

# **THE COLORADO ASSOCIATION OF THE DEAF**

**GOVERNANCE HANDBOOK (2020)**



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## **BYLAWS**

The bylaws may be amended, altered, or revoked at the annual meeting of the Board of Directors, at any special meeting of the Board of Directors called for that purpose, or at a meeting of the members, according to the procedures set forth in the bylaws. The procedure for proposed amendments shall be determined according to the bylaws then in effect.

### **1. ORGANIZATION**

The undersigned corporation, having been founded in 1904 and incorporated originally in 1948, and then incorporated again on 27 March 1986, as a nonprofit corporation under the Colorado Nonprofit Corporation Act, Colorado Revised Statutes # 7-20-101 through 7-29-106.

In furtherance of the preceding objects and purpose, the corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations under the laws of the State of Colorado.

#### **1.1 Name**

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

This corporation shall exist in perpetuity, from and after the date of filing its original Articles of Incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law.

This corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. In this connection, subject to the restrictions set forth below, the objects and purposes of the corporation and the nature of the business to be carried on by it are to promote the awareness and welfare of deaf persons in Colorado, to combat discrimination of every kind against deaf persons in Colorado, and to actively promote and advance their educational, vocational, economic, and social standards in any lawful manner, subject to the restrictions of Section 501(c)(3) of the Internal Revenue Code.

#### **1.2 “Deaf” defined**

The word deaf is an umbrella term to include individuals who may wish alternative classification as hard-of-hearing, partially deaf, partially hearing, hearing-impaired, deaf disabled, deaf blind, etc.

#### **1.3 Composition and membership**

The CAD is an advocacy organization and a partnership among:

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

#### 1.4 Non-discrimination

The corporation shall make its services, facilities, and programs available to all persons. We respect diversity 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 identity, sexual orientation, and preferred modes of communication.

- 1.5 The CAD logo, colors, publication, principal address, and seal are detailed in our policies and procedures section. ([Appendix A - History](#))

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## 2. OBJECT

### 2.1 Vision and mission statements

#### *Vision statement*

“Deaf Coloradans have unrestricted access to human and civil rights, responsibilities, and opportunities available to all citizens.”

#### *Mission statement*

“With deaf education as our priority, the mission of the Colorado Association of the Deaf is to research educational, vocational, and social issues, disseminate findings, develop policies, and propose legislative initiatives to advance our human and civil rights.”

We accomplish our mission by ensuring that:

- (a) parents of deaf children become aware of, and involved in, all facets of deaf life;

- (b) professionals, deaf or not, working in our field are of the highest caliber and competency;
- (c) employers at-large are made aware of the abilities and capabilities of deaf employees; and
- (d) a comprehensive, coordinated system of services, public and private, is accessible to parents of deaf children and to all deaf persons.

## 2.2 Incorporation

We incorporated as a charitable organization in the State of Colorado in 1947. As a charitable 501(C)-3 non-profit, we do not have capital stock. Either the registered office or the registered agent may be changed in the manner permitted by law and provided [for] in the bylaws.

## 2.3 Affiliation

We affiliate with pertinent national organizations of the deaf (e.g., the National Association of the Deaf (NAD)).

## 2.4 Internal Revenue Service

We operate within the scope of Section 501(c)(3) of the Internal Revenue Code of 2020 (or the corresponding provision of any future United States Internal Revenue Code.)

The Board of Directors or the members shall have the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute except that no such amendment, alteration, change, or repeal shall be made which shall:

- (a) Amend, alter, change, or repeal the restrictions set forth in Articles Five and Six, unless the Internal Revenue Code changes so that amending, altering, changing, or repealing such restrictions would not disqualify the corporation for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible Section 170, 642, 2055, and 2522 of the Internal Revenue Code. (IRS 2020 tax code)
- (b) Operate to permit the use, application, or disbursement of any of the principal or income of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable, educational, or scientific purposes.

- (c) Operate to permit the principal or income of any bequest, devise, grant, gift, or contribution to this corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, gift, or contribution.

## 2.5 Restrictions on Powers

The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on:

- (a) By an organization exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code, or
- (b) By an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

## 2.6 Prohibited Acts

Notwithstanding any other provisions of these Articles of Incorporation, if the corporation is at any time a private foundation as that term is defined in Section 509 of the Internal Revenue Code, the following provisions shall apply:

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- (b) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code.
- (c) The corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Internal Revenue Code.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.
- (e) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

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## 3. MEMBERSHIP

The corporation shall have five classes of membership:

- (a) Free membership: Any resident of the state of Colorado with any degree of hearing loss may be considered a member of the Association. There are no voting rights under this membership.
- (b) Active members: Any resident (over the age of 15) of the State of Colorado is eligible to become an active member of the corporation upon payment of membership dues. Payment is due immediately when becoming a member; there is a thirty (30) day grace period for payment regarding renewal of membership. Hearing persons can be active members with all the rights and privileges of active members with the exception that they shall not hold the elective offices of the executive board positions.
- (c) Any adult resident of the State of Colorado who is at least 65 years of age is eligible to become a retired member with all the rights and privileges of active members.
- (d) Any organization, corporation, or association located in the state of Colorado is eligible to become an affiliated member with rights and privileges as set forth in the bylaws.

The Secretary or Treasurer of CAD will follow up with individuals/businesses that have not paid in 30 (thirty) days. If no payment is made within 60 (sixty) days after the Secretary or Treasurer makes contact, the individual/business will no longer be a CAD member.

Individuals, organizations, and private and public agencies in support of the CAD vision and mission are welcome as members.  
(Refer to Articles of Incorporation for details on membership)

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#### 4. STRUCTURE

##### Officers

The elective officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

##### Board of Directors

The President, Vice-President, the Secretary, the Treasurer, and at least three (3), but not more than seven (7), additional elected Board members shall constitute the

Board of Directors. These directors shall hold office until their successors are elected by the members as provided for in the bylaws then in effect.

