

## BYLAWS OF THE ASSOCIATION OF LATE-DEAFENED ADULTS, INC.

### Article I

#### Name

The name of this organization, as incorporated under the laws of the State of Illinois, is the Association of Late-Deafened Adults, Incorporated, referred to herein as either "ALDA" or the "Association."

### Article II

#### Definition of Late-Deafened Adult

Late-deafened adults became deaf post-lingually, that is, after they developed spoken language skills. They cannot understand speech without visual clues, and thus cannot rely on their hearing as a means of receptive communication. Instead, late-deafened adults must depend primarily on some visual mode of receptive communication, such as cued speech, speechreading, sign language or text reading. Their deafness may have been the result of heredity, accident, illness, medications, surgery, or unknown causes. Their hearing loss may have occurred suddenly or developed progressively over a period of years. More importantly, regardless of the cause or rapidity of their hearing loss, late-deafened adults share the common experience of having been raised in the hearing world, and having become deaf rather than having been born deaf.

### Article III

#### General Objectives

The general objectives of ALDA are as follows:

- 1. Education:** Providing educational information to late-deafened adults, their families and friends, service providers, rehabilitation counselors, government agencies, private corporations, and members of the general public concerning the social, psychological, familial, occupational, economic, and communication problems and coping strategies of late-deafened adults.
- 2. Advocacy:** Advocating on behalf of, and representing the needs, desires, and interests of, late-deafened adults in the promotion of public and private programs designed to alleviate the problems of late-deafness, and reintegrate late-deafened adults into all aspects of society.
- 3. Role Models:** Providing positive role-models for late-deafened adults who are striving to cope with the problems of late-deafness and enhancing their personal images, competence, and quality of life.

**4. Support:** Providing support for late-deafened adults and their families and friends regarding how to cope with the problems arising from late-deafness, and providing social enrichment in their lives through activities in which they can meaningfully participate.

#### **ARTICLE IV**

##### **Specific Purposes**

The specific purposes of ALDA are as follows:

1. To aid in the identification of late-deafened adults.
2. To engage in open communication with all concerned with the difficulties of late-deafness in an effort to find a common basis of fellowship and understanding.
3. To bring together late-deafened adults in fellowship, empathy, and concern based upon common experience.
4. To establish chapters of the Association that will enable it effectively to serve the welfare of late-deafened adults in communities where there is a manifest need.
5. To encourage general research into all aspects of late-deafness and encourage research, specifically into all aspects of assistive and adaptive technology for late-deafened adults.
6. To advocate for better access and services for late-deafened adults.
7. To promote an awareness and appreciation of the interests of late-deafened adults.
8. To cooperate with other organizations, agencies, and institutions on matters of mutual concern.
9. To provide any other services that will further the purposes of the Association.

#### **ARTICLE V**

##### **Membership**

**1. Categories of Membership:** Any person anywhere in the world, whether deafened or not, who endorses the objectives of ALDA may apply for and be granted membership in ALDA. The Board of Directors may establish specific categories of membership.

**2. Conditions of Membership:**

**(a)** Applications for all categories of membership shall be submitted in writing to the Secretary of the Association, or any other person otherwise appropriately designated by the Board of Directors, who will admit to membership all applicants who meet the requirements of the category of membership for which they have applied.

**(b)** The granting of original membership, the maintenance of membership in good standing, and the renewal of membership shall be contingent upon the following:

**(i)** The active endorsement of ALDA's general objectives, and

**(ii)** The timely payment of prescribed dues.

**3. Dues:** The amount of annual dues, if any, for each separate category of membership as well as the date upon which they will become due and payable will be determined by the Board of Directors.

**4. Rights of Membership:**

**(a)** Only members of ALDA in good standing shall have the following rights:

**(i)** To serve as a member of the ALDA Board of Directors,

**(ii)** To serve as either a member or chair of any standing committee of ALDA,

**(iii)** To serve as chair of any ad hoc committees of ALDA,

(iv) To make motions, offer amendments to motions, vote at meetings of the ALDA Board of Directors, or any standing committee of ALDA, and to vote in any postal or electronic vote of members in good standing,

(v) To sign a petition to amend the Bylaws of ALDA,

(vi) To sign a petition to form an ALDA Chapter, and

(vii) To nominate a person for election to the ALDA Board of Directors.

(b) All members are entitled to receive any official publications that are distributed by ALDA. The cost, if any, of such publications shall be determined by the Board of Directors.

