be removed from the Board without appeal. The President shall appoint a new Board member to fill the vacancy upon the Board’s approval.

**Section 6.3 Resignation**

a) Any Board member shall provide written notice of resignation with a statement of reason to both the President and the Secretary. The President shall appoint a new Board member to fill the vacancy upon the Board’s approval.

b) In case the entire board resigns all at the same time; a parliamentarian shall be appointed by the Governance Committee to serve as the presiding officer to oversee a special meeting to elect new officers.

**Section 6.4 E-Consent.**

As a last resort and when a special meeting cannot be held, any action required or committed to be taken by the Board may be taken without a meeting if the majority of the Board consents to such action by way of accessible communication electronically. Such action by written consent shall have the same force and effect of a vote by the Board. Such e-consent shall be recorded by the Secretary. Any action shall be ratified at the next Regular Board Meeting.

**Section 6.5 Indemnification.**

Any member or person attending an event of WVAD shall waive their right to sue WVAD for any injury that may occur during the event.  Liability falls on the attendee if they choose to attend an event.

**Article VII: Committees**

**Section 7.1 Standing Committees.**

There shall be three standing committees: (1) Governance, (2) Legislative (3) Social Media/Newsletter

**Section 7.1a Governance Committee**

1. The Governance Committee is a committee established to ensure that the WVAD Board as well as individual Board members, has the skills and competencies necessary to perform at the highest level for the following:
2. Implementing and maintaining WVAD’s Code of Conduct, Code of Ethics, and Conflict of Interest Policies for Board Members, Committee Members, and employees,
3. Developing and maintaining WVAD’s Policy and Procedures Manual (PPM),
4. Proposing amendments to WVAD’s Bylaws during its biennial conference and special meetings.
5. The functions of the Governance Committee are outlined in the organization’s Policy and Procedures Manual.

**Section 7.1b Legislative Committee**

1. The Legislative Committee, established by the WVAD Board, to support in fulfilling its responsibility to monitor state legislation and regulatory action concerning deaf, hard of hearing, and deafblind individuals.
2. The functions of the Legislative Committee are outlined in the organization’s Policy and Procedures Manual.

**Section 7.2c Social Media/Newsletter Committee**

1. The Social Media/Newsletter Committee is established to ensure that members and the community are kept informed and up to date on events, news, sharing of information, etc.
2. Responsible for the development of quarterly Newsletters for all members.
3. Maintaining and updating Social Media such as Website, Facebook, etc.
4. The functions of the Social Media/Newsletter Committee are outlined in the organization’s Policy and Procedures Manual.

**Section 7.2 Special Committees.**

Special committees may be created as necessary at the biennial conference by the WVAD Board of Directors or the WVAD President, with the approval of the board.

**Article VIII: Conference**

WVAD shall hold a biennial conference at such time and place as shall be determined by the Board or the host.

**Section 8.1**. **Biennial Conference.**

During odd-numbered years, the biennial conference shall be for the purpose of electing officers, receiving reports from officers and committees, and for any other business that may arise.

**Section 8.2. Special Meetings.**

Special meetings may be called by the President or by a majority of the Board or shall be called upon the written request of at least twenty active members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least one week's notice shall be given.

**Section 8.3. Notice of Meeting**.

The President shall issue an official call to the biennial conference at least six months in advance.

**Section 8.4. Quorum**.

Twenty active members shall constitute a quorum at any biennial conference.

**Section 8.5 Oath of Obligation.**

I hereby pledge to do my duty as an officer of the West Virginia Association of the Deaf to the fullest and best of my ability; to see that our laws are followed properly, and to see that our organization continues its good work until my successor is qualified and takes over my office.

(The above oath shall be administered to the new officers by the outgoing President. If the President should be reelected, then oath shall be administered by the hold over Trustee. It may be administered by one of the oldest members of the Association who may be present in the Assembly.)

**Article IX: Code of Conduct**

**Section 9.1. Professional Excellence.**

Maintain a professional level of courtesy, respect, and objectivity in all activities. Strive to uphold those practices and assist other Board members in upholding the highest standards of conduct.

**Section 9.2. Personal Gain**.

Use the powers invested for the good of all members of the organization rather than for his or her personal benefit, or any other organization(s) that they represent.

**Section 9.3. Conflict of Interest**.

A conflict of interest is defined as any situation in which a Board member’s decisions or votes could substantially and directly affect the Board member’s professional, personal, financial, or business interests.

**Section 9.3a**. All persons either elected or appointed to an office (including but not limited to any board or committee members), prior to the acceptance and during the tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the organization.

**Section 9.3b**. In the event that a person nominated for or holding an office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board and recuse themselves at any board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

**Section 9.4. Collaboration and Cooperation.**

Respect the diversity of opinions as expressed or acted upon by the Board, committees, and membership. Promote collaboration, cooperation, and partnership among members.

**Section 9.5. Confidential Information.**

Respect the confidentiality of sensitive information. The Board members shall be required to sign the confidentiality agreement. Failure to sign the board confidentiality agreement will result in the termination of board membership.

**Section 9.6. Nepotism.**

There shall not be more than two familial members serving on the board and committees at the same time. This includes one who is the direct descendant of the other or extended family, spouses or partners in a civil union, ex-spouses or partners, and family members by birth, marriage, or adoption.

**Article X: Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern WVAD in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order WVAD may adopt.

**Article XI: Amendment of Bylaws and Articles of Incorporation**

The Bylaws and Articles of Incorporation may be amended by a two-thirds vote of active members attending any biennial. Proposed amendments offered prior to a biennial meeting shall be submitted in writing to the Governance Committee at least 60 days prior to the biennial meeting. Proposed change notices shall be mailed or emailed to all members in good standing at least 30 days prior to the biennial meeting.

**Article XII: Dissolution**

In the event that the Association is dissolved by a proper motion and vote by the membership and after payment of all debts and liabilities, remaining assets shall be distributed to West Virginia 501(c)(3) organizations dedicated to the advancement and preservation of sign languages and cultural collectivism of the deaf, hard of hearing and DeafBlind community.