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2 **California Association of the Deaf-**

3 **Bylaws**

4 **Article I: Name**

5 The name of the organization shall be the California Association of the Deaf, hereafter  
6 referred to as CAD or the Association.

7 **Article II: Object**

8 The object of CAD is to promote the social, educational, civic, and economic welfare of  
9 all Deaf Californians. Deaf Californians include deaf, hard of hearing, deafblind,  
10 late-deafened, and deaf disabled, among other identities, including, youth, aging,  
11 immigrants, LGBTQIA, and BIPOC. The Board of Directors follow the California State  
12 Constitution on Human Rights. ~~deaf, hard of hearing, and DeafBlind within the State of~~  
13 ~~California.~~

14 **Article III: Members**

15 CAD shall have the following classes of membership:

16 Section 3.1. Active Members.

17 Any deaf, hard of hearing, or DeafBlind person living in the State of California  
18 for a period of at least six (6) months is entitled to active membership upon the  
19 payment of the dues prescribed in the Policy and Procedures Manual, PPM.  
20 The rights and privileges are outlined in the PPM.

21 Section 3.2. Associate Members.

22 Any deaf, hard of hearing, DeafBlind, or hearing person who is not living in the  
23 State of California and is actively interested in the work of the Association may  
24 become an associate member. In addition, a hearing person living in the State  
25 of California shall fall under the associate members classification. Associate  
26 members shall have all the rights and privileges as active members except for  
27 making motions, voting, and holding office.

28 ~~Section 3.3. Honorary Members. ¶~~

29 ~~CAD members, by a majority vote at a semiannual membership meeting, may~~

~~confer honorary membership upon persons who are deemed worthy. Honorary members shall have all rights and privileges of the active members except for making motions, voting, and holding office; they shall not be subjected to the dues of the Association.~~

## Article IV: Officers

The officers of CAD shall be a President, a Vice-President, a Secretary, a Treasurer, a Membership Director, three Members-at-Large (MAL) representing northern, central, and southern California, and a Youth Director. An officer shall be eligible to serve for no more than three (3) consecutive two-year terms. The officers shall perform the duties prescribed by these bylaws.

### Section 4.1. President:

- a) shall be the official spokesperson of CAD.
- b) shall preside at all board meetings and membership meetings.
- c) shall appoint, subject to the approval of the Board of Directors, the chairperson of each standing committee except the nominating and elections committee, governance committee, and finance committee.
- d) may authorize special committees and appoint chairpersons.
- e) shall appoint a parliamentarian for membership meetings and if necessary, board meetings.

### Section 4.2. Vice President:

- a) shall perform such duties as prescribed by the president or the Board of Directors.
- b) shall chair the Governance Committee and appoint members.

### Section 4.3. Secretary:

- a) shall record the minutes of all meetings of the membership and the Board of Directors.
- b) shall maintain accurate records of all proceedings of all meetings
- c) shall maintain the official membership roster of the Association, the Board, and each Committee.
- d) shall distribute to Board members the minutes of all board meetings within 5 business days of the date of the Board meeting.

### Section 4.4. Treasurer:

- a) shall be responsible for vested funds of CAD and shall be bonded.
- b) shall serve as chair of the Finance Committee.
- c) shall submit the quarterly reports and annual financial reports to the Board.
- d) shall develop and submit an annual budget to the Board.
- e) shall act as a primary signer for all checks issued and place monies in a bank.
- f) shall have all records audited.

### ~~Section 4.5. Members-at-Large~~

- 1 ~~a) shall represent their respective regionals which cover northern, central, and~~
- 2 ~~southern California.~~
- 3 ~~b) shall perform such duties as prescribed by the president or the Board of~~
- 4 ~~Directors.~~

5 Section 4.6. Youth Director

- 6 a) ~~plans and supervises programs and activities for youth.~~ Foster program and
- 7 promote activities for youth.
- 8 b) Trains and oversees volunteers interested in working with youth in different
- 9 capacities.
- 10 c) Operates as a representative of deaf youth and their priorities.

