

By-Laws of the
National Association of State Agencies of the Deaf and Hard of Hearing,
A Not-For-Profit Corporation

ARTICLE I - NAME

§ 1.01 – Name. The name of the corporation shall be the National Association of State Agencies of the Deaf and Hard of Hearing. Hereinafter in these by-laws shall be referred to as “NASADHH.” It shall be a nonprofit organization incorporated under the laws of the State of Delaware.

ARTICLE II - PURPOSE and OBJECTIVE

§ 2.01 – Purpose. The Purpose of the NASADHH is to function as the national voice of state agencies serving Deaf and Hard of Hearing persons and to promote the implementation of best practices in the provision of services.

§ 2.02 – Objectives. The Objective of the NASADHH is established as follows:

- ✓ To increase public awareness through research, education, and informational activities about the ability and capacity of persons who are deaf or hard of hearing and promote their independence.
- ✓ To provide resources and consulting to improve equal access opportunities to effective communication.
- ✓ To create best practices in the federal, state, and local provision of services.
- ✓ To provide a forum for administrators of state agencies to study, deliberate, and act upon matters affecting services to deaf and hard of hearing persons.
- ✓ To establish and maintain liaison with federal agencies and national non-profit organizations as they develop policies and administer programs affecting services to deaf and hard of hearing persons.
- ✓ To be a voice on public policies and strategic initiatives to improve programs and services to deaf and hard of hearing persons.
- ✓ To collaborate with other national and state organizations that are serving deaf and hard of hearing persons to promote the common causes.

ARTICLE III - OFFICES

§ 3.01 – Mailing Address. The mailing address shall be the state agency of the incumbent Administrator elected as Secretary.

ARTICLE IV - MEMBERSHIP

§ 4.01 – Eligibility. An Agency Administrator such as manager or director of a state government commission, department, division or office of the deaf and hard of hearing that support the purpose statement in Article II – PURPOSE and OBJECTIVE shall be eligible for membership. Membership is automatically granted after receipt of annual dues as defined in Section § 4.02 of this Article IV - MEMBERSHIP.

§ 4.02 – Annual Dues. The amount of annual dues for each calendar year shall be determined by the agency's budget, unless changed by a simple majority vote of the members at a meeting of the full membership. The dues shall be payable by December 31st and membership with voting is based on the following fiscal year.

Agency Budget	Annual Dues
\$1,000,001 or more	\$150
\$1,000,000 or less	\$100

§ 4.03 - Representation of State Agencies. The "Agency Administrator" shall be entitled to represent the state agency in the NASADHH and to cast a single vote of the state agency. The Agency Administrator shall enjoy full privileges of participation in all meetings and other activities of the NASADHH. When the Agency Administrator is unable to represent the agency on or before the NASADHH, s/he shall have the right to designate a subordinate from within the agency to represent the agency, who shall enjoy the full rights and privileges of the Agency Administrator except for the purpose of serving as an officer.

§ 4.04 - Changes Respecting State Agencies. In the event of any significant change within a state agency or in the event of a change of its Agency Administrator, it shall be the duty of the state agency to notify a member of the Board of Directors of such change, as well as of changes of address and related matters.

§ 4.05 - Authority of Membership. The Membership of the NASADHH shall have authority to elect the Board of Directors and Officers and to vote on any proposal of merger, consolidation or dissolution of the NASADHH.

ARTICLE V - FISCAL YEAR

§ 5.01 – Fiscal Year. The fiscal year of the NASADHH shall be the period from January 1st to December 31st.

ARTICLE VI - MEETINGS

§ 6.01 – Biennial Meetings. The biennial meeting of the members shall take place every even-numbered year. The specific date, time and location will be designated by the Board of Directors. Any meeting of the members may take place on any odd-numbered year if the financial condition and resources allowed and approved by the majority of the members of state agencies.

§ 6.02 – Communication Access at Meetings. American Sign Language and English will be utilized all the times on all NASADHH meetings. Certified interpreters and CART services shall be arranged as soon as the meeting date and location are determined. Any additional accommodation at request shall be considered and provided to ensure equal participation of every member at the meeting.

§ 6.03 - Special Membership Meetings. Such meetings of the NASADHH may be called by the President with the approval of the majority of the Board of Directors. The place of the special meeting shall be determined by the Board of Directors.

