

2017 IAD Bylaws Proposed Amendments

1 –

Article II, Section 3; Article VIII, Section 6; Article XIII, Sections 2-7; Article IX, Sections 3 and 7; Article X, Sections 3 and 4; Article XIV, Sections 1-3; Article XV, Sections 3-8, 10, 12, and 14; Article XVI, Sections 1-4: due to length, these articles are not being added here, but can be found at www.iadeaf.org/iad-bylaws.

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Strike Section 3 of Article II; strike Section 6 of Article VIII; strike Sections 2-7 of Article XIII; strike Sections 3 and 7 of Article IX; strike Sections 3 and 4 of Article X; strike all contents of Article XIV; strike Sections 3-8, 10, 12 and 14 of Article XV; strike all contents of Article XVI; and move all sections that were stroked to the IAD Board Policy Manual.

Rationale: The language under these articles is very restrictive and does not allow the Board of Directors to appropriately govern the IAD between biennial conferences.

Committee Recommendation: The committee agrees and recommends passing this amendment.

2 –

Article II – New Section

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Add a Section 4 under Article II to read, “Membership: IAD shall be a federation of Chapters and Organizational Affiliates of, by and for deaf and hard of hearing people in working towards its objectives. The IAD shall also offer categories of membership.”

Rationale: This appropriately defines IAD’s governance, language currently missing from the IAD’s bylaws.

Committee Recommendation: The committee agrees and recommends passing this amendment.

3 –

Articles IV, Sections 1-5: due to length, these sections are not being added here, but can be found at www.iadeaf.org/iad-bylaws.

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Strike Sections 1-5 of Article IV and replace with the following:

“Section 1: Individual Membership: Individual members shall include any Deaf, DeafBlind or Hard of Hearing resident of Illinois. Upon payment of dues, individual members, with the exception of youth members, shall be entitled to all rights and privileges of membership. There shall be three classifications of individual membership: regular, senior citizen or youth.

Section 2: Associate Members. Associate members shall include college/K-12 students, hearing individuals and non-residents of Illinois, whether an individual or senior citizen. Upon payment of dues, associate

members shall be entitled to all rights and privileges of membership with the exception of holding office in IAD or voting.

Section 3: Organizational Membership: There shall be four classifications of organizational membership: chapter, non-profit, for profit, and government affiliates.

- a. Chapters: Chapters of IAD shall include any chapter in good standing with five (5) members who are associated together for the purpose of promoting the welfare of IAD. Chapters of IAD shall send one representative to all IAD Board of Directors' meetings; these representatives are eligible to vote during said meetings. Chapter representatives, as individual members of IAD, can hold office in IAD.
- b. Affiliated Non-Profit Members: Affiliated non-profit members shall include any non-for-profit organization, agency, entity, or local club in the state of Illinois, which has as a purpose and/or primary concern the welfare of the deaf and hard of hearing in IAD. Affiliated nonprofit shall send one representative to all IAD Board of Directors' meetings. Said representatives shall be referred to as "affiliated representatives." Affiliated representatives shall be eligible to vote, but may not hold office in IAD. There shall be two classifications: local and state.
- c. Affiliated For-Profit Members: Affiliated for-profit members shall include any local or statewide for-profit corporations and agencies, which has as a purpose serving and/or doing business with deaf and hard of hearing individuals in the state of Illinois. The affiliated for-profit shall send one representative to all IAD Board of Director's meetings. Said representatives shall be referred to as "affiliated observers." Affiliated observers shall not be eligible to vote or to hold office in IAD. There shall be two classifications: local and state.
- d. Affiliated Government Agency Members: Affiliated government agency members shall include any local or statement government agency, which provides service(s) to deaf and hard of hearing individuals in the state of Illinois. The Affiliated government agency may send one representative to all Board of Directors' meetings, but said representative shall not be eligible to vote or hold office. Said representative shall be referred to as "affiliated observers." There shall be two classifications: local and state."

Rationale: This provides much-needed clarification to the membership structure of IAD and allows the Board of Directors the parameters of which they can govern the IAD.

