

BYLAWS
Maryland Association of the Deaf
(MDAD)

ARTICLE ONE. Name

§ 1.01 Name.

The name of the organization shall be the Maryland Association of the Deaf (“MDAD”), hereafter referred to as “the Association.”

ARTICLE TWO. Purpose

§ 2.01 Purpose.

The purpose of the Association shall be to preserve, protect, and promote the civil, human, and linguistic rights of Deaf¹, deafblind and hard of hearing individuals in the state of Maryland.

§ 2.02 Affiliation.

The Association shall be an affiliate of the National Association of the Deaf wherein the Association’s rules, regulations, mission, and objectives are consistent with those of the National Association of the Deaf (“NAD”).

ARTICLE THREE. Membership

§ 3.01 Individual Membership.

Regular membership status in the Association shall be conferred to individuals upon payment of annual dues.

§ 3.02 Organizational Membership.

Organizational membership status in the Association shall be conferred, upon payment of annual dues, to non-profit, for profit, and government affiliates with a mission and/or interest in furthering the welfare of Deaf individuals.

§ 3.03 Membership Fees.

The required individual and organizational membership fees shall be determined by the Board of Directors of the Association with a two thirds (2/3) vote.

ARTICLE FOUR. Board of Directors

§ 4.01 Board of Directors.

The Board of Directors of the Association shall be comprised of the following: President, Vice President, Secretary, Treasurer, and two (2) Elected Board Members. In addition, the Board must appoint four (4) Appointed Board Members.

¹ “Deaf” means those individuals who have a partial and/or complete loss of hearing, including people who are deaf, hard of hearing, late deafened, and/or deafblind.

§ 4.02 Elected Officers.

The President, Vice President, Secretary, and Treasurer of the Association shall be elected by ballot at the biennial state conference. No person shall be eligible to hold office who has not been a member of the Association for two years immediately preceding the elections.

§ 4.03 Elected Board Members.

Elected Board Members shall be elected by ballot at the biennial state conference.

§ 4.04 Appointed Board Members.

The Board must select four (4) Appointed Board members for special expertise. Consideration shall be given to ensuring diversity balance for the Board as a whole. The positions shall be given to DeafBlind, Senior Citizens, and Youth. The fourth Board Member shall be given to the needs of the Board as a whole. The Board shall make appointments within 60 days after the adjournment of the biennial state conference.

§ 4.05 Terms of Office.

(a) Elected Officers. The President, Vice President, Secretary, and Treasurer of the Association shall be eligible to serve for no more than two (2) consecutive two-year terms.

(b) Elected Board Members. Elected Board Members of the Association shall be eligible to serve for no more than two (2) consecutive staggered four-year terms.

(c) Appointed Board Members. Appointed Board Members of the Association shall be eligible to serve for no more than three (3) consecutive two-year terms.

(d) In the case of a vacancy in the position of any other member of the Board of Directors except the position of President, the unexpired term shall be filled by a majority vote of the Board of Directors. Any member of the Board of Directors thus appointed in this manner shall hold office for the remainder of the vacant position's term. In the case of a vacancy in the position of the President, the Vice President shall serve as the President.

§ 4.06 Assumption of Office.

Elected Board Members shall assume their respective duties immediately after adjournment of the biennial state conference. Appointed Board Members shall assume their respective duties immediately upon accepting appointment by the Board of Directors.

§ 4.07 Board of Directors Eligibility

No Person shall be eligible to hold office except the position of Appointed Board Member who has not been a member of the Association for two years immediately preceding the elections for elected Board of Director positions. Each person who holds the office must be a resident of the State of Maryland.

§ 4.08 Board Meetings.

The Board shall meet at least four times each year, or upon the request of the President or at least five (5) Board members.

(a) The quorum of the board meetings shall be a majority of the board.

(b) Board members shall attend every board meeting. If a board member has missed her/his third meeting in a single two-year term, the removal of the Board member shall

occur at the Board's discretion.