## **Article VI**

### **Governance**

**1. Board of Directors:** The Board of Directors shall be the governing body of ALDA, and shall have the right to exercise all powers it deems necessary for the governance and operation of the Association, including but not limited to the establishment of an ALDA office, the appointment of an Executive Director, the employment of other staff, the establishment of policies and procedures for administration of the business of the Association, and the creation of all standing committees and other committees not established by these Bylaws. The Board shall, collectively and as individuals, act in accordance with the Bylaws of the Association and such policies and procedures as may from time to time be established.

**(a) Term:** The annual term of the Board of Directors shall commence on January 1st of the year following the election of its newest members and shall last until December 31st of that year. The outgoing Board continues to have authority and responsibility for the Association during the period of transition, and is responsible for the orderliness of the transition.

**(b) Voting Directors:** The Board of Directors shall consist of the President, Vice President, Past President, Secretary, Treasurer, and four (4) Regional Directors. All members of the Board of Directors shall be elected in accordance with Article XII or appointed in accordance with Article IX. The incumbent President shall automatically

become Past President in the following term. More than fifty percent (50%) of the voting directors shall be late-deafened adults.

**(c) Ex Officio (Non-Voting) Director:** The Executive Director, if one has been appointed, shall serve as an ex officio member of the Board and shall have no vote.

**2. Officers:** The Past President, President, Vice President, Secretary, and Treasurer shall be the officers of the Association.

**3. Duties of Officers and Regional Directors:**

**(a) President:** The President shall serve as the chief executive officer of the Association, chair of the Board of Directors, and chair of the Board's Executive Committee. The President shall preside at all meetings of the general membership, exercise overall supervision of the affairs of ALDA, ensure the enforcement of these Bylaws and the policies of the Association, and carry out all orders and resolutions of the Board of Directors. In addition, the President shall appoint the chairs of all Board-established committees and shall either appoint the committee's members or delegate the selection of committee members to the chair of the committee, shall act as liaison to any and all organizations as required by the Board; and shall make an annual report to the membership on behalf of the Board. The President may sign, with the Secretary, any deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed, and in general shall perform all duties incident to the office of President.

**(b) Vice President:** The Vice President shall assist the President in the discharge of all functions of that office. In the event of the President's extended absence or disability, the Vice President shall perform the duties of that office.

**(c) Secretary:** The Secretary shall keep minutes of all meetings of the Board of Directors, the Executive Committee, and the annual general business meeting. The Secretary shall ensure that all notices are duly given in accordance with these Bylaws, keep the organization's non-financial records, and maintain a list of the mailing addresses of all ALDA members. The Secretary shall maintain files of all official correspondence of ALDA, shall present a report to the general membership as directed by the Board, shall serve on committees as assigned, and in general shall perform all duties incident to the office of Secretary.

**(d) Treasurer:** The Treasurer shall be the principal accounting and financial officer of the Association. The Treasurer shall have custody of all ALDA funds and securities, and shall keep full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of ALDA in depositories specified by the Board of Directors. The Treasurer shall distribute the funds of ALDA within limits prescribed by the annual budget of ALDA. The Treasurer shall render to the President, and the Board at its regular meetings, or whenever the Board may require, an account of all transactions and the financial condition of the Association. The Treasurer shall present a report to the general membership at the annual general business meeting, shall chair the Finance Committee, serve on other committees as assigned, and in general shall perform all duties incident to the office of Treasurer. If required by the Board of Directors, the Treasurer shall be bonded in such a manner as is satisfactory to the Board, conditioned upon the faithful performance of duties, and for the restoration to the Association, in the case of death, resignation, or removal from office, all financial books, paper, vouchers, money, and other property of any kind belonging to the Association but in the Treasurer's possession or control.

**(e) Past President:** Upon completion of one's term as President, he or she shall immediately become the Past President and shall serve as an officer performing those duties and functions delegated by the President. The Past President shall chair the Nominations Committee except when she or he has expressed the intention to run for another position on the Board, in which case the President shall appoint another member of the Board to serve as chair of the Nominations Committee.

**(f) Regional Directors:** Each Regional Director shall represent and be a resident of one of four (4) regions and shall be elected by the members in good standing residing within that region. Each Regional Director shall be responsible for communications addressed to the Association by individuals residing within that region who are seeking information and local resources, shall provide support and information to groups, chapters, individuals, families, and professionals within his or her region, shall establish linkages and networks with other organizations within his or her region, and shall represent regional interests and concerns at Board meetings.

