

THE COLORADO ASSOCIATION OF THE DEAF

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- A. ARTICLES OF INCORPORATION, 1986
- B. BYLAWS, 2010
- C. STANDING RULES (POLICIES, INFORMATION, and REFERENCE), 2010

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**BYLAWS**

(REVISED as of 20 September 2010.)

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**1. ORGANIZATION**

1.1 Name

The name is **THE COLORADO ASSOCIATION OF THE DEAF**, referred to as **the C.A.D.** or **the CAD**.

1.2 Composition

The CAD is a membership organization and a partnership among:

- (a) individuals who are deaf;
- (b) members of the deaf community, including
  - (i) parents of deaf children, and
  - (ii) professionals working in various deaf-related fields and endeavors;
- (c) organizations of, for, and by the deaf;
- (d) businesses at-large; and
- (e) public agencies.

1.2.1 "Deaf" defined

Our definition of deaf is "wholly or partly unable to hear".

This term includes individuals who may wish classification as hard-of-hearing, partially deaf, partially hearing, hearing impaired, etc.

1.3 Non-discrimination

We respect diversity and diverse beliefs, and remain non-discriminatory with regard to our members in all areas of life, including but not limited to age, color, creed, disability, ethnicity, national origin, political affiliation, race, religion, sex (gender), sexual orientation, degree of deafness, and preferred modes of communication of deaf individuals.

1.4 The CAD logo, colors, publication, principal address, and seal are contained in our standing rules.

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**2. OBJECT**

2.1 Vision

Every deaf Coloradan shall be the equal of every non-deaf citizen of our state.

2.2 Mission

To promote, advance, and enhance the status of deaf Coloradans in all areas of life: Educational, vocational, recreational, social, and spiritual.

2.3 Incorporation

We incorporate as a charitable organization in the State of Colorado.

2.4 Affiliation

We affiliate with pertinent national organizations of the deaf.

2.5 Internal Revenue Service

We operate within the scope of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Our employer identification number (EIN) is 74-2315033.

2.6 General officer

Finances permitting, we will appoint a general officer (GO) to serve as the administrator of the CAD.

This officer is supervised by, and shall report to, the executive committee, as given in our standing rules, 2.4(k).

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**3. MEMBERSHIP**

3.1 Qualifications

3.1.1 Individuals and private and public agencies and organizations in support of the CAD object are welcome as members upon payment of dues as set in our standing rules.

3.1.2 In good standing

Individual and organizational members are in good standing upon payment of dues according to the CAD dues structure currently in effect.

3.1.3 Dues

Membership shall take effect for one year from receipt of payment of dues.

3.2 Classifications

INDIVIDUAL and ORGANIZATIONAL

3.2.1 INDIVIDUAL

There shall be the following individual membership categories:

- (a) Regular: Residents of Colorado, age 18 and over, with voting rights and privileges;
- (b) Associate: Individuals, age 18 and over, residing outside the state of Colorado, with voting rights and privileges if in attendance at CAD meetings.

College students, age 18 and over, are classed as individual regular or associate members, according to residence, upon payment of dues.

- (c) Junior: High school students, age 17 and under, attending any high school (grades 9-12) program in Colorado, may join at half the regular individual membership rate, and may have rights and privileges of regular individual members.
- (d) Supporting: Individuals, age 18 and over, residing in Colorado, may join the CAD as supporting members, such members having voice at any CAD meeting but not voting rights and other privileges accorded to regular members.
- (e) Honorary: Colorado individuals deemed worthy by the CAD awards and recognition program, directed by the secretary, may be awarded honorary membership at annual general meetings.

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3.2.2 ORGANIZATIONAL

We encourage and welcome organizational members in support of the CAD object. There are two categories (further outlined in our standing rules) of organization members:

(a) Affiliate

Non-profit businesses, and

(b) Corporate

"For profit" businesses.

(c) Each organizational member will be entitled to one (1) vote at CAD annual and special general meetings.

A regular individual member may not also be an organizational member.

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**4. STRUCTURE**

4.1 The CAD members

Membership rights and responsibilities are covered in Section 3.

4.2 The CAD officers

The four (4) officers, elected by members at the annual general meeting, are:

- (a) the president,
- (b) the vice president,
- (c) the secretary, and
- (d) the treasurer.

4.2.1 The CAD executive committee (XO)

The four (4) officers comprise the CAD XO.

4.2.2 Qualifications

Each officer shall be:

- (a) a citizen or legal resident of the United States;
- (b) a current, physical resident of the state of Colorado;
- (c) a regular individual member of the CAD for two (2) years immediately preceding the annual general meeting;
- (d) age 20 or over; and
- (e) deaf.