4.1 The CAD board is composed of:

4.1.1 Four (4) officers:

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

4.1.2 Up to seven (7) directors.

4.2 Qualifications

4.2.1 Each board member shall be:

- (a) a citizen or legal resident of the United States;
- (b) a current, physical resident of the state of Colorado; and
- (c) age 18 or over.

4.2.2 The majority (75%) of the board, including executive board members, shall be deaf. (See 1.3 above.)

4.3 Conflict of interest

4.3.1 No individual with a personal and/or financial interest in the business of the CAD may serve on the board.

4.3.2 All persons either elected or appointed to an office (including but not limited to any Board or Committee members), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the Organization. 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 finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board of Directors and recuse himself or herself at any Board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest. A copy of the disclosure statement shall be reviewed by the Governance Committee.

#### 4.4 Responsibilities

##### 4.4.1 The president:

- (a) is the chief spokesperson for the CAD,
- (b) chairs meeting of the CAD board and the CAD annual general meeting (AGM), and
- (c) is an ex officio member of all CAD committees.

##### 4.4.2 The vice president:

- (a) presides any time the president is unable to serve, and becomes the president when that office is vacant for any reason; and
- (b) may assume the chair of any standing and special committees and other tasks as directed by the president and/or the board.

4.4.3 Should the vice president become the president, the CAD board shall appoint a replacement to complete the remaining term.

##### 4.4.4 The secretary:

- (a) is responsible for keeping a record (Minutes) of meetings of the CAD board and of CAD annual general meetings, and
- (b) may assume the chair of any standing and special committees and other tasks as directed by the president and/or the board.

##### 4.4.5 The treasurer:

- (a) is in charge of all financial matters of the CAD,
- (b) serves as chair of the financial management committee, and
- (c) may assume any other tasks as directed by the president and/or the board.

##### 4.4.6 The directors:

Responsibilities for each director will be as determined and as assigned by the CAD board, and listed in our policies and procedures section.

#### 4.5 Appointments to the board

4.5.1 The appointments process is outlined in our policies and procedures section.

4.5.2 In odd-numbered years, the following are appointed:

- (a) the president,
- (b) the secretary, and
- (c) up to four (4) directors.

4.5.3 In even-numbered years, the following are appointed:

- (a) the vice president,
- (b) the treasurer, and
- (c) up to three (3) directors.

4.5.4 Voting

- (a) Voting to appoint board members shall be by ballot, ballots may be done via online poll or paper. In emergency situations, executive board members may form an interview committee and appoint board members.
- (b) A candidate cannot be appointed to more than one (1) board position.
- (c) In the event that there is no AGM, nor a Nominations and Appointments Committee, board members may conduct interviews and appoint board members as needed.

4.5.5 Term of office

Each board member serves a term of two (2) years.

4.5.6 Term limits

No board member shall serve more than four (4) consecutive terms in the same position.

4.5.7 Vacancies

In the event of resignation, removal, disability, or death of a board member, the president shall appoint, subject to board approval, a replacement for the remaining term.

4.5.8 Removal

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

4.5.9 Compensation

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

#### 4.5.10 Indemnification

The CAD shall indemnify each board member, appointee, or employee (each known as “indemnatee”) to the full extent permitted by Colorado law, including but not limited to the Colorado Revised Nonprofit Corporations Act. In connection with indemnification, the CAD shall advance expenses to an indemnatee to the fullest extent permitted under the Nonprofit Act.

The CAD shall follow the processes for indemnification prescribed by the Nonprofit Act. The personal liability of each indemnatee for breach of fiduciary duty is eliminated to the fullest extent permitted under the Act, including without limitation, pursuant to Colorado Revised Statute, #7-128-402.

Any amendment, modification or repeal of this Section shall not adversely affect any right or protection of an indemnatee in relation to an action or omission occurring prior to the time of such amendment, modification, or repeal.

Notwithstanding any other provision of these bylaws, the CAD shall neither compensate any person or reimburse expenses, nor indemnify losses, nor purchase any insurance in any matter or to any extent that would jeopardize or be inconsistent with qualification of the CAD as an organization described in section 501 (c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under the Code.

#### 4.5.11 Restrictions on Powers

No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any private individual whatsoever (except that reimbursement may be made for expenses incurred in connection with services to or for the corporation furthering one or more of its objects and purposes), and no director or officer of the corporation or any private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the corporation’s activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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## 5. MEETINGS

### 5.1 The CAD board meetings, notice, and quorum

The CAD board shall meet:

- (a) as often as needed for the day to day running of the CAD, and
- (b) at least six (6) times a year, with a thirty (30) day notice (e.g., posted on the CAD website) for each.
- (c) The quorum for CAD board meetings shall be a majority of the board including at least two (2) officers.

### 5.2 The CAD annual general meeting (AGM)

The CAD board shall hold an annual general meeting (AGM) for the purpose of board member elections, reporting to members, determination of priorities, and appreciation, recognition, and celebration of donors and supporters.

#### 5.2.1 The Biennial Conference

The NAD Conference will be held in even years, and state conferences will be held in odd years.

### 5.3 Rules and agenda for all of the above CAD meetings are outlined in our policies and procedures section.

### 5.4 All meetings of the CAD board are open to the public (except for those called into executive session).

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## 6. COMMITTEES

### 6.1 The CAD standing committees are:

#### 6.1.1 Development, including fundraising, grant writing, and membership/donor recruitment and retention.

#### 6.1.2 Financial management committee, including budgeting and planning, and audits

#### 6.1.3 Media and public relations, including legislative affairs.

#### 6.1.4 The purpose and responsibilities of each committee are outlined in our policies and procedures section.

## 6.2 The CAD special committees

From time to time, the CAD board will set up special or ad hoc committees or task forces, with clear starting and ending dates, to cover specific topics or issues.