Committee Recommendation: The committee agrees and recommends passing this amendment.

4 –

Article V, Section 1: All categories of membership dues shall be determined by a majority of those voting in conference.

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Amend Article V, Section 1 to read, "The Board of Directors, by a two-thirds (2/3) vote of the board, may revise All categories of membership dues, shall be determined by a majority of those voting in conference."

Rationale: This provides the Board of Directors with the flexibility to govern the IAD in between biennial conferences and ensure the growth of the organization's membership. Furthermore, this does not give the Board of Directors the ability to revise membership categories.

Committee Recommendation: The committee agrees and recommends passing this amendment.

5 –

ARTICLE VI – Section 6: Resignations, with statement of reason, shall be tendered, in writing, to the President. The Board of Directors shall be satisfied that prior to accepting a tendered resignation the office held by the resigning person is in good and proper order. In the event of the resignation of the President, said resignation shall be submitted to the Board of Directors.

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Strike “The Board of Directors shall be satisfied that prior to accepting a tendered resignation the office held by the resigning person is in good and proper order.” from Article VI, Section 6.”

Rationale: Due to extended periods of times between board meetings, the IAD President, with the assistance of the Executive Board, shall be responsible to ensure the office held by the resigning person is in good and proper order. This will ensure the Executive Board can take swift action to ensure the IAD’s day-to-day operations are not negatively impacted as a result of the resignation.

Committee Recommendation: The committee agrees and recommends passing this amendment.

6 –

Article VI, Section 9: Vacancies in offices caused by resignation or otherwise may be filled by appointment by the President with the approval of the Board of Directors. The term of appointees shall end at the close of the next regularly scheduled conference.

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Amend Article VI, Section 9 to read, “Vacancies in offices caused by resignation or otherwise may be filled by appointment by the President with the approval of the Board of Directors. The term of appointees shall end when their successors are duly elected ~~at the close of the next regularly scheduled conference.~~”

Rationale: This amendment ensures Article VI, Section 9 is consistent with Sections 2 and 5 of Article VI.

Committee Recommendation: The committee agrees and recommends passing this amendment.

7 –

Article VIII, Section 3: The Board of Directors shall have the general management of the affairs of IAD. The Board of Directors shall at all times carry out the wishes of IAD to the maximum extent possible. The Board of Directors shall have the power to use available funds of IAD to purchase and/or convey real estate, subject to approval of a 2/3 vote by all members present at conference; or, for votes conducted during years when no conference is scheduled, 2/3 of all votes submitted in any timely fashion allowed by the Board of Directors. The Board of Directors shall have the power and authority to purchase, sell, and reinvest stocks, bonds, and/or other securities. At all times, the Board of Directors shall conduct such fiduciary obligations solely for the best interests of IAD. The Board of Directors shall provide liability and other insurance with sufficient bond for the Board of Directors.

Amendment Motion made by: Lisa Roth Seconded by:

Proposed Amendment: Amend Article VIII, Section 3 to read, “The Board of Directors shall determine and monitor IAD’s administrative policies and operating guidelines, and carry out all recommendations arising from the forum and approved by the members. ~~have the general management of the affairs of IAD. The~~

~~Board of Directors shall at all times carry out the wishes of IAD to the maximum extent possible. The Board of Directors shall have the power to use available funds of IAD to purchase and/or convey real estate, subject to approval of a 2/3 vote by all members present at conference; or, for votes conducted during years when no conference is scheduled, 2/3 of all votes submitted in any timely fashion allowed by the Board of Directors. The Board of Directors, by a majority vote of the board at any IAD board meeting or special meeting, shall have the power and authority to purchase, sell, and reinvest stocks, bonds, and/or other securities. At all times, the Board of Directors shall conduct such fiduciary obligations solely for the best interests of IAD. The Board of Directors shall provide liability and other insurance with sufficient bond for the Board of Directors.”~~

Rationale: The amendment consolidates language regarding IAD Board of Director’s overall responsibilities and provides much needed clarity regarding the management of IAD’s investments, ensures the IAD Board of Directors have the power and authority to make decisions over IAD’s investments and that any decisions pertaining to investments are not subject to member approval at the IAD Conference. By giving the Board the ability to make decisions regarding the investments, this ensures the IAD can immediately respond to any fluctuations in the market and prevent any losses.