§ 6.04 - Notice of Membership Meetings. Notice of all meetings shall be given at least ninety (90) days prior to the biennial meeting by sending a tentative agenda to each member of state agency at its last known contact information through electronic mail correspondences. No other business but that specified in the notice may be transacted at such special meeting without the 2/3 majority of all present at such meeting.

§ 6.05 - Meetings of the Board of Directors. At least thirty (30) days' notice of all meetings of the Board of Directors shall be given by the President. When time does not permit such notice, the Board of Directors may conduct a meeting by means of a conference call through telephone/videophone/online video conference or an electronic mail correspondence in order to deal with matters deserving the immediate attention of the Board of Directors provided that a quorum participates in the telephone/videophone/online video conference and the electronic mail correspondences and minutes of such conferences or correspondences are taken, preserved, and distributed to the membership no later than 8 weeks.

§ 6.06 - Quorum. (a) A Quorum of all meetings shall consist of a simple majority of the members of state agencies. The term "member in good standing" means a member of state agency whose dues have been paid as provided for in Article IV – MEMBERSHIP. (b) A Quorum at all meetings of the Board of Directors shall consist of a simple majority of the members of the Board of Directors.

§ 6.07 - Minutes. Minutes of all meetings of the membership and of the Board of Directors shall be taken, preserved, and distributed to all members of state agencies no later than 8 weeks.

§ 6.08 - Rules of Order. Meetings shall be conducted in accordance with the provisions of the latest edition of Robert's Rules of Order, except that if any requirements of Robert's Rules of Order are in conflict with a provision of the by-laws of the NASADHH, the by-laws shall prevail.

ARTICLE VII - VOTING

§ 7.01 – Meetings. At all meetings, except for the election of officers and board of directors, all votes shall be by raising a hand. For election of officers and board of directors, ballots shall be provided and there shall not have place requiring identification of the person casting the vote, unless, the unanimous consent of all present at such meeting take place to approve the certain form of voting other than the ballot.

§ 7.02 – Inspectors of Election. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and board of directors. At all votes by ballot, the President of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the President, the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No "Inspector of Election" shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VIII - ORDER OF BUSINESS

§ 8.01 – Order of Business. At the biennial meeting of the NASADHH the following items of business shall be dealt with and shall be deemed ordinary business:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting(s).
3. Reports of the Officers.
4. Reports of Committees.
5. Unfinished Business.
6. New Business.
7. Election of Officers and At-Large Board of Directors
8. Announcements
9. Adjournments.

ARTICLE IX - BOARD OF DIRECTORS

§ 9.01 – Management. The business of NASADHH shall be managed by a Board of Directors consisting of 7 members, including the officers of NASADHH as defined in ARTICLE X - OFFICERS.

§ 9.02 – Members and Terms. Four (4) officers of the Board of Directors shall serve a 2-year term with unlimited terms. Three (3) at-large Board of Directors to be chosen for the ensuing year shall be elected at the biennial meeting of NASADHH in the same manner and style as the officers of NASADHH and they shall serve for a term of 2 4 years. When the NASADHH bylaws are ratified, one member of at-large Board of Directors will serve 2 years in the first term and two members of at-large Board of Directors will serve 4 years in the first term. It will be staggered with one member and two members at a time after the first 2-year term expires.

§ 9.03 – Powers and Authority. The Board is responsible for overall policy and direction of the NASADHH. The Board shall have the control and management of the affairs and business of NASADHH, including gifts, contracts, investments, deeds, real estates, bequests, and other legible transactions and deals. The Executive Committee that only consists of the elected officers as defined in Section §10.01 of Article X – OFFICERS shall have all powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors.

§ 9.04 – At-Large Board's Duties. 3 At-Large Board of Directors shall conduct the duties as follows:

The At-Large Board of Directors (3)

- The At-Large Board of Directors shall perform the duties as may be assigned by the Board of Directors.
- The At-Large Board of Directors shall exercise and assist in accordance with the Section § 9.03 to ensure adequate resources to carry out missions and goals of the NASADHH.

§ 9.05 – Call for Meeting. Such Board of Directors shall only act in the name of NASADHH when it shall be regularly convened by its President after due notice to all the directors of such meeting.

§ 9.06– Quorum of Board of Directors. Five (5) members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at least 1 time every calendar year as determined by the Board of Directors.