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## 7. AMENDMENTS to the bylaws:

- (a) may be made by a majority vote of all current board members present at a regular meeting and not otherwise, and
  - (b) such shall be read at a regular meeting not less than thirty days before taking a vote on motion to amend.
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## 8. PARLIAMENTARY AUTHORITY

Unless otherwise covered in these CAD bylaws and procedures manual, the latest edition of *Robert's Rules of Order Newly Revised (RONR)* shall govern CAD proceedings. ([See Section 6 in Policies and Procedures](#))

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## 9. DISSOLUTION

Upon the dissolution of the corporation and after payment or making provision for payment of all the liabilities of the corporation, the Board of Directors shall dispose of all of the assets of the corporation only in furtherance of the purposes of the corporation, or to any Colorado organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or other purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any asset not disposed of in this manner shall be disposed of by the District Court ... exclusively for such purposes or to an organization or organizations, as the District Court shall determine which are organized and operated exclusively for such purposes. ([See Section 7 in Policies and Procedures](#))

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## **POLICIES AND PROCEDURES**

### **1. ORGANIZATION**

- 1.1 The CAD is a statewide organization from the mountains to the plains. A diverse community with an active CAD board works best in a state the size and composition (both in terms of geography and population) of Colorado.

1.2 Publication

In addition to the CAD website <CADEaf.org>, and all social media channels, *The Deaf Coloradan* is the newsletter of the CAD.

1.3 Principal address

The principal address of the CAD is 10052 W. Ute Pl. Unit 203 Littleton, CO 80127.

1.4 Tax exemptions

- (a) Internal Revenue Service (IRS)

The CAD was granted 501(c)(3) status in 1949, further confirmed by notice dated 14 August 2017. FEIN (Federal Tax Identification Number) is 74-2315033.

- (b) Colorado Department of Revenue (CDR)

The CAD was granted sales tax exemption on 4 February 2010.

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### **2. STRUCTURE**

2.1 Board responsibilities

- 2.1.1 The CAD board is responsible for the overall implementation and operation of fiscal management, funding, policies and procedures, and programs.

- 2.1.2 Providing funds are available, the CAD board may:

- (a) rent, lease, or purchase space for a home office and for local offices; and
- (b) hire an executive director for the management of the affairs of the CAD under the direction and supervision of the CAD board; and
- (c) hire ancillary staff as needed to assist the executive director.

- 2.1.3 Pursuant to BYLAWS 7: It is incumbent upon the bylaws committee to inform stakeholders of proposed amendments to the bylaws before voting on same.

In addition to those listed in the bylaws:

2.2 The president shall:

- (a) be the primary delegate to regional and national meetings of the NAD;
- (b) recruit and appoint members as managers of programs and other “special interest groups”;
- (c) be subject to the advice and consent of the CAD board, and
- (d) have no vote at meetings in which the president is the chair.

2.3 The vice president shall:

- (a) serve as the president when the president is absent, incapacitated, removed, or deceased;
- (b) chair the bylaws committee (see 4.2.3);
- (c) appoint the chair of the nominations and elections committee (see 4.2.6);
- (d) assume other duties as assigned by the president, the CAD board; and
- (e) chair the grievance/complaints committee (see 2.3.1).

2.3.1 GRIEVANCE/COMPLAINTS COMMITTEE

Procedural steps

- 1. If there is a grievance or complaint concerning any officer, committee, member, or activity, such grievance or complaint must be made in writing.
- 2. Grievances and complaints shall be addressed to the vice president.
  - (a) If the vice president is the subject of the grievance or complaint, the grievance will be addressed to the president, who will convene a meeting of, and chair, the bylaws committee.
  - (b) If the president believes there be a conflict of interest or personalities involved, the bylaws committee, excluding the president and the vice president, shall appoint a chair pro tem from among themselves and proceed with steps 3 and 4.

- (c) Other members of the bylaws committee who are involved participants, pro or con, in a given grievance process are excused from serving on this committee in this instance.
- 3. Within thirty (30) days of receipt of such grievance or complaint, the vice president shall convene a special meeting (or meetings) of the bylaws sub-committee, inviting both parties or sides.
- 4. The bylaws committee shall resolve the matter within sixty (60) days of receipt of the grievance or complaint.

#### 2.4 The secretary shall:

- (a) be responsible for giving notice of the annual and any special CAD meetings;
- (b) keep an accurate record of the proceedings (Minutes) of meetings of the CAD board, the annual membership, and any special;
- (c) maintain the archives and history of the CAD, and update the presidential listing on the website;
- (d) be the custodian of the CAD seal;
- (e) maintain pertinent individual and organizational mailing lists;
- (f) chair the CAD awards and recognition program sub-committee, and direct the program at the annual general meeting (see 2.4.1)
- (g) chair the annual Eva Arnold Fraser Memorial Student/Athlete Awards program (see 2.4.2); and
- (h) assume other duties as assigned by the president and the CAD board.

##### 2.4.1 The CAD Awards and Recognition Program

###### (a) Purpose

The awards and recognition program, first established in 1983 under then president Eldon Ragland's administration, are made to identify and focus attention on outstanding and innovative services or programs that benefit members, individually and/or as a whole, of the deaf community of Colorado.

The conferring of an award or recognition annually at AGMs shows the CAD appreciation for, or approval, endorsement, or recognition of, outstanding achievements or accomplishments made by a Colorado individual, business, organization, or institution.