#### **4. Committees:**

**(a) Executive Committee:** The Executive Committee of ALDA shall consist of the officers of the Association. The Executive Director, if one has been appointed, shall serve as an ex officio member of the Executive Committee. The Executive Committee shall act for and discharge all the functions of the Board of Directors between its regular

meetings, and may initiate any action, plans, and projects to assure the effective operation of ALDA. The Executive Committee shall keep minutes of its meetings and records of its actions, and shall report them regularly to the Board.

**(b) Finance Committee:** The Finance Committee shall be responsible for fundraising, developing and supervising all fiscal record-keeping systems, and ensuring that all required financial reports of ALDA are completed correctly and filed on time.

**(c) Nominations Committee:** A Nominations Committee shall be formed each year and shall consist of three (3) or more members, at least two (2) of whom shall be members of the Board of Directors. The Nominations Committee shall be chaired by the Past President. The Nominations Committee of ALDA shall choose nominees for all positions on the Board of Directors to be filled in any year.

**(d) Other Committees:** The Board of Directors may create from time to time any other committees, task forces, and advisory councils that it believes are necessary or desirable for the accomplishment of any of the general objectives or specific purposes of ALDA. Terms of reference for such committees shall be approved by the Board of Directors.

## **Article VII**

### **Terms of Office, Tenure, and Re-election/Reappointment**

#### **1. Board of Directors:**

**(a) Terms of Office:** Each director's term of office is two years. The President, Vice President, Regional Director 3 and Regional Director 4 are elected in even-numbered years, while the Treasurer, Secretary, Regional Director 1 and Regional Director 2 are elected in odd-numbered years. Although election to the position of Regional Director entitles the member to remain on the Board in that position for two (2) years, he or she may be nominated for President, Vice President, Secretary, or Treasurer after the first year. If he or she accepts the nomination, the Regional Director position becomes vacant for purposes of the election. If the member fails to win the contested position, he or she cannot resume the Regional Director position.

**(b) Re-election and Tenure:** The incumbent Vice President, Secretary, and Treasurer are eligible for re-nomination to a second consecutive term in the same position, and may subsequently be nominated for other Board

positions or may be nominated for other Board positions after one term as Vice President, Secretary, or Treasurer, respectively. There is no limit on consecutive terms for Regional Directors. There shall be no other limit to the number of consecutive years that one person may be elected to the Board.

**2. Committee Members:** All ad hoc committee members shall serve until the committee is dissolved or until December 31st of the year of their appointment, whichever comes first, and the committee and its membership shall be renewable at the discretion of the subsequent Board.

**3. Appointees:** All appointees to other voluntary positions within ALDA shall serve until the task has been concluded, or until December 31st of the year in which they were appointed, whichever comes first, and all such appointments shall be renewable at the discretion of the subsequent Board.

## **Article VIII**

### **Termination and Reinstatement of Membership and Removal from the Board of Directors**

**1. Termination of Membership:** Any member of ALDA may have his or her membership terminated by the Board of Directors for cause, that is, for conduct detrimental to ALDA.

**2. Reinstatement of Membership:** Upon written request signed by the former member and filed with the Secretary, the Board of Directors may vote to reinstate a former member upon such terms as the Board may deem appropriate.

**3. Removal from the Board of Directors:** Any member of the Board of Directors, including officers, may be removed from his or her position by the other members of the Board for not complying with these Bylaws or the policies of the Association, or for conduct detrimental to ALDA.

**4. Notice Requirement:** Any action to either terminate a person's membership in ALDA or remove a person from the Board may be taken only after notice has been given to the person of the reasons for possible termination or removal, and an opportunity provided to that person for a hearing before the Board.

**5. Special Majority Requirement:** Any action to either terminate or reinstate a member or to remove a director from the Board must be approved by a two-thirds (2/3) vote of the voting members of the entire Board.

## **Article IX**

### **Vacancies**

- 1. President:** When the position of President becomes vacant through a resignation or other means, the Vice President shall become President for the remainder of the President's term.
  
- 2. Vice President:** When the position of Vice President becomes vacant, the position shall be filled for the remainder of the term by appointment by the President, with the approval of the Board by vote held in person or using electronic media.
  
- 3. Past President:** If the position of Past President becomes vacant through resignation or other means, the position shall remain vacant and the President shall assign the duties of the office to an earlier Past President or shall assume them himself or herself.
  
- 4. Other Directors:** If any other director position becomes vacant through resignation or other means, it shall be filled for the remainder of the originally elected term by appointment by the President, with the approval of the Board by vote held in person or using electronic media. Directors appointed to replace Regional Directors who resign (or assume other Board positions subsequent to other resignations) before commencing the second year of their Regional Director terms shall serve only the remainder of the year, not the originally-elected term of office.
  