11 Section 4.7. Membership Director

- 12 a) Record and keep a file showing names of members, their addresses, and
- 13 dues/ renewal dates (if any).
- 14 b) Provide the Treasurer, Secretary, and President with an up-to-date list of
- 15 members in good standing at each Executive Board of Directors meeting,
- 16 or whenever requested.
- 17 c) Work closely with the Vice President in order to maintain accurate
- 18 membership rosters.
- 19 d) Develop and carry out the recruitment and marketing programs, with the
- 20 assistance of the Members-at-Large, to retain current membership and to
- 21 maintain the growth of the number of members in the Association.
- 22 e) Send out membership renewal notices and forward all dues collected to the
- 23 Association Treasurer in a timely manner (if any).

24 Section 4.8 Trustees of CAD Endowment

25 The Board of Trustees of CAD Endowment shall consist of three (3) trustees.

- 26 a) Each trustee shall hold position for a term of six (6) years. These three (3)
- 27 positions shall be staggered so that one trustee is elected at each Biennial
- 28 Conference.
- 29 b) The Head Trustee will be determined by the trustee with the highest seniority
- 30 in this position. At the conclusion of the Head Trustee's term, the election and
- 31 installation for one trustee shall occur at the Biennial Conference.
- 32 c) The transfer of disbursements from the Endowment to CAD's bank account
- 33 must be authorized by both the Head Trustee and CAD Treasurer.
- 34 d) The responsibilities and functions of the Trustees are outlined in the
- 35 Investment Policy Statement (IPS).

36 **Article V: Board Meetings**

37 Section 5.1. Regular Meetings

1 The Board shall meet a minimum of four (4) times annually. Notice must be given  
2 to board members at least ten (10) business days prior to any Regular Board  
3 Meeting.

#### 4 Section 5.2. Special Meetings

5 The Board shall meet at the request of the President or at least three (3) board  
6 members with no less than 24 hours of notice. The notice shall state the purpose  
7 of the meeting and no business other than what was said shall be conducted.  
8 Special Board Meetings shall be limited to the CAD Board only.

#### 9 Section 5.3. Quorum

10 A majority of the CAD Board of Directors shall constitute a quorum.

#### 11 Section 5.4. Observers

12 With the exception of executive sessions, members of CAD may attend regular  
13 board meetings as observers.

#### 14 Section 5.5. Virtual Board Meetings

15 Video Conferencing platforms are allowed for any Board meeting; regular or  
16 special. The President and the Secretary are required to be present with the  
17 majority of the board to meet quorum. In the event of the Secretary's absence,  
18 the President shall appoint a board member to act as the recording secretary for  
19 the meeting.

## 20 **Article VI: Board of Directors**

21 The Board of Directors of CAD shall be a President, a Vice-President, a Secretary, a  
22 Treasurer, a Membership Director, ~~three members~~ ~~Members-at-large~~ ~~Large (MAL)~~, and a  
23 Youth Director. All members of the Board of Directors shall be deaf, hard of hearing, or  
24 DeafBlind. These officers shall perform the duties prescribed by these bylaws and by  
25 the parliamentary authority adopted by CAD.

#### 26 Section 6.1. Qualifications

27 All members of the board shall have been CAD members for at least ~~two-six (26)~~  
28 ~~years-months~~ before the election and have resided in the state of California for at  
29 least ~~two-six (26) years~~ ~~months~~.

#### 30 Section 6.2. Removal from Office

- 31 a) Any Board member determined by the CAD Board who has failed to perform  
32 ~~his/her~~ ~~their~~ duties may be removed by a two-thirds (2/3) vote of the Board.  
33 The Board member determined to have failed ~~his/her~~ ~~their~~ duties shall have  
34 the right to an appeal to be heard and decided at a special meeting of the full  
35 membership called for that purpose.
- 36 b) Any Board member with unexcused absences in three (3) consecutive Board  
37 meetings shall automatically be removed from the Board without appeal. The

1 President shall appoint a new Board member to fill the vacancy upon the  
2 Board's approval.

3 Section 6.3. Resignation

4 a) Any Board member shall provide written notice of resignation to either the  
5 President or the Secretary. The President shall appoint a new Board member  
6 to fill the vacancy upon the Board's approval.