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4.2.3 Responsibilities

- (a) The president is the chief spokesperson for the CAD, and chairs all CAD annual and special general meetings, and meetings of the board of directors and the executive committee.

The president is an ex officio member of all CAD committees (except the auditing committee and the nominations and elections committee).

- (b) The vice president serves any time the president is unable, or becomes the president when that office is vacant for any reason.

Should the vice president become the president, the executive committee, subject to the approval of the board of directors, shall appoint a replacement to complete the remaining term.

The vice president serves as chair of the bylaws committee.

- (c) The secretary is responsible for keeping a record (Minutes) of the all CAD annual and special general meetings, and meetings of the board of directors and the executive committee.

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- (d) The treasurer is in charge of all financial matters of the CAD.

All checks signed by the treasurer shall be countersigned by one of the other three (3) officers.

The treasurer serves as chair of the finance committee.

The treasurer also manages two (2) special funds:

- (i) The CAD George W Veditz Endowment Fund:

Memorializing George W. Veditz, this fund shall be used for special or major projects of the CAD as may be proposed by the membership; and

- (ii) The CAD Memorials/Scholarships/Awards Fund:

This fund shall be used to pay for awards and scholarships funded or granted by the CAD.

- (e) The executive committee (XO)

Additional responsibilities of each officer and of the XO are in our standing rules.

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4.3 The CAD representatives

4.3.1 Composition

There are five (5) at-large representatives elected by CAD members at the annual general meeting.

4.3.2 Qualifications

Each representative shall be:

- (a) a citizen or legal resident of the United States;
- (b) a current, physical resident of the state of Colorado;
- (c) a regular individual member of the CAD for one (1) year immediately preceding the election at annual general meeting;
- (d) age 18 or over; and
- (e) deaf.

4.3.3 Responsibilities

Representatives serve on the BOD and are the liaison between the members and the XO.

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4.4 The CAD board of directors (BOD)

4.4.1 Composition

The BOD is composed of:

- (a) the four (4) elected officers, and
- (b) the five (5) at-large representatives.

4.4.2 Qualifications

- (a) Covered in 4.2.2 and 4.3.2 above.
- (b) Limitations: An officer may not serve as a representative. However, an officer or a representative may serve as chair of a committee or as manager of a special interest group.
- (c) Conflict of interest: No CAD member with a personal or financial interest in the business of the CAD may not serve as an officer or a representative.

4.4.3 Responsibilities

- (a) Covered in 4.2.3 and 4.3.3 above.
- (b) Additional responsibilities of the BOD are in our standing rules.

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4.5 Elections

4.5.1 Nominations

The nominations and elections process is in our standing rules.

4.5.2 Voting

Voting for officers and representatives shall be by ballot at the annual general meeting.

A member cannot be elected to more than one (1) position as officer or representative.

4.5.3 Even-numbered years [starting in 2010]

In even-numbered years, the following are elected:

- (a) the vice president,
- (b) the treasurer, and
- (c) two (2) at-large representatives.

4.5.4 Odd-numbered years [starting in 2011]

In odd-numbered years, the following are elected:

- (a) the president,
- (b) the secretary, and
- (c) three (3) at-large representatives.

4.5.5 Oath of office: Following elections, each officer and representative shall take an oath of office.

The person administering this oath shall ask each elected individual to raise his or her right hand and to recite as follows:

*I, (name), PROMISE TO FULFILL THE DUTIES OF THE OFFICE TO WHICH I HAVE BEEN ELECTED AND TO SERVE THE COLORADO ASSOCIATION OF THE DEAF TO THE BEST OF MY ABILITY.*

4.6 Term of office

Each officer and representative serves a term of two (2) years.

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4.7 Term limits

No officer or representative shall serve more than four (4) consecutive terms in the same position.

4.8 Vacancies

4.8.1 President: In the event of disability, resignation, removal, or death of the president, the vice president becomes the president.

4.8.2 Other officers and representatives: Within sixty (60) days of a vacancy, the president will appoint, subject to approval of the BOD, a member to fill the remaining term.

4.9 Resignations

Resignations from officer or representative positions must be submitted in writing to the president or the secretary.

4.10 Removal

For failure to carry out duties or for other good and sufficient reason(s), an officer or a representative may be removed after due process hearing by a two-thirds (2/3) vote of the board of directors present.

4.11 Compensation

Board and committee members serve without compensation but shall be reimbursed for expenses incurred in discharge of duties, as outlined in our standing rules.