Committee Recommendation: The committee agrees and recommends passing this amendment.

8 –

Article VIII, Section 5a: Biennial meeting is defined under Article XII – Conference, Section 3.

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Amend Article VIII, Section 5a to read, “Biennial meeting is defined under Article XII – Conference, Section 13.”

Rationale: Section 3 is the incorrect section to refer; the biennial meeting is defined under section 1 of Article XII.

Committee Recommendation: The committee agrees and recommends passing this amendment.

9 –

Article XII, Section 1: Fifty (50) members in good standing or ten percent (10%) of the entire regular active membership in good standing, whichever is smaller, shall constitute a quorum for the transaction of business during conference.

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Amend Article XII, Section 1 to read, “Fifty (50) members in good standing or ten percent (10%) of the ~~entire regular active membership~~ total regular and senior citizen individual members in good standing, whichever is smaller, shall constitute a quorum for the biennial meeting, enabling the ~~of~~ transaction of business during the conference.”

Rationale: There are two changes here: 1) the membership structure is proposed to change and this recommendation aligns with the membership structure revisions; 2) biennial meeting is not clearly defined, and needs to be defined as the language in Article VIII, Section 5a requires the definition of Biennial meeting.

Committee Recommendation: The committee agrees and recommends passing this amendment.

10 –

Article VIII - New Section

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Add a new section under Article VIII to read: “The Executive Board, with the approval of the Board of Directors, may select (2) Appointed Board members with voting privileges for special expertise. Consideration shall be given to ensuring diversity balance for the Board as whole. Appointed Board Members must be a member of the IAD.”

Rationale: The objective is to increase diversity within the IAD Board and bring individuals with specialized areas of knowledge to support the day-to-day activities of the IAD.

Committee Recommendation: The committee agrees and recommends passing this amendment.

11 –

Article VIII – New Section

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Add a new section under Article VIII to read: “Members of the Board of Directors, IAD committees, Chapter Board Members and Chapter committees shall serve without receiving compensation except for standard expense reimbursement for costs incurred in discharge of duties.”

Rationale: This provides clarification language that individuals serving on IAD’s Board of Directors, IAD committees, IAD Chapter Boards and Committees serve on a volunteer basis.

Committee Recommendation: The committee agrees and recommends passing this amendment.

12 –

Article IX, Section 6: The Financial Consultants shall have appropriate experience, background, and/or other credentials to assist the Finance Committee in fiscally responsible investment on behalf of IAD. There shall be three (3) Financial Consultants serving at all times. Each Financial Consultant shall serve a six (6) year term. The terms for all three consultants shall be staggered. In the case of an unexpired term, one shall be elected or appointed for the remainder of the unexpired term at the Board of Directors’ discretion. At the expiration of a Financial Consultant’s term, his/her respective position will be open for election.

Amendment Motion made by: Lisa Roth Seconded by: Ramesh Phadke

Proposed Amendment: Amend Article IX, Section 6 to read, “The Financial Consultants shall have appropriate experience, background, and/or other credentials to assist the Finance Committee in fiscally responsible investment on behalf of IAD. There shall be three (3) Financial Consultants serving at all times. Each Financial Consultant shall serve a two (2) ~~six (6)~~ year term. ~~The terms for all three consultants shall be staggered.~~ In the case of an unexpired term, one shall be elected or appointed for the remainder of the unexpired term at the Board of Directors’ discretion. At the expiration of a Financial Consultant’s term, his/her respective position will be open for election.”

Rationale: The committee agrees and recommends passing this amendment.

There have been issues with Financial Consultants serving a full six-year term, including multiple resignations the past several years. Similar to that of Executive Board members, it would be easier to have full three consultants to vote for two-year terms, as this would provide more consistency.