§ 9.07– Voting. Each director shall have one vote and such voting may be done by proxy through electronic or other effective and prompt communication means prior to adjournment of all meetings if the quorum is satisfied as defined in Section §9.06.

§ 9.08 – Rules and Regulations. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

§ 9.09 – Compensations. No member of the Board of Directors shall not receive any salary or compensation from the NASADHH for services rendered to the NASADHH as members of the Board, except that the members of the Board of Directors may be reimbursed for expenses incurred in the performance of their duties to the NASADHH, in reasonable amounts based on policies approved by the Board.

§ 9.10 – Conflicts of Interest. Whenever a member of the Board of Directors including the officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such member of the Board of Directors is fully disclosed to the board of directors.
2. No interested member of the Board of Directors may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.

3. Any transaction in which a member of the Board of Directors has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested member of the Board of Directors shall be reasonable and shall not exceed fair market value in accordance with terms of agreement ratified by the Board of Directors.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

§ 9.11 – Vacancies. Vacancies, except the officers of the NASADHH, in the Board of Directors shall be filled by a vote of the simple majority of the remaining members of the Board of Directors for the balance of the year.

§ 9.12 – Resignation. Except as otherwise required by law, a member of the Board of Directors may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

§ 9.13 – Removal of the at-large member of the Board of Director. An at-large member of the Board of Director may be removed by a 2/3 majority vote of the Board of Directors, when sufficient cause exists for such removal (a serious violation of the Section § 9.10 as an example.) at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interest of the NASADHH would be served thereby. Removal of the Officer is defined under the Section §10.05.

ARTICLE X - OFFICERS

§ 10.01 - Officer's Duties. The officers of the NASADHH shall consist of the following:

President
Vice President
Secretary
Treasurer

A. The President

The President shall preside at all membership and board meetings.

- The President shall develop meeting agenda of all meetings including executive committee and biennial meeting.
The President shall present at each biennial meeting of the NASADHH a biennial report of the work of the NASADHH. Unless, otherwise as defined in Section 1 of Article VI – MEETINGS.
- The President shall appoint all committees, temporary or permanent and shall be an ex-officio member to all committees.
- The President shall oversee all books, reports and certificates required by law are properly kept or filed.

- The President shall be one of the officers who may sign the checks or drafts of the NASADHH.
- The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- The President represents the NASADHH wherever such official representation is needed.

B. The Vice- President

The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the NASADHH with all the rights, privileges and powers as if s/he had been the duly elected president.

- The Vice-President shall perform such other duties as may be assigned by the Board of Directors.

C. The Secretary

The Secretary shall keep the minutes and records of the NASADHH in appropriate books.

- It shall be his/her duty to file any certificate required by any statute, federal or state.
- The Secretary shall give and serve all notices to members of the NASADHH.
- The Secretary shall be the official custodian of the records and seal of the NASADHH.
- The Secretary may be one of the officers required to sign the checks and drafts of the NASADHH.
- The Secretary shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization.
- The Secretary shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the NASADHH.
- The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- The Secretary shall perform such other duties as may be assigned by the Board of Directors.

D. The Treasurer

The Treasurer shall have the care and custody of all monies belonging to the NASADHH and shall be solely responsible for such monies or securities of the NASADHH.

- The Treasurer shall be authorized to deposit in a bank or similar institutions.
- The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$ 10,000 and the balance of the funds of the NASADHH shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the State of Delaware.

- The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the NASADHH and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- The Treasurer shall exercise all duties incident to the office of Treasurer.
- The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

§ 10.02 – Order of Succession. Whenever a vacancy exists in the office of the President, s/he shall be succeeded in office by an elected officer of the NASADHH in the order in which the officers appear in Section §10.01 of Article X- OFFICERS.

§ 10.03 – Officers and Board of Directors. The officers shall by virtue of their office be members of the Board of Directors.

§ 10.04 - Vacancies. Any vacancy in any office other than the office of president because of succession, death, resignation, removal, disqualification or otherwise, shall be filled by election at any meeting of the members by a simple majority vote of those present and voting thereon. Only those casting an affirmative or negative vote shall be considered as voting thereon. Nominations shall be from the floor.