(b) Program

This program is a sub-committee of the AGM committee: chaired by the secretary, and composed of four CAD members appointed by the secretary, whose purposes and duties include:

- i. requesting nominations for awards listed below requests, including nomination forms, to be published on the website and in the newsletter);
- ii. consideration and determination of these nominations;
- iii. recommendation of individuals for honorary memberships in the CAD; and
- iv. arranging the awards and recognition program at the AGM.

(c) Categories

The four (4) award categories, listed in alphabetical order, are:

1. THE C.A.D. DISTINGUISHED SERVICE AWARD

TO a Colorado individual, business, or organization

FOR providing a distinguished, outstanding, unique, or unusual service beneficial to the deaf community.

2. THE C.A.D. EDUCATION AWARD

TO a Colorado individual or institution

FOR making meritorious or original contributions in working with K-12 grade deaf students.

3. THE C.A.D. EMPLOYER'S AWARD

TO a Colorado business or industry

FOR making original or note-worthy efforts to hire employees who are deaf and to accommodate their needs.

4. THE C.A.D. GOLDEN HAND AWARD

TO a Colorado individual or group of individuals

FOR having given exceptional voluntary service to the deaf community and/or to the CAD.

(d) Guidelines

Any community members can make nominations for CAD awards.

Each nomination shall have the following information:

1. the award category name,
2. the name of the nominee, including the nominee's mailing address and phone number with area code,
3. your reason(s) for making the nomination, AND
4. your name and signature, including your mailing address and phone number with area code.
5. Nominations may be made by letter or on the form provided. This form may be photocopied. It is requested that there be ONE NOMINEE PER LETTER OR FORM, PLEASE!
6. Please submit your nominations via CAD's website, CADeaf.org, or email at [info@cadeaf.org](mailto:info@cadeaf.org).

(e) Selection

The CAD board makes the final selection of awardees. Note: Not all categories need to be awarded.

(f) Deadline

The deadline for nominations shall be thirty (30) days prior to the opening date of the AGM.

#### 2.4.2 The Eva Arnold Fraser Memorial Outstanding Student-Athlete Awards

##### Purpose

Begun in 1978, the primary purpose of these awards is to recognize annually two outstanding deaf students, one male and one female, at the Colorado School for the Deaf (and the Blind, CSDB) who make good passing grades, do well in sports, and show evidence of discipline and utmost sportsmanship. Names are engraved on the Eva Arnold Fraser Memorial plaque hanging in the hallway of the Gottlieb Gym at CSDB.

A secondary purpose of these awards is to promote good relations between the CAD and the CSDB.

### Conditions

The CAD secretary, the CSDB athletic director, and other individuals invited by the selectors, select the awardees.

Awards are presented during the annual sports ceremonies at the CSDB.

All CAD officers are expected to attend the annual sports ceremonies.

## 2.5 The treasurer shall:

- (a) be responsible for the following CAD funds and accounts: the general fund, for day-to-day expenses, the contingency fund, financial forecasting, for emergencies as may arise, the George W Veditz Endowment Fund (see 2.5.5), and the Memorials/Scholarships/Awards Fund (see 2.5.6), and other funds or accounts as may be designated, and keeping secure the federal and state tax documents and numbers;
- (b) serve as chair of the financial management committee (see 5.1.2);
- (c) maintain pertinent individual and organizational mailing lists;
- (d) collect all donations to the CAD, and deposit same to the contingency (savings) fund, or to other funds as specified by the donor(s);
- (e) pay all reasonable and documented expenses incurred by officers and other authorized persons as noted under expenses and compensation;
- (f) sign all checks drawn on funds (all checks to be counter- signed by one of the other three officers),
- (g) Cash receipts and deposits

Cash receipts will be logged daily into a “Check Log” by the treasurer and/or the board’s designee. A copy of the check log will be given to the president and treasurer monthly.

Deposits will be made at least once per week. A photocopy of the bank’s deposit receipt will also be given to the president and treasurer. The president and treasurer will match the total from the check log to the total from the bank’s deposit receipt, and initial them on the corresponding forms. The treasurer will file the matching check logs and bank deposit receipts.

Funds received by the organization will be deposited in a timely manner to the credit of the organization in a financial institution that the board has authorized, and provided, however that each institution in which funds are deposited must be an institution where such deposits are insured by an agency of the federal government.

Procedures are to be in place to identify, evaluate, and to determine the acceptance of restricted contributions. Acceptance of unusual non-cash donations, such as charitable lead trusts, perpetual trusts held by third parties, charitable remainder trusts, charitable gift annuities, pooled income funds and donations of land, property, partnership interests, assets subject to lien, etc. need prior approval by the financial management committee.

All contributions should be acknowledged in writing within five business days of receipt.

As a general rule, all stock gifts should be liquidated within three business days of receipt; any exceptions must be approved by the Treasurer or Board.

Cashing of checks out of currency receipts is prohibited.

- (h) provide a monthly financial report for approval by the CAD board prior to publication on the website and in the newsletter;
- (i) balancing each calendar quarter (ending in March, June, September, and December) and at any time at the discretion or request of any board member, the books of:  
  
the treasurer, the AGM committee, the NAD Youth Ambassador Program, The Deaf Coloradan, the annual Oktoberfest, and any other events, programs, activities, etc., and other books as requested by the president, and/or the CAD board; and
- (j) prepare, for submission at the AGM or at a special general meeting called for the purpose, a budget;
- (k) refer the results of audits to the financial management committee; and
- (l) assume other duties as assigned by the president, the CAD board.

#### 2.5.1 Cash disbursements

All disbursements are to be made by issuing checks drawn on the established agency cash accounts.

No checks may be made out to "cash".

A petty cash account of \$150 can be maintained in the office of the treasurer and balanced monthly.

Where appropriate, the request for disbursement must be supported by original documentation that justifies the purpose of the disbursement and is attached to the request.

Authorized check signers must be re-affirmed annually by the CAD board.

