



**SOUTH DAKOTA  
ASSOCIATION  
OF THE DEAF**

# **BYLAWS**

**As amended and approved at the SDAD Conference  
on June 22, 2019**

# SOUTH DAKOTA ASSOCIATION OF THE DEAF INC. BYLAWS

## Article I Name

**Section 1.01:** The name of this nonprofit organization shall be the South Dakota Association of the Deaf Inc., hereinafter referred to as the Association or SDAD.

## Article II Mission

**Section 2.01:** The mission of this Association shall be restricted as set forth in the Articles of Incorporation to all times comply with the requirements of the Internal Revenue Code for a 501(c) (3) non-profit organization, but shall generally include to preserve, protect, and promote the civil, human, and linguistic rights and quality of life of deaf and hard of hearing individuals in the state of South Dakota. Furthermore, to furnish advocacy, aid and resources by all possible means to deaf and hard of hearing citizens of South Dakota and to encourage cooperation among all diverse organizations of deaf and hard of hearing citizens in the said State.

**Section 2.02:** In accordance with the Federal requirements for tax exemption status, a substantial part of the Association shall not be legislative or political in nature.

**Section 2.03:** No part of the net earnings of the Association shall inure to the benefit of any member of private individual, in violation of Section 501(c)(3) of the Internal Revenue Code.

## Article III Membership

**Section 3.01: Active membership shall be open to** any deaf or hard of hearing citizen in good standing is eligible for membership of SDAD upon payment of dues, under such rules, which are adopted by SDAD.

**Section 3.02: Resident Membership.** Any person living within the State of South Dakota can become member of the Association upon payment of initiation fee and the annual dues. Resident members are entitled to all privileges such as making motions, voicing and voting. Resident members can become a participant in any duties assigned by the Board of Directors after a period of six (6) months

of residency in South Dakota, except for holding office, which requires membership for one-full year.

**Section 3.03: Non-Resident Membership.** Any person not a resident of South Dakota can become a member of the Association upon payment of initiation fee and annual dues. Non-resident members shall be entitled to all privileges except holding office.

**Section 3.04: Retired Membership.** Any person who retired (65 years and older) while living in South Dakota and is now living outside of the said state a few months during the year shall be entitled to all the privileges except holding office.

**Section 3.05: Special Membership.** Any South Dakota resident who can hear and is interested in working with deaf individuals and/or SDAD can become a member of the Association upon payment of initiation fee and annual dues. The said member is entitled to all privileges of membership except those of holding office.

**Section 3.06: Honorary Life Membership.** Upon the recommendation of one member, seconded by another member, and by a three-fourths vote at the biennial conference, honorary life membership may be conferred upon a person who shall have rendered notable service to the deaf community of South Dakota. An honorary member shall be entitled to all the privileges except those of making motions, voting, and holding office.

**Section 3.07: Initiation Fee and Dues.** Membership dues shall be set up by resolution at the biennial SDAD Conference. Membership dues shall be effective from the biennial conference up, following January the next year, to the next biennial conference. Membership dues will be in SDAD House Policy after the resolution is made.

#### **Article IV** **Officers**

**Section 4.01: Officers.** The officers of the Association shall be President, Vice-President, Secretary, Treasurer, and five (5) Board Members-at-Large. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

**Section 4.02: Elected Officers.** The officers of the Association shall be elected by ballot at the SDAD Biennial Conference. Only members in good standing may be allowed to hold SDAD office.

**Section 4.03: Office-Holding Limitations.** No member shall hold more than one office at a time. Any two members of a family unit may hold an office at the same time except for the President and Treasurer}.

**Section 4.04: Terms of Office.** The officers and five (5) At-Large Board members shall serve a 2-year term.

**Section 4.05: Assumption of Office.** Elected Board Members shall assume their respective duties immediately following their election, in good faith; both boards will work together, as needed, in order to conclude the business of the conference for up to a 45-day transition period. There will be a post-conference board meeting right after the conference. The past board members will complete their business and transfer the authority and business items to the new board members at the conference site.

## **Article V** **Duties of the Officers**

**Section 5.01: President.** The President shall:

- a) Be the chief spokesperson for the Association.
- b) Convene and preside at all SDAD business and conference meetings and carry out actions as required by the Board of Directors.
- c) Appoint all committee chairpersons with the board's approval.
- d) Act as an ex-officio member of all committees.
- e) Be responsible to see that the Treasurer be bonded within a reasonable amount of time in order to protect SDAD financial status.
- f) Vote only in a case of a tie.
- g) not be allowed to serve as chair of any standing or AD HOC committees.

**Section 5.02: Vice President.** The Vice president shall:

- a) Serve anytime the President is unable to serve, or when the office of the President becomes vacant.
- b) Oversee SDAD's fundraising events and games.
- c) Oversee any other committees as assigned by the Board of Directors.