Committee Recommendation: The committee agrees and recommends passing this amendment.

13 –

Article XI, Section 7: The monies of the Endowment Fund are to be invested in securities and/or interest bearing accounts at the discretion of the Board of Directors. Eighty percent (80%) of the interest/dividends on the monies in the Endowment Fund is to be distributed to the General Fund on an annual basis.

Amendment Motion made by: Lisa Roth Seconded by: Ramesh Phadke

Proposed Amendment: Amend Article XI, Section 7 to read, “The monies of the Endowment Fund are to be invested in securities and/or interest bearing accounts at the discretion of the Board of Directors. ~~Eighty percent (80%)~~ Sixty percent (60%) of the interest/dividends on the monies in the Endowment Fund is to be distributed to the General Fund on an annual basis. Forty percent (40%) of the interest/dividends on the monies in the Endowment Fund is to be distributed to the Legislative Fund on an annual basis.”

Rationale: The existing language is vague and does not specify where the remaining 20% needs to be allocated. Because our legislative team has been very active since August 2015, interest/dividends will support legislative expenses while the remaining funds will go to our General Fund.

Committee Recommendation: The committee agrees and recommends passing this amendment.

14 –

Article XV, Section 1: Chapters of IAD, may with the consent of the Board of Directors, be established in Illinois where at least five (5) members of IAD in good standing are associated together for the purpose of promoting the welfare of IAD.

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Amend Article XV, Section 1 to read, “Chapters of IAD, ~~may with the consent~~ with the majority vote of the Board of Directors, may be established in Illinois where at least five (5) members of IAD in good standing are associated together for the purpose of promoting the welfare of IAD.

Rationale: This provides clarification language that the consent of the Board of Directors must be of a majority.

Committee Recommendation: The committee agrees and recommends passing this amendment.

15 –

Article XV, Section 2: Such Chapters may make bylaws for their own government, but may not be inconsistent with the laws and regulations established by IAD. The Chapter shall furnish a copy of its bylaws to Board of Directors for approval.

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Amend Article XV, Section 2 to read, "Such Chapters may make bylaws for their own government, but may not be inconsistent with the laws and regulations established by IAD. The Chapters shall furnish a copy of its current bylaws to the Board of Directors ~~for approval~~. If changes are made to the bylaws, Chapters must provide the revised bylaws within 10 business days."

Rationale: The existing language is very restrictive and gives the Board of Directors too much power over individual chapters. By ensuring IAD has a copy of chapters' bylaws, this ensures a check and balance is maintained, yet provides individual chapters the flexibility to revise their bylaws to meet their respective needs.

Committee Recommendation: The committee agrees and recommends passing this amendment.

16 –

Article XV, Section 4: Each Chapter shall be comprised of the following: President, Vice President, Secretary, and Treasurer. The Chapter president shall appoint a chairperson to each standing committee (i.e., the social committee) with an approval of Chapter Officers (i.e., Chapter Vice President, Secretary, Treasurer).

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Strike "The Chapter president shall appoint a chairperson to each standing committee (i.e., the social committee) with an approval of Chapter Officers (i.e., Chapter Vice President, Secretary, Treasurer)." from Article XV, Section 4.

Rationale: The existing language is very restrictive and this decision of appointment of chairpersons for chapter chairpersons should be left to chapters to decide.

Committee Recommendation: The committee agrees and recommends passing this amendment.

17 –

Article XV, Section 15: In the event of dissolution of a Chapter, that Chapter's financial records and funds shall be turned over to IAD via the IAD Treasurer.

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: At the end of Article XV, Section 15, add "within 30 days of a chapter's dissolution. A chapter may not hold a vote of dissolution without an IAD Executive Board member present and must give 15 days' notice to IAD. In the event of the dissolution, IAD shall hold the dissolved chapter's money in reserve for a period of two years, after which these monies will be transferred to the IAD General Fund. These monies shall be made available if the dissolved chapter in question is restored within two years."