Checks drawn for less than \$150 must be signed by the treasurer and president. Checks over \$150 must be signed by three of the following: a member of the board and approved by the CAD board, the president, and treasurer.

The board member (other than the president and treasurer) that are designated to be an authorized check signer may not have any responsibilities related to the recording of financial transactions or the maintenance of financial records of the organization.

The organization should carry an appropriate insurance coverage for any officer or board member who handles agency funds.

Expense reports from the president and treasurer must be approved by the board.

#### 2.5.2 Purchase and contracts

All purchases over \$150 must be pre-approved by the president and treasurer. Any written authorization from the president and treasurer will suffice, including email correspondence. This purchase level should also apply to routine purchases made by credit card. The president shall submit receipts to the treasurer for ALL credit card uses.

Unbudgeted purchases greater than 10% over the line item on the budget require prior authorization by the board.

The board must approve or specifically authorize an officer of the board or the president and treasurer to enter into a contract, lease, or commitment for the organization that is longer than one year and over \$500.

The organization should obtain and document at least three competitive bids for all purchases of goods and services greater than \$3,000.

The CAD capitalization threshold is \$1,500. To elaborate, the capitalization threshold is the amount at which we will capitalize the item as an asset and depreciate it on our financial statement.

#### 2.5.3 Annual audit requirement

The financial statements of the CAD will be audited annually.

The financial management committee will be responsible for determining the auditor selection criteria and proposal process and for performing that process. The financial management committee will recommend for approval to the full board the auditing firm identified through the proposal process.

The audit will go out for bid at least every three years though a change in auditors every three years is not required. Approval of the audited financial statements takes a vote of the full board.

The financial management committee will review the audited financial statements and recommendations of the auditor, and respond to the recommendations. The financial management committee will present the audit to the CAD board.

The Board reviews the audit, recommendations of the auditor, and financial management committee's response to the recommendations.

CAD's fiscal period begins January 1 and ends December 31.

The financial records of the organization shall be maintained on an accrual basis of accounting in accordance with generally accepted accounting principles.

All financial records of the organization must be properly maintained in a locked cabinet or area with limited access by the treasurer and the president and one other board member.

The executive director and/or development committee chairperson will be given all correspondence from any financial institutions unopened. Upon opening the documents, the President and/or Vice President will initial the documents as an indication that he/she has reviewed them.

The treasurer will submit to the board the president's credit card purchases along with the supporting receipts or invoices indicating expenditure explanations on a quarterly basis. One other board member will indicate his/her approval of the expenses by signing the credit card reconciliation.

On a monthly basis, the treasurer will reconcile the accounts receivable detail ledger to the general ledger, and the bank reconciliation to the general ledger.

The accounts receivable detail ledger will be reviewed monthly to determine that the balances are appropriate. Amounts that are owed to members will be refunded. The treasurer will give the accounts receivable detail ledger to the board on a monthly basis for their review.

The purpose of the accounting system is to systematically record, summarize, and report all financial transactions of the organization. The system shall be designed so that all aspects of CAD's operations are included in the system.

Effective control and accountability must be maintained for all assets of the organization, including cash, investments, fixed assets, and other assets. The CAD must adequately safeguard all assets of the organization and assure that all assets are used for authorized purposes.

#### 2.5.4 Operating reserve and investments

The CAD maintains a separate “Operating Reserve and Investment Policy.”

#### 2.5.5 The CAD George W Veditz Endowment Fund

##### Purpose

Memorializing George W Veditz, the founder of CAD, this fund shall be used for special or major projects of the CAD.

##### Conditions

As additional gifts and donations are made, the principal of this fund will increase from time to time.

Interest from this fund shall go toward the principal of this fund.

#### 2.5.6 The CAD Memorials/Scholarships/Awards Fund

##### Purpose

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

##### Conditions

“In memoriam” donations shall be deposited to this fund (unless the donor(s) otherwise specify), and the names and dates of birth and death of each memorialized will be added to the listing under this fund (see “IN MEMORIAM” on the CAD website under HISTORY).

#### 2.6 The directors shall:

- (a) advise and assist the president as needed;

- (b) transact the routine or day-to-day business of the CAD;
  - (c) refer the results of audits to the financial management committee;
  - (d) ensure that planning for the AGM and other events are well in hand, on time, and under budget;
  - (e) determine the finalist for each of the awards and recognition categories (see 2.4.1);
  - (f) take emergency action as needed on behalf of the CAD, the deaf community, and any deaf individual(s);
  - (g) authorize emergency withdrawals of up to no more than \$5,000.00 (five thousand dollars) per year from the contingency fund.
- 

### 3. **MEETINGS**

#### 3.1 Annual general meeting

##### 3.1.1 Agenda/Order of business

- (a) Roll call and confirmation of quorum;
- (b) The pledge to the Flag;
- (c) Opening remarks, if any; and
- (d) Minutes of previous meeting(s).

##### 3.1.2 Reports of:

###### 3.1.2.1 Officers:

- (a) the president, the vice president, the secretary, and the treasurer;
- (b) in even-numbered years, the NAD delegate(s); and
- (c) the CAD candidate to NAD's Youth Ambassador Program.

###### 3.1.2.2 Standing committees:

- (a) development,
- (b) financial management, and

(c) media and public relations.

3.1.2.3 Special committees (if any, or as needed) and special interest groups (SIG).

3.1.3 Unfinished business; and

3.1.4 New business, including:

(a) selection of site(s) and date(s) of the next two annual meetings, and

(b) the CAD Awards and Recognition Program (unless otherwise scheduled).

3.1.5 Adjournment.

3.2 The CAD board meetings

Meetings, regular and special (**PURPOSE, SCHEDULE, NOTICE, and AGENDA** included), may be called by contact (mail, videophone, email) among all officers as often as deemed necessary by any member of the CAD board for the purpose of routine business.