- 5. Committee Members and Appointees:** Any vacancies on any committees or any voluntary positions which arise due to resignations, or due to creation of new positions, shall be made by appointment by the President.

## **Article X**

### **Meetings**

#### **1. Meetings of the General Membership:**

**(a) Annual General Business Meeting:** At a place, date, and time designated by the Board of Directors, there shall be an annual convention of the members of ALDA, which shall include a program designed to further the purposes of the Association, and an annual general business meeting. The Board may determine, for financial or other reasons, that a convention shall not be held during a particular year or years. If there is no convention in a given year, the

annual business meeting will be held at a time and place as determined by the Board and may be conducted online if the Board so designates.

**(b) Special Business Meetings:** From time to time the Board of Directors may, if needed, call special business meetings of the general membership by an affirmative vote of two-thirds (2/3) of the voting members of the entire Board. The place, date, time, and size of quorum for any such special business meetings shall be determined by the Board.

**(c) Notice Requirement:** Notice of the place, date, and time of the annual general business meeting and any special business meetings of the general membership shall be given to all members at least thirty (30) days in advance. For special business meetings, this notice must include a statement of the basic purpose of the meeting. This notice requirement can be satisfied by telephone, by a special mailed or emailed notice, by text messaging, by posting on the ALDA website, or by printing the information in an ALDA publication that is distributed to the general membership.

**(d) Quorum Requirement:** A quorum for the annual general business meeting shall consist of at least ten percent (10%) of those current members of ALDA registered for the annual convention.

## **2. Meetings of the Board of Directors:**

**(a) Regularly Scheduled Meetings:** There shall be at least two regularly scheduled meetings of the Board of Directors each year, one of which shall always be held in conjunction with the annual convention of the general membership (unless no convention is scheduled that year). Board meetings not held at an annual convention may be conducted electronically or online if the Board so designates. Other regularly scheduled meetings shall be held at such time and place as directed by the President, subject to the approval of a majority of the Board.

**(b) Special Meetings:** Special meetings of the Board may be called by the President as needed, subject to the approval of a majority of the voting members of the Board.

**(c) Notice Requirement:** Advance notice of the place, date, and time of regular and special meetings of the Board shall be provided to all directors at least thirty (30) days prior to such meetings. For special meetings of the Board

this notice must include a statement of the basic purpose of the meetings. This notice requirement can be satisfied by telephone, text message, email, or postal mail.

**(d) Quorum Requirement:** A simple majority of the voting Board members shall constitute a quorum at all regular and special meetings of the Board of Directors.

### **3. Meetings of the Executive Committee:**

**(a) Meetings:** The President shall call and set the time and place of Executive Committee meetings as is deemed necessary.

**(b) Quorum Requirement:** For all meetings of the Executive Committee, a simple majority of the Executive Committee members shall constitute a quorum.

## **Article XI**

### **Nominations for the Board of Directors**

**1. Sources of Nominations:** Nomination of candidates to serve on the ALDA Board of Directors can be made by the Nominations Committee or by any member of ALDA in good standing.

**(a) The Nominations Committee:** The Nominations Committee shall generate at least one qualified candidate for each vacant position. The chair shall ensure that the committee adheres to established policies of the Board.

**(b) Nominations from the General Membership:** In addition to members nominated by the Nominations Committee, a member in good standing wishing to be nominated or to nominate another member in good standing may do so, in accordance with the Association's policy. Nominations for Regional Directors not made by the Nominations Committee shall originate only from members in good standing residing in the nominee's region.

**2. Eligibility for Nomination:** To be nominated for a position on the Board of Directors, a person must be a member of ALDA in good standing and be willing to attend the annual general business meeting and the regularly scheduled Board meetings each year. In addition, the person must be willing to participate actively in the business of the Board, including the acceptance of committee assignments. No person shall stand for election to more than one

position in the same election. A member who resigns or is removed from office pursuant to Article VIII shall not be eligible to be nominated or to run in the next regular election immediately following their resignation or removal, but may run in subsequent elections provided he or she meets other eligibility requirements.

## **Article XII**

### **Elections**

**1. Principle of Voting:** Any member in good standing, regardless of membership category, shall be entitled to vote for only one candidate per vacant position on the Board of Directors. Members may vote for fewer candidates than vacancies, but a ballot shall be considered spoiled if marked in favor of more than one candidate per vacant position. For the position of Regional Director, members in good standing may only vote for a nominee seeking to represent the region in which the member resides.

**2. Method of Election:** Elections shall be held between the day after the annual general business meeting and December 31st. Ballots indicating the nominees for the various positions will be sent to all current members of ALDA.