The language should read as follows: "In the event of dissolution of a Chapter, that Chapter's financial records and funds shall be turned over to IAD via the IAD Treasurer within 30 days of a chapter's dissolution. A chapter may not hold a vote of dissolution without an IAD Executive Board member present and must give 15 days' notice to IAD. In the event of the dissolution, IAD shall hold the dissolved chapter's money in reserve for a period of two years, after which these monies will be transferred to the IAD General Fund. These monies shall be made available if the dissolved chapter in question is restored within

two years.”

Rationale: There have been issues with Chapters attempting to empty out their bank accounts prior to dissolving their Chapter. If a Chapter is restored, they will not have start-up monies available at their disposal. The amendment addresses these issues.

Committee Recommendation: The committee agrees and recommends passing this amendment.

18 –

Article XVII, Sections 1-3: due to length, these sections are not being added here, but can be found at www.iadeaf.org/iad-bylaws.

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Strike Sections 1, 2, and 3 of Article XVII and replace with:

Section 1: These bylaws may only be amended by a two-thirds (2/3) vote of IAD members present and voting at any regular conference, provided that amendments are submitted in writing to the Bylaws Committee not later than sixty (60) days prior to the conference, that copies are made available to IAD members thirty (30) days prior to the conference, and that amendments are read during the conference and acted upon immediately thereafter. Amendments may be enacted only at any regular IAD conference.

Section 2: Motions to suspend temporarily any portion of the bylaws, except the provisions of this Article may be made at any time during the conference, and such motions must be affirmed by three-fourths (3/4) of the IAD members present and voting.

Rationale: The proposed language enables separation of the existing language and provides further clarification on the rules regarding bylaws amendments and suspensions.

Committee Recommendation: The committee agrees and recommends passing this amendment.

19 –

Article XIX: IAD may be dissolved by three-fourths (3/4) of those members attending a conference, or at a special meeting, which satisfies the quorum requirements of these Bylaws. No suspension of the Bylaws is allowed in this Section. Should it be voted to dissolve IAD, all funds and finances in addition to monies received in liquidation of assets shall be placed in trust for the purpose of providing educational scholarships to an institution of higher learning serving students who are Deaf or Hard of Hearing. This trust shall be administered by NAD.

Amendment Motion made by: Corey Axelrod Seconded by: Kevin Ryan

Proposed Amendment: Amend Article XIX to read, “IAD may be dissolved by three-fourths (3/4) of those members attending a conference, or at a special meeting, which satisfies the quorum requirements of these Bylaws. No suspension of the Bylaws is allowed in this Section. Should it be voted to dissolve IAD, ~~after payment of all debts and liabilities, remaining all funds and finances in addition to monies received in liquidation of~~ assets shall be placed in trust for the purpose of providing educational scholarships to an institution of higher learning serving students who are Deaf or Hard of Hearing. This trust shall be administered by NAD.”

Rationale: In the event of dissolution, IAD's debts and liabilities must be paid. This amendment simply adds clarification language.

Committee Recommendation: The committee agrees and recommends passing this amendment.

20 –

New Article

Amendment Motion made by: Corey Axelrod Seconded by: Jason Altmann

Proposed Amendment: Add a new article, "Indemnification and Conflict of Interest," to the bylaws to read as follows:

"Section 1: Indemnification: The IAD shall indemnify any Board or Committee member of the IAD against expenses actually incurred by such person in connection with the defense of any civil action, suit, or proceeding in which such person is made a party by reason of being or having been such Board or Committee member and is found to be not liable."

Section 2: Conflict of Interest. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. In the event that a person nominated for or holding an office find himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board of Directors and abstains himself or herself at any Board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

Rationale: These provisions are standard within bylaws and have been absent from IAD's bylaws. Section 1 is important to add as it protects IAD from any claims brought against IAD Board or Committee members. Claims may include any losses, actions, liabilities, damages, expenses and reasonable attorneys' fees and court costs. Section 2 also protects IAD against conflicts of interests and from those acting on behalf of their own personal agenda.

Committee Recommendation: The committee agrees and recommends passing this amendment.