3.2.1 Attendance/Participation

(a) Meetings: Board members may not have more than three (3) consecutive unexcused absences in one (1) year. Board members must attend at least one meeting per quarter.

(b) CAD retreats: Board members are strongly encouraged to participate in yearly retreats provided by the executive board.

3.3 Special CAD general meetings may be called as and when necessary for a specific purpose upon thirty (30) day notice by the president, OR the CAD board, OR an announcement with the signatures of at least twenty-five (25) individuals.

NOTICE of each special general meeting shall contain the following details:

Date, start (and end) time, address of the meeting site, the purpose of the special meeting, and the name(s) and signature(s) of the person(s) calling the special meeting.

3.4 Motions

Motions made by the board members for consideration at any CAD meeting may be made via email to the secretary or with the secretary in person.

Community members may also make motions through the board members via email or in person.

All motions are to be submitted 24 hours prior to all meetings.

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#### 4. **STANDING AND SPECIAL COMMITTEE MEETINGS**

Responsibilities of the committees: GENERAL INFORMATION

Each committee shall consist of at least three (3) members, including the chair.

Each committee shall include, in any order, the words: chaired by ..., composed of ..., whose quorum ..., and whose purpose and duties include ..., and date (a start date, and an end date).

Each committee chair or designated committee member shall, if requested by one of the officers, attend the CAD board meetings but shall have no vote.

The president, or the CAD board at a regular annual or special general meeting may establish other committees, standing and special.

Unless otherwise covered in these bylaws and/or standing rules, meetings (including **SCHEDULE, NOTICE, AGENDA, QUORUM, and MINUTES** or record of proceedings) of all committees, standing and special, and programs and “special interest groups” shall be left to the discretion of each; however, each is required to send a copy of the proceedings of each committee meeting to the secretary.

##### 4.1 RESPONSIBILITIES OF THE STANDING COMMITTEES

The primary purpose of the three standing committees listed in Bylaws 6.1 are as follows:

##### 4.1.1 The development committee chaired by an at-large director, appointed by the president.

[Responsibilities/functions to be developed by the CAD board.]

##### 4.1.2 The financial management committee chaired by the treasurer, and composed of at least three (3) non-board members, recruited by the treasurer and approved by the CAD board, whose quorum shall consist of the treasurer and no less than a majority of the committee members, and whose purpose and duties include:

- (a) preparing, for submission by the treasurer at the AGM, or at a special meeting called for the purpose, or at a regular meeting, a budget;

- (b) addressing other requests for information of a financial nature, including fundraising;
- (c) pursuing funds from sources, both public (local, state, tribal, and federal) and private (corporate and individual) to:
  - support the vision and mission of the CAD;
  - support The George W Veditz Endowment Fund (see 2.5.5) and other restricted funds as may be established;
- (d) audit all reports, receipts, and revenue reported by event committees.
- (e) Financial consultant: From time to time as needed, the financial management committee, with the approval of or at the request of the CAD board, shall seek the advice of a certified financial consultant concerning the CAD budget, investment plans, and other monetary considerations.
- (f) assuming other financial tasks as may be assigned or requested.

#### 4.1.2.1 Compensation

The CAD will reimburse the officer or board member for reasonable business expenses incurred in connection with the business of the organization that have been properly approved and are submitted for payment with proper documentation. The budget for this will be determined by the Financial Management Committee annually.

No loans or advances on payroll will be made to an officer or board member.

The treasurer will pay all reasonable and documented expenses incurred by officers and other authorized persons doing business on behalf of the CAD. Reimbursement will be made for the following:

##### (a) Travel (Transportation)

If driving, shall be compensated in full by mileage and/or gasoline receipts for round trips to CAD-related regular and special meetings.

If flying (or traveling by train or bus), the ticket shall be at the lowest available regular round-trip airfare, upon submission of receipts.

Cost of travel by bus or train, or self-drive, shall not exceed the lowest available round-trip airfare.

##### (b) Lodging (Room)

At the lowest available room rate, upon submission of actual receipts; lodging shall be on-site if more than 100 miles from home (not en route to or from site).

(c) Meals (Board/Food)

Per diems will be given to members according to current Colorado state guidelines to be determined by the financial management committee.

(d) Registration fees

Actual required fees for attendance at deaf-related meetings, conventions, conferences, etc., NOT including CAD-sponsored events.

(e) Supplies/Postage

For office and related purposes, upon submission of actual receipts.

Disputes: In case of disputes concerning validity of claims and/or “dollar amounts”, the matter will be referred with supporting documentation (receipts, etc.) to the financial management committee whose decision shall be final.

#### 4.1.2.2 Payments to the CAD board

No compensation will be paid to any member of the board for services as a member of the board. Reasonable expenses may be allowed for attendance at regular or special meetings of the board or committees thereof as approved by the board.

Board members may be reimbursed for reasonable travel expenses submitted in writing within 30 days of attendance at a CAD board meeting, or committee thereof. Reasonable travel expenses may include airfare (not first class), airport shuttle service, taxi, and/or mileage reimbursement. Mileage will be paid at the prevailing IRS approved rate for round-trip mileage (in excess of 100 miles). Airfare will be reimbursed only for trips exceeding a two-hour, one-way driving time.

The president and treasurer will approve all payments in advance of reimbursement.

Reimbursement will be made within 15 days of submission for reimbursement. The reimbursement form can be found in Appendix X.

No loans will be made to any officer or member of the CAD board.

#### 4.1.2.3 Budget

An annual operating and capital budget will be established and approved by the board.

The actual operating results of the organization will be compared to the budget on a monthly basis and significant variances explained by management to the board.

The president and executive director may approve changes to the operating and capital budget without Board approval provided that:

- (a) Total budget amount does not change
- (b) The change in the category of the budget does not change more than 10% (plus or minus) from the approved budget.