**Section 5.03: Secretary.** The Secretary shall:

- a) Be responsible for the minutes of board meetings and conference proceedings of the SDAD.
- b) Be responsible for all books and documents belonging to SDAD, except those of the Treasurer.
- c) Be responsible for the completion of all reports of the conference proceedings, within 45 days after the conference.  
Conduct correspondence for the SDAD as required.

**Section 5.04: Treasurer.** The Treasurer shall:

- a) Be in charge of vested funds of the Association.
- b) Serve as a member of the finance committee.
- c) Be bonded.
- d) Keep an up-to-date list of members of the SDAD, including each member's full names and mailing address.
- e. Notify every member about his/her membership dues when due and keep them up-to-date.
- f) Be responsible for all Treasurer-related books and documents.

**Section 5.05: Board Member-at-Large.** Board Members-at-Large shall:

- a) Assume duties assigned by the President with the Board of Directors' approval.
- b) Provide support and work with the officers as a whole.
- c. Serve as liaison between the Board and the members.

**Section 5.06: Resignations and Reappointments.** Resignations must be submitted in writing to the President or the Secretary who shall inform the board. Interim appointments by the president must be approved by majority of the Board of Directors.

**Section 5.07: Removal from Office.** Elected and appointed Board members may be removed after due process hearing for failure to carry out their duties or from other good and sufficient reason by a two-thirds (2/3) vote of the Board of Directors present and voting. Interim appointments by the president must be approved by majority of the Board of Directors.

**Section 5.08: 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. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**Section 5.09: Compensation.** Members of the Board of Directors shall serve without compensation except for standard expense reimbursement for costs incurred in discharge of duties.

## **Article VI** **Meetings**

**Section 6.01: Regular Meetings.** The Board of Directors shall meet quarterly and at any subsequent meeting as deemed necessary. The President shall set up meeting dates and sites for the next two years at the first board meeting of the new term. The meeting shall be open to the public. Only the Board of Directors may have the floor and voting privileges. SDAD members are allowed to voice during all board meeting at any time whether it is unfinished business, new business or reports. The tentative agenda shall be posted at least two weeks in advance before each meeting.

**Section 6:02: E-mail Voting.** E-mail voting on motions is permissible between Board of Directors meetings when it is an emergency or it requires immediate action. Board of Directors must ratify its e-mail votes at the next Board of Directors meeting and be recorded accordingly.

**Section 6.03: Special Meetings.** Special meetings may be called by the President or upon the written request of at least three (3) members of the board or written request of at least ten (10) SDAD members in good standing. In case they are unable to hold a meeting at a designated place due to weather or distance, for instance, a vote by email or mail upon a question shall be allowed. The Board of Directors may conduct emergency and/or special meetings via video-conferencing calls. The Board of Director must ratify its special meeting minutes at the next Board of Directors and be recorded accordingly.

No “one-to-one” meetings are allowed. It shall be a “group” meeting with the board members present via video conference calls or in-person meeting. No in between meetings are allowed unless emergency request.

### **Section 6:04: Dissemination of regular, special board meeting and email voting minutes**

The unofficial and official minutes of the last board meeting shall be distributed to the members no later than 14 days first via email before posting on SDAD website

**Section 6.04: Executive Session.** The Board of Directors shall convene in executive session where circumstances warrant, i.e., when discussing matters of sensitive, personnel, or litigious nature.

**Section 6.05: Quorum.** Seven (7) members of the board shall constitute a quorum.

**Article VII**  
**The Executive Board**

**Section 7.01: Board Composition.** The officers (President, Vice President, Secretary, and Treasurer) shall constitute the Executive Board.

**Section 7.02: Board's Duties and Power.** The Executive Board shall have the general supervision of the affairs of the Association between its regular business meetings, fix the hour and place of meetings, make recommendations to the Association, and perform such duties as are specified in these bylaws.

**Article VIII**  
**Committees**

**Section 8.01: Standing Committees.** The standing committees of the Association shall be the Finance, Governance, Conference, Public Relations, Education, Legislative, Technology, Cultural Heritage Center, Hall of Fame and Games Committees.

**Section 8.02: Finance Committee.** A Finance Committee composed of a chair, the Treasurer and two other members. The chair shall appoint the two other members to serve on the Finance Committee, subjected to approval by the Board of Directors. The Treasurer shall serve as the fourth member of the committee.

**Section 8.03: Auditing Committee.** An Auditing Committee of three (3) members shall be appointed by the Treasurer of the Association, subject to approval by the Board of Directors. After the Associations biennial conference, whose duty it shall be to audit the Treasurer's account on a quarterly basis. No member of auditing committee shall be related to each other or the Treasurer.