(c) Each board meeting shall be held as an open session except for an agenda item that involves legal or personnel matters. For each board meeting, the Board shall provide an advance notice of the next board meeting session by posting a public announcement on MDAD's website, email notification to membership, and widely used social media outlet at least one week prior to each board meeting. Announcement of the board meeting shall, at a minimum, include location, date, time and the mode of meeting (virtual or face to face).

§ 4.09 Electronic Meetings.

The Board may conduct meetings through telephone conference calls, video-conferencing, or by other similar electronically-mediated methods in which all Board members participating in the meeting may simultaneously see and be seen by all of the other Board members participating in the meeting. Any decisions made through telecommunications or any electronically mediated methods, shall be ratified by the Board of Directors at the next meeting.

§ 4.10 General Duties.

The Board shall have general control of the affairs of the Association in the time period between the biennial state conferences, during which time they shall consider action on conference recommendations. The Board shall undertake actions to ensure the financial health and growth of the Association.

§ 4.11 Duties of the Board of Directors.

(a) President. The President shall be the chief spokesperson for the Association and shall chair business meetings of the biennial state conference, symposium, and the Board of Directors. The President, with the approval of the Board, shall appoint the chair of each standing committee, other than the Elections and Finance committees, and shall serve as an ex officio member of all committees.

(b) Vice President. The Vice President shall serve at any time the President is unable to serve, or when the office of the President becomes vacant.

(c) Secretary. The Secretary shall be responsible for the minutes of the biennial state conference, symposium, and meetings of the Board of Directors. The Secretary shall oversee the Media Committee and handle all communications for the organization. The Secretary also is the record-keeper for the organization.

(d) Treasurer. The Treasurer shall have charge of vested funds of the Association and shall serve as chair of the Finance committee. The Treasurer is also responsible for the membership dues and database. The Treasurer may appoint a person of their choosing to assist for the handling of the membership database.

(e) Elected Board Members. Elected Board Members shall serve as liaison between the Association and the members.

(f) Appointed Board Members. Appointed Board Members shall provide support to and work with the Board of Directors as a whole.

§ 4.12 Executive Session.

The Board shall convene in executive sessions where circumstances warrant, i.e., when discussing matters of sensitive, personnel, or litigious nature.

§ 4.13 Resignations.

Resignations must be submitted in writing to the President or the Secretary.

§ 4.14 Removal from Office.

Elected and appointed Board members may be removed after due process hearing for failure to carry out their duties or for other good and sufficient reasons by two thirds (2/3) vote of the Board of Directors present and voting.

§ 4.15 Conflict of Interest.

No member with a personal or financial interest of a material nature in the affairs of the Association shall be eligible to serve on the Board of Directors of the Association.

§ 4.16 Compensation.

Members of the Board of Directors shall serve without receiving compensation except for standard expense reimbursement for costs incurred in the discharge of duties.

§ 4.17 Indemnification.

The Association shall indemnify any officer, elected and appointed Board members, against expenses actually incurred by such person in connection with the defense of any civil action, suit, or proceeding, in which such officer or Board member is made a party by reason of being or having been an officer or Board member, in which such person is found to be not liable. Such indemnification shall not be deemed exclusive of any other rights to which such officer or Board member may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE FIVE. Business Meetings

§ 5.01 Biennial State Conference.

The Association shall meet in a biennial state conference during each odd-numbered year. (a) Quorum. The quorum of the business meeting shall be twenty (20) active members.

§ 5.02 Symposium.

The Association shall meet in a biennial symposium during each even-numbered year.

(a) Purpose. The purpose of the Symposium shall be to select delegates for the biennial national conference of the NAD and to draft and submit priority proposals for the biennial national conference of the NAD.

(b) Quorum. The quorum of the business meeting shall be twenty (20) active members.