#### 4.1.2.4 Borrowing

Any action by and on behalf of the CAD in borrowing money, establishing or canceling lines of credit, and or mortgaging, pledging, or authorizing liens on the property of the organization must be specifically authorized by the financial management committee.

The CAD should maintain a line of credit agreement with a financial institution.

Based upon staff recommendation, the financial management committee must approve any borrowing against the line of credit. Any one officer listed on the line of credit agreement may contact the bank to draw on the line of credit. Staff will be responsible for paying down the line of credit as soon as funds are available and reporting back to the financial management committee or the treasurer within two working days that this has been accomplished. Staff will update the treasurer on a monthly basis if there is an outstanding balance on the line of credit.

#### 4.1.2.5 Conflict of interest policy

The CAD will not enter into contracts or transactions with any other corporation, partnership, association, or other organization in which its directors are directors, officers, or have financial interest (there is potential conflict of interest) without prior approval by an affirmative vote of a majority of disinterested board members.

#### 4.1.3 The Communications committee, chaired by the secretary and served by at least two members.

Responsibilities/functions include: the CAD website <cadeaf.org>; the CAD newsletter/e-newsletter, *The Deaf Coloradan*; Facebook; Instagram; Zoom accounts; Google accounts; and any other media related needs that may arise.

#### 4.2 RESPONSIBILITIES OF THE SPECIAL COMMITTEES (AKA ad hoc committees, select committees, or task forces):

From time to time, a special committee to deal with a specific issue may be established by the president, or the CAD board, or a member motion at the AGM.

Each special committee shall consist of a chair and at least two (2) members; be charged with a specific task; and have a start date and an end date.

Such special committees may include:

#### 4.2.1 The AGM committee

A regular AGM shall be held in August or September for the purpose of:

- (a) commemorating the founding of Colorado, the “Centennial State” (100 years after the founding of the United States) on 1 August 1876;
- (b) honoring the birthday, 13 August 1861, of CAD founder and first president, George W Veditz;
- (c) reviewing and responding to the reports of the officers, and committees of the CAD over the past year;
- (d) making known the plans, priorities and policies desired for the coming year(s); and
- (e) enjoying fellowship and reunions made possible by such statewide gatherings.

This committee shall be:

chaired by an at-large director appointed by the president, with approval of the board, and composed of as many members as the committee chair deem necessary, including the chair of each sub-committee of the AGM committee,

whose quorum shall include the committee chair and no less than a majority of the committee members, and

whose purpose and duties include total planning for the AGM as noted above, and for any special general meetings.

#### 4.2.2 The bookkeeping committee (a subcommittee of the financial management committee) chaired by a presidential appointee, subject to approval of the CAD board, composed of three (3) or more members, none of whom shall be an officer recruited by the committee chair, whose quorum shall consist of the chairperson and no less than a majority of the committee members, whose purpose and duties include:

- (a) reporting the results of each balancing at the next regular meeting of the CAD board.

#### Dates

Continuous at the request, and during the term, of the president, subject to the approval of the CAD board.

#### 4.2.3 The bylaws committee

chaired by the vice president,

composed of at least five (5) members, recruited by the vice president,

whose quorum shall consist of the vice president and no less than the committee members, and a majority of whose purpose and duties include:

- (a) reviewing the bylaws and any proposed changes to the bylaws,
- (b) posting the proposed changes to the general community for their feedback,
- (c) recommending adoption or rejection of proposed changes 30 days prior to the board vote, and
- (d) keeping files of past CAD bylaws, and other organization bylaws for reference.

4.2.4 The Eva Arnold Fraser Memorial Student/Athlete Awards program committee, chaired by the secretary (see 2.4.2).

4.2.5 The grievance/complaints committee, chaired by the vice-president (see 2.3.1).

#### 4.2.6 The Nominations and Appointments committee

chaired by a non-candidate board member, approved by the board,

composed of at least three (3) non-candidate members, recruited by the chairperson,

whose purpose and duties include:

- (a) soliciting nominations for office or board (solicitations to be announced on the website and in the newsletter),
- (b) verifying qualifications of candidates,
- (c) notifying the general community of the candidates and gathering their feedback,
- (d) preparing ballots, and
- (e) conducting the appointment proceedings.

4.2.6.1 The nominations and appointments are to take place during the AGM. However, in the event that any new CAD officer(s) or board member(s) needs to be selected before or

after the AGM for any reason, CAD is to solicit interest from the community via Social Media accounts, emails and newsletter. Then CAD will go through the process of accepting nominations, interviewing potential members and appointing qualified members to serve on the board. (Refer to Bylaws 4.5.4)

#### 4.3 Programs and “special interest groups” (SIGs)

The president, subject to the approval of the CAD board, may appoint a manager to be responsible for a program or a “special interest group” of the CAD.

Each such appointee may attend CAD board meetings, but shall have no vote, and may recruit a community member or members to assist in the program or group activity.

Committee chairs and appointees of programs and “special interest groups” are non-voting members of the CAD board; accordingly, their numbers do not count towards the quorum on the CAD board.

##### 4.3.1 The NAD Youth Ambassador Program (NAD YAP)

(a) Committee chair: Appointed by the president, subject to approval of the CAD board.

(b) Position summary/job description: Develop and manage a comprehensive program for deaf youth aged 18-30 in accordance with current National Association of the Deaf (NAD) Youth Ambassador expectations.

Note: Additions will be made to the standing rules as and when needed to conform to any new NAD regulations.

##### 4.3.2 Committees for recreational activities/events

Responsibilities/functions to be developed by the CAD board event coordinator. 20% of event net profit will go to CAD’s General Fund while the remaining 80% will go to the designated fund/cause of the event. The event committee is responsible for submitting all receipts, a clear and concise financial report with all expenditures and revenue from the event. They are to submit this to CAD’s Financial Management Committee.