**Section 8.04: Hall of Fame Committee.** The chair of the Hall of Fame committee shall serve a term for six (6) years. The chair shall submit the names of six (6) members who are eligible to serve on the committee to the SDAD Board for consideration and approval. The committee members shall serve for a six (6) year term. The chair of this committee shall, at his/her discretion, appoint and replace the members of the Hall of Fame committee at any time, subject to approval by the Board of Directors. The Hall of Fame Committee shall adhere to the SDAD Hall of Fame policy at all times.

**Section 8.05: Other Standing Committees.** Committee chairs shall appoint members to serve on the committee, consisting of at least three (3) members, subject to approval by the Board of Directors except for Governance Committee.

**Section 8.06: Governance Committee.** Governance Committee chair shall appoint SDAD members in good standing to serve on the committee, consisting of at least three (3) members and no board members to be on the committee.

**Section 8.07: Ad Hoc and Special Committees.** The Board of Directors may also form ad hoc or special committees as needed, with the chair of each to be appointed by the President, subject to approval by the SDAD Board of Directors.

## **Article IX** **SDAD Conference**

**Section 9.01: Biennial Conferences.** The Association shall meet in biennial conferences during each odd-numbered year for the purpose of a business meeting and election of the officers of the Board of Directors.

**Section 9.02: Conference Sites.** SDAD active members, during the biennial conference, shall determine site for the next conference. In case of circumstances beyond control, such as disasters and/or acts of Mother Nature, the Board of Directors shall be given the power to select the conference site and date.

**Section 9.03: Conference Dates.** The Association shall hold a biennial conference at a time designated by the SDAD Conference committee with approval of the SDAD Board of Directors.

**Section 9.04: Conference Quorum.** Refer to the conference quorum to the Biennial Conference Standing Rules.

## **Article X** **Affiliation with NAD and Delegates**

**Section 10.01: NAD Affiliation.** SDAD shall maintain its perpetual affiliation with the National Association of the Deaf (NAD), wherein SDAD rules, regulations, mission, and objectives are consistent with those of the NAD.

**Section 10.02: Affiliation Fees.** SDAD shall pay its state affiliation fee to the NAD, on or before the 31<sup>st</sup> of December every year.

**Section 10.03: NAD Conference Delegates.** The President of the Association shall automatically be a delegate to the NAD Conference and NAD Leadership Training Conference. One additional Association representative shall be elected by the active members to attend the NAD Conference and NAD Leadership Training Conference along with the President. The President may appoint an

alternate whenever necessary if there is no successor, with the approval of the Board of Directors.

**Section 10.04: Delegate Report.** The NAD representatives shall be required to present written and oral reports within 90 days after the conclusion of the NAD Conference. Copies of their reports shall be distributed to the members. Copies of the report shall be available to the members at the next SDAD conference, as well.

## **Article XI** **Liability Rights**

**Section 11.01:** SDAD shall not be responsible for any liabilities borne by any other groups or organizations occurring outside of SDAD's financial matters.

**Section 11.02:** The members of the SDAD Board of Directors shall not be liable for any liabilities as defined in the aforementioned Section 1.

**Section 11.03:** No member of the Board of Directors shall have any right, title, or interest in or to any income, property, or assets of SDAD either prior to or at any liquidation or dissolution of SDAD, all of which income, property, and assets shall, at the time of any liquidation, be transferred as provided in the Articles of Incorporation of SDAD.

**Section 11.04:** The private property of the members, both of the Board of Directors and SDAD, shall be exempt from execution or other liability for any debts of SDAD.

## **Article XII** **Parliamentary Authority**

**Section 12.01: Robert's Rules of Order.** Unless otherwise provided for in these bylaws, *Robert's Rule of Order Newly Revised*, current edition, shall be the parliamentary authority of the Association.

## **Article XIII** **Bylaw Amendments**

**Section 13.01: Amendments.** These bylaws may be amended by a two-thirds (2/3) vote of the Association members present and voting at the SDAD biennial conference, provided that the amendments are submitted to the Governance Committee in writing sixty (60) days prior to the conference.

**Section 13.02: Suspensions.** These bylaws may be suspended for a specific purpose by four-fifths (4/5) vote of active members present and voting at the SDAD biennial conference.

**Article XIV**  
**Dissolution**

**Section 14.01: Dissolution.** In the event that the Association is dissolved, the South Dakota Association of the Deaf, Inc. (SDAD) shall, after paying or making provisions for the payment of all of the liabilities of SDAD, dispose of all assets of SDAD exclusively for the purpose of SDAD in such a manner, or to such organizations constituted and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future law) as SDAD shall determine. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of SDAD is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes. Such assets being disposed of shall be distributed to SDAD Foundation. The National Association of the Deaf may be considered as the 2<sup>nd</sup> choice.