4.12 Indemnification/Bond

[The CAD shall indemnify/bond (???) any officer, representative, appointee, or employee of the CAD 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 found to be not liable. Such indemnification shall not be deemed exclusive any other rights to which . . . .] (We seek clarification, legal advice, and better wording on this 4.11 matter.)

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**5. MEETINGS**

5.1 The CAD annual general meeting (AGM)

The AGM shall be held in August.

5.1.1 The CAD special general meeting

A special general meeting to deal with a specific issue may be called by:

- (a) the CAD president,
- (b) the CAD executive committee,
- (c) the CAD board of directors, or
- (d) a petition by at least twenty-five (25) individual regular members who have been members in good standing for at least six (6) months.

5.1.2 Quorum

The quorum for both annual and special general meetings shall be ten (10) percent of the current regular individual members in good standing.

5.1.3 The pledge to the flag

At each annual or special general meeting, the president or a member upon request of the president shall lead the assembly in reciting the pledge to the flag:

*I PLEDGE ALLEGIANCE TO THE FLAG  
OF THE UNITED STATES OF AMERICA,  
AND TO THE REPUBLIC FOR WHICH IT STANDS:  
ONE NATION, UNDER GOD, INDIVISIBLE,  
WITH LIBERTY AND JUSTICE FOR ALL.*

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5.2            The CAD board of directors (BOD)

The BOD shall meet at least six (6) times each year.

5.2.1        Quorum

The quorum for BOD meetings shall be at least three (3) officers and four (4) representatives.

5.2.2        Notice

A thirty (30)-day notice of BOD meetings shall be given via the CAD website and/or newsletter.

5.3            The CAD executive committee (XO)

The XO shall meet by contact among all officers, called as often as deemed necessary by any officer, for the day-to-day running of the CAD.

5.3.1        Quorum

The quorum for XO meetings shall be at least three (3) officers.

5.4            Rules and agenda for all of the above CAD meetings are as outlined in our standing rules.

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**6. COMMITTEES**

The CAD committees

6.1 The CAD standing committees are:

- (a) Auditing,
- (b) Bylaws,
- (c) Finance, and
- (d) Annual General Meeting (AGM).

6.1.1 The purpose and responsibilities of each are in our standing rules.

6.2 The CAD special committees (also known as ad hoc committees, select committees, or task forces), along with purpose and responsibilities for each, are listed in our standing rules.

6.3 Unless otherwise indicated in these bylaws, the president shall appoint the chair of standing and special committees, subject to approval of the BOD.

6.4 Meetings: Quorum, notice, and agenda of standing and special committee meetings are in our standing rules.

6.5 Special interest groups (SIGs)

6.5.1 The president, subject to the approval of the XO and/or the BOD, may appoint a manager to be responsible for a program or a "special interest group" of the CAD.

6.5.2 Each such appointee:

- (a) may attend meetings of the BOD but shall have no vote; and
- (b) may co-opt a member or members to assist in the program or group activity.

6.5.3 CAD committee chairmen and appintees of CAD programs and SIGs are non-voting members of the BOD; accordingly, their numbers do not count towards the quorum of the BOD.

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**7. AMENDMENTS**

7.1 Articles of Incorporation

Amendments to the articles of incorporation are as provided for in that document.

7.2 Bylaws

Amendments to the bylaws require:

- (a) at least thirty (30) days notice, via the CAD website and/or newsletter, and
- (b) approval of four-fifths (4/5) vote of the members present at the annual or special general meeting.
- (c) The procedure for amendment consideration is laid out in our standing rules.

7.3 Standing rules

Amendments to the standing rules require:

- (a) at least thirty (30) days notice, via the CAD website and newsletter, and
- (b) approval of three-fourths (3/4) of the board of directors present at the meeting.

7.4 Input

CAD members desiring input concerning any of the above amendments may do so by writing (email, letter, or FAX) to the vice president or to any member of the board of directors.

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**8. PARLIAMENTARY AUTHORITY**

Unless otherwise covered in these CAD bylaws and procedures, the latest edition of *Robert's Rules of Order Newly Revised* (RONR) shall govern CAD proceedings.

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**9. DISSOLUTION**

9.1 In the event of dissolution of the CAD, the XO, with the concurrence of the BOD and the approval of a majority of the members present at a special meeting called for this purpose, shall within ninety (90) days of the date of dissolution:

- (a) sell at fair market value all tangible CAD assets,
- (b) pay off all remaining debts of the CAD, and
- (c) turn over all remaining funds to the National Association of the Deaf (NAD).

9.2 The NAD shall hold these funds in trust for up to five (5) years from date of receipt, pending revival of the CAD. The interest income from this trust shall accrue to the holder.

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