##### 4.3.3 Youth programs

(a) Chair(s): Appointed by the president, subject to approval of the CAD board.

(b) Position summary: Develop and manage comprehensive youth programs for school-age youth, young adults, and families.

As director of Youth Programs, this individual will be responsible for coordinating the development and implementation of daytime, after school,

after-work, weekend, and summer youth programs that integrate the resources of technology-literacy, sexual abstinence, tobacco education, sports, employment, cultural awareness, parenting skills, and leadership into program activities.

(c) Responsibilities:

- i. Design a cohesive and comprehensive youth development program for youth ages fifteen through twenty-one, utilizing the resources of the community.
- ii. Develop and implement planning to ensure the effective coordination and integration of programs and resources.
- iii. Provide support to executive officers in the area of planning, management, program execution, and communications.
- iv. Collaborate with youth and adult education services to ensure the effective coordination of program schedules and related events for youth.
- v. Assist with funds development for educational programs and youth programs.
- vi. Foster relationships among local schools, universities, businesses, and other community youth and education services to enhance the development of youth programs.
- vii. Other duties as assigned by the CAD board.

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## 5. AMENDMENTS

- 5.1 Unlike the CAD articles of incorporation, the CAD bylaws have been continually revised to meet changing times and changing needs.

Following is a listing of dates of such documents (plus some that are undated) in the CAD files: 1904 (the original), 1948, 1963, 1969, 1971, 1974, 1983, 1986, 1987, 1988, 1989, 1990, 1991, 1994, 1995, 1997, 1999, 2001, 2003, 2005, 2007, 2010, 2011, 2012, 2014, and 2020.

- 5.2 Quoting President George Washington, in his farewell address:

*The basis of our political systems is the right of the people to make and to alter their constitutions of government.*

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## 6. PARLIAMENTARY AUTHORITY

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

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## 7. DISSOLUTION

7.1 In the event of dissolution, the CAD board with the approval of a majority of the board present at a special public 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) for five years with a promissory note to return it if CAD is resurrected. If CAD is not resurrected after five years, the money goes to Deaf-run Colorado non-profit(s), to be determined by the board and community at the time of dissolution.

7.2 The NAD shall hold these funds in trust for up to ten (10) years from the date of receipt, pending revival of the CAD. The interest income from this trust shall accrue to the holder.

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## HISTORY

### PREAMBLE

“The only constant thing is change.” Our objectives and purposes are dynamic rather than static, fluid rather than frozen. With continuing and active participation by members, representatives, and officers, our goals, issues and needs change with the times.

The following, included here for information and reference, are quotes or excerpts from previous CAD mission statements:

1904 “... [T]o promote the advancement of [the] social, intellectual, and moral status of the deaf.”

1948 “The object ... is for the purpose of advancement, socially, intellectually, and morally, of the deaf of Colorado; to promote their general welfare and to protect them from unfair legislation.”

1983 “The objectives and purposes of the Association shall be to promote the welfare of the deaf of Colorado and to actively promote and advance their educational, vocational, economic, and social standards in any lawful manner. The objectives are intended to be 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).”

1995 “The mission of the Colorado Association of the Deaf (CAD) is to assure that a comprehensive, coordinated system of services is accessible to citizens who are deaf and hard-of-hearing, enabling them to achieve their maximum potential through increased independence, productivity, and integration in areas of social life, education, vocation, and economics.”

#### 1. CAD Logos

##### 1.2 Current Logo



### 1.2.1 Description

The CAD logo is one circle, featuring shaded white mountains in front of a gray backdrop, and purple foothills in the forefront. At the bottom of the purple foothills is “Est. 1904”. Just above the mountains is a small yellow circle, representing the sun or moon. The words, Colorado Association of the Deaf, encircles the logo.

### 1.2.2 Colors

Primary colors of our logo are purple, dark green and white.

### 1.3 2015 Logo

The logo was approved by the members on November 7, 2015 and ratified by the board in the minutes of our April 10, 2016.



#### 1.3.1 Description

A thick circular letter C is solid red, and encompasses a golden yellow O, which resembles the Colorado State flag. Inside the yellow disc is a pair of navy blue open-palm hands, seemingly in motion. On top of the red C are the words, “Colorado Association of the Deaf”; “Veditz Policy Institute” hugs the bottom of the red C. Just inside the red C, above Veditz Policy Institute, the words “EST. 1904” are outlined in white.

#### 1.3.2 Colors

The primary colors of this CAD logo are red, yellow and navy blue, which imitates the Colorado state flag.

### 1.4 1985 Logo

Designed by Eldon L Ragland, this logo was adopted by the CAD at the 1985 biennial convention in Larkspur, Colorado.



#### 1.4.1 Description

The logo of the CAD consists of two circles; between the outer and inner circles: COLORADO ASSOCIATION in the upper left, and: OF THE DEAF, in the lower right, and the words: “Founded in 1904” under the upper inner circle, bisected by two short double-lines to the left of the circle, continuing behind and into the circle, and into three stylistic double-lined peaks in descending height from left to right within the circle, representing the mountains, and ending with a straight line extending in front of and to the right of the circle, representing the plains; between the second and third peaks is an arc, representing the sun, and centered under the three peaks is a columbine, the Colorado state flower.

#### 1.3.2 Colors

The primary colors of this CAD logo are purple (columbine and “purple mountain majesties”), white (snow), and yellow (sunshine and “amber waves of grain”).

#### 2. Seal

The corporate seal of the CAD is inscribed with the full name of the organization: “THE COLORADO ASSOCIATION OF THE DEAF”, the year of incorporation: “1948”, and the words: “Colorado” and “Seal”.