§ 5.03 Special Meetings of the Members

The Board of Directors may call additional meetings. Fifteen (15) or more active members may petition the Board of Directors to call a special meeting. The notice for the special meeting shall be given no less than fourteen (14) days in advance. The quorum of the special meeting shall be fifteen (15) active members.

§ 5.04 Virtual Biennial Meeting During Declared Emergency

If there is a declaration of national, state, or local emergency, the biennial national conference, through the use of technology available, may be held virtually. During the virtual biennial national conference, the business meeting, and election of officers, as stated in Article 5 Section 1 and 2, shall be held.

ARTICLE SIX. Committees

§ 6.01 Standing Committees.

The standing committees of the Association shall be the Bylaws, Elections, Finance, Legislative, and Media. The President shall appoint the chair of the Bylaws Committee. The Board shall appoint the chair of the Elections Committee.

(a) The Bylaws Committee shall be responsible for amending, drafting, editing, and revising the bylaws. At least sixty (60) days prior to the business meeting, the committee shall gather input for bylaws amendments, edits, and revisions. The committee shall send out proposed amendments, edits, and revisions at least thirty (30) days prior to the start of the business meeting.

(b) The Elections Committee shall be responsible for coordinating nominations and elections at the business meeting during the biennial conferences. At least sixty (60) days prior to the start of the business meeting, the committee shall send out invitations to prospective candidates and collect nominations for the elected offices. However, before the elections, additional nominations from the floor shall be permitted.

(c) The Finance Committee shall be responsible for monitoring use of funds, investments, and auditing. Auditing of the finances shall be reviewed within sixty (60) days prior to the business meeting and shall be reported during the financial reporting at the business meeting. The Finance Committee shall review the annual financial report including financial reports, bank statements, any type of electronic financial transactions, investment statements, MD State Department of Assessments and Taxation - Annual Report, Form 990, Calendar financial reports, etc. They start review during the month of February and are required to complete within 30 days. The Finance Committee shall have three members. They shall be elected at the business meeting during odd numbered years and shall serve a two-year term.

(d) The Legislative Committee shall be responsible for monitoring, tracking all legislative bills that have an impact on the organization or Deaf, DeafBlind, and Hard of Hearing people in the State of Maryland. The Committee will coordinate efforts on advocating and/or educating on issues that have impacts on the community.

(e) The Media Committee shall be responsible for all social media accounts that the organization has. The Media Committee will post announcements/posts/statements on the social media accounts. The Media Committee shall update and maintain the organization's website. The Media Committee also can do other duties at the request of the Board that is related to Media or communication.

§ 6.02 Ad Hoc and Special Committees.

The Board of Directors may also form ad hoc and/or special committees as needed, with the chair of each, to be appointed by the President.

ARTICLE SEVEN. Parliamentary Authority

§ 7.01 Robert's Rules of Order.

Unless otherwise provided for in these bylaws, the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Association.

ARTICLE EIGHT. Amendments and Petitions

§ 8.01 Amendments.

These bylaws may be amended by two thirds (2/3) vote of the members present and voting at the biennial state conference, provided that amendments are submitted to the Bylaws Committee sixty (60) days prior to the conference and that amendments are read during the conference and acted upon immediately thereafter. Only the members may enact amendments.

§ 8.02 Suspensions.

These bylaws may be suspended for a specific purpose by four-fifths (4/5) vote of the members present and voting.

§ 8.03 Membership proposals

Proposals to change the decisions, policies, or procedures of the Board of Directors shall be made in writing and signed by at least fifteen (15) active members. Such proposals, unless acceptable to the Board of Directors or withdrawn within thirty (30) days, shall be published with discussion and a ballot at the next business meeting.

ARTICLE NINE. Dissolution

§ 9.01 Dissolution of Assets.

In the event that the Association is dissolved, after payment of all debts and liabilities, remaining assets shall be distributed to national 501(c)(3) organizations dedicated to the wellbeing of Deaf individuals identified and voted by the membership.