The president may, in his/her discretion appoint an "Agency Administrator" to fill an exiting vacancy in an elective office with the approval from the Board of Directors. Such "Agency Administrator" shall serve as an officer until any election can be held at the next successive regular meeting of the membership.

§ 10.05 - Removal of Officers. Any officer of the NASADHH may be removed by the Board of Directors whenever, in its judgment, the best interests of the NASADHH would be served thereby. Notice of such removal shall be given to the members and the action shall be subject to review and ratification or repeal by the full membership, acting in a regular meeting or through e-mail ballot, if an e-mail ballot is requested in writing by at least five (5) members.

§ 10.06 - Terms of Officers. The term of all elective officers of the NASADHH shall be for a period of two years. The term of office shall commence immediately following the conclusion of the biennial election of officers. An individual may, however, be re-elected for any successive number of terms of office.

§ 10.07 - Ratification. Any and all actions of the Board of Directors may be reviewed and ratified, disaffirmed or rescinded in whole or in part at any subsequent meeting of the members by a majority vote of those present and voting thereon. Only those casting an affirmative or negative vote shall be considered as voting thereon.

ARTICLE XI - SALARIES

§ 11.01 – Salaries. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the NASADHH and ratified at the biennial meeting.

ARTICLE XII - COMMITTEES

§ 12.01 – Committee Formation. All committees of the NASADHH shall be appointed by the President with approval from the Board of Directors and their term of office shall be for a period of 2 years or less if sooner terminated by the action of the Board of Directors and as needed, such as fundraising, public relations, data collection, etc.

§ 12.02 – Executive Committee. The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

§ 12.03 – Finance Committee. The treasurer is the chair of the Finance Committee, which includes two other board members and one agency administrator who is not the member of the Board. The Finance Committee is responsible for developing and reviewing fiscal policies and procedures, investment plan, fundraising plans, and the annual budget with staff and/or other board members. The board must approve the budget and all expenditures must be within budget. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the NASADHH are public information and shall be made available to the membership, board members, and the public.

ARTICLE XIII - ELECTIONS

§ 13.01 - Biennial Elections. At the regular meeting of the membership of the NASADHH on the even-numbered years, the following officers and Board of Directors shall be elected:

- | | |
|-------------------|--------------------------|
| A. President | E: At-Large Board member |
| B. Vice-President | F: At-Large Board member |
| C: Secretary | G: At-Large Board member |
| D: Treasurer | |

§ 13.02 - Eligibility. Any "Agency Administrator" representing a state agency in good standing, in accordance with Section §4.02 of Article IV – MEMBERSHIP, shall be eligible to become a candidate for the office or the member of the Board of Directors in the NASADHH.

§ 13.03 - Conduct of Election. As the final order of business prior to announcement or adjournment, the president shall call for nominations from the floor and nominations submitted prior to the election date. After the nominations for each office and board have closed, the election for that office and board shall ensue, and a simple majority of votes as defined in the Section §9.07 casting an affirmative or negative vote shall be required for successful election to office and board. Voting may be by secret ballot or by roll call vote as defined in the Section §9.07.

ARTICLE XIV - INDEMNIFICATION

§14.01 - Indemnification. Every member of the Board of Directors, officer or employee of the NASADHH may be indemnified by the NASADHH against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the NASADHH, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the NASADHH. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE XV - AMENDMENTS

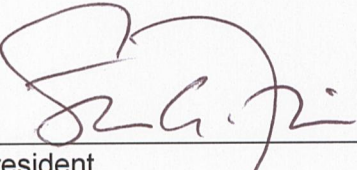
§ 15.01 – Amendments. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than a 2/3 majority vote of the members present at the biennial meeting.

ARTICLE XVI - DISSOLUTION

§ 16.01 – Dissolution of Assets. If the NASADHH should be dissolved, its remaining assets, after payment of all debts and liabilities, shall be disbursed to the national non-profit organization(s) dedicated to better government and services on behalf of Deaf and Hard of Hearing persons under the internal Revenue Service Law, (1954- Tax Exempt Status 501 -C- 3) as determined by the Membership of the NASADHH as defined in Section § 4.05 of Article IV – MEMBERSHIP.

CERTIFICATION

These bylaws were approved and ratified at Hyatt Regency-Louisville in Louisville, KY, a meeting of the members of state agencies present at the biennial meeting by a 2/3 majority vote on July 2, 2012.



President

7/2/2012

Date