**3. Campaigning:** Each candidate, regardless of the source of their nomination, shall be entitled to have a statement published and provided in the election materials package. This statement and any other activities related to seeking a position on the ALDA Board shall comply with the Association's policy.

**4. Counting of Ballots:** The votes shall be counted by at least one member of the Board who is not a candidate, and one disinterested person, in accordance with the Association's policy.

## **ARTICLE XIII**

### **Conduct of Business**

**1. Rules of Order:** In any matters not covered by these Bylaws, all business shall be conducted according to the current edition of *Robert's Rules of Order*.

#### **2. Voting:**

**(a) Annual General Business Meeting:** During an annual general business meeting at which a quorum exists, votes may be cast in person on any question not affecting the Bylaws of the Association or the election of the Board

of Directors. The current members of ALDA present may, by a majority vote, order the submission of any question to all ALDA members by either mail or electronic ballot.

**(b) Amendments to the Bylaws of the Association and Elections to the Board of Directors:** All votes of the general membership pertaining to amendments to the Bylaws and elections to the Board of Directors shall be conducted either by mail ballot or electronically, or some combination of the two (2). Ballots will be disseminated in a manner that minimizes costs to ALDA and ensures confidentiality, an opportunity to vote by all members in good standing, and the counting of ballots only from members in good standing.

**(c) Board and Committees:** Given potential geographic distance problems, and given the necessity for the Board and its committees to conduct business in a timely manner, the Board of Directors, the Executive Committee, and all other committees of ALDA may choose to conduct their business, including but not limited to making and debating motions and voting, in person, over the phone, by postal mail, or through any electronic means, such as fax, via computer network, text messaging and email, as long as each Board and committee member has equal access to such means of conducting business. In no circumstances will voting by proxy be allowed.

#### **ARTICLE XIV**

##### **Compensation**

Neither directors, officers, committee members, nor appointees shall receive any salary for their services. However, by resolution of the Board of Directors, a fixed sum and/or expenses of attendance may be allowed for each regular or special meeting of the Board and/or Executive Committee attended. Full disclosure of all monetary sums paid to all directors and officers throughout the year must be included in the Treasurer's report at the next annual business meeting.

#### **ARTICLE XV**

##### **Chapters**

**1. Formation of Chapters:** The ALDA Board of Directors may grant a charter to form an ALDA Chapter to any group of five (5) or more current members of ALDA who either reside within a specific geographical area or maintain communications via an electronic network and who petition the Board for a chapter charter.

**2. Rules Governing Chapters:** All ALDA Chapters must adopt the Bylaws provided by ALDA as their chapter Bylaws or submit their intended Bylaws to the Board for approval. In addition, the ALDA Board of Directors is

empowered to promulgate policies governing the manner in which ALDA Chapters may be formed or terminated, the naming of such chapters, or any other policies pertaining to ALDA Chapters that it deems necessary for effective organizational administration and operation.

**3. Dissolution of Chapters:** The ALDA Board of Directors may revoke the charter of any ALDA Chapter that fails to comply with the ALDA Board's policies governing chapters. Before revoking the charter of any chapter, the ALDA Board shall give that chapter timely notice of the Board's reasons for the impending revocation action and grant the chapter an opportunity for a hearing before the Board. Any motion to revoke a chapter charter must be approved by an affirmative vote of two-thirds (2/3) of the voting members of the entire ALDA Board of Directors.

#### **ARTICLE XVI**

##### **Fiscal Year**

The fiscal year of the Association shall be the calendar year, January 1st to December 31st.

#### **ARTICLE XVII**

##### **Ratification and Amendments**

**1. Ratification:** These Bylaws shall be ratified by the affirmative vote of a simple majority of the voting members of the entire ALDA Board of Directors.

**2. Proposals for Amendments:** Amendments to the Bylaws may be proposed at any time by:

(a) A motion that is passed by the ALDA, Inc. Board of Directors,

(b) A petition signed by one tenth (1/10) of the members in good standing of ALDA,

(c) A motion passed by a simple majority of the votes cast at an annual general business meeting, or

(d) A proposal from an ALDA Chapter which has been endorsed by either a majority vote of its Board or a majority vote of its members.

**3. Approval of Amendments:** Proposed amendments to these Bylaws shall be approved and ordered implemented by an affirmative vote of two-thirds (2/3) of the ballots returned from either an electronic or postal vote of members in good standing. There shall be a minimum of fifteen (15) days and a maximum of thirty (30) days allowed between issuing of ballots and closing of votes.

Revised 7/1/2016; 9/4/2018