7 b) In case the entire board resigns all at the same time; a parliamentarian shall  
8 be retained to serve as the presiding officer to oversee a special meeting to  
9 elect new officers.

10 Section 6.4. Compensation

11 Members of the Board of Directors shall not receive any compensation for their  
12 services as Directors.

13 Section 6.5. E-Consent

14 As a last resort and when a special meeting cannot be held, any action required  
15 or committed to be taken by the Board may be taken without a meeting if the  
16 majority of the Board consents to such action by way of accessible  
17 communication electronically. Such action by written consent shall have the same  
18 force and effect of a vote by the Board. Such e-consent shall be recorded by the  
19 Secretary. Any action shall be ratified at the next Regular Board Meeting.

20 Section 6.6. Indemnification

21 The Association shall indemnify its directors and officers to the greatest extent  
22 permitted by law. This shall be secured by the attainment of Directors and  
23 Officers Insurance. This is to protect directors and officers against liability issues  
24 that may arise against the Association. The expense for such shall be included in  
25 the Association's Annual Budget.

26 **Article VII: Committees**

27 Section 7.1. Standing Committees

28 There shall be four (4) standing committees: (1) Audit, (2) Governance, (3)  
29 Finance, and (4) Legislative.

30 Section 7.1.1. Audit Committee

31 The Audit Committee is a committee, established by the CAD Board, to  
32 support the Board in fulfilling its oversight responsibilities for the  
33 monitoring of CAD's accounting; financial reporting; internal control  
34 processes and related policies and procedures; the process for identifying  
35 and managing risks; and audits of its financial statements.

36 a) The Auditing Committee shall consist of three (3) board members  
37 appointed by the President with the approval of the Board. One of

1 three board members shall be the chair of this committee. The  
2 Treasurer shall not serve on the Audit Committee.

- 3 b) The functions of the Audit Committee are outlined in CAD's Policy and  
4 Procedures Manual.

5 Section 7.1.2. Governance Committee

6 The Governance Committee is a committee established to ensure that the  
7 CAD Board as well as individual Board members, ~~has~~ have the skills and  
8 competencies necessary to perform at the highest level for the following:

- 9 a) Implementing and maintaining CAD's Code of Conduct, Code of  
10 Ethics, and Conflict of Interest Policies for Board Members, ~~and~~  
11 Committee Members, ~~and employees,~~  
12 b) Developing and maintaining CAD's Policy and Procedures Manual,  
13 c) Proposing amendments to CAD's Bylaws ~~on an as needed basis.~~  
14 ~~during its membership semiannual and special meetings.~~  
15 d) The functions of the Governance Committee are outlined in CAD's  
16 Policy and Procedures Manual.

17 Section 7.1.3. Finance Committee

18 The Finance Committee is a committee established by the CAD Board, to  
19 support in fulfilling its responsibility to oversee CAD's financial strategy  
20 and performance. This involves financial reporting, budgeting, and  
21 investments.

- 22 a) The Finance Committee of the Board shall consist of six (6) members  
23 including the president, the chair, ~~the secretary,~~ and three trustees.  
24 The Treasurer shall serve as the Chair of the committee.  
25 b) The functions of the Finance Committee are outlined in CAD's Policy  
26 and Procedures Manual.

27 Section 7.1.4. Legislative Committee

28 The Legislative Committee is established by the CAD Board, to support in  
29 fulfilling its responsibility to monitor state legislation and regulatory action  
30 concerning deaf, hard of hearing, and deafblind individuals.

31 The functions of the Legislative Committee are outlined in CAD's Policy  
32 and Procedures Manual.

33 Section 7.2. Special Committees

34 Special committees may be created as necessary ~~by the membership~~ ~~on an as~~  
35 ~~needed basis by the Board.~~ ~~, at the semiannual meeting, the CAD Board of~~  
36 ~~Directors, or the CAD President, with the approval of the board.~~

37 Section 7.3. Compensation

38 Members of the committees shall not receive any compensation for their services  
39 while serving on committees.

1 Section 7.4. Reports and Minutes

2 Each committee shall submit committee reports and minutes of the meetings to  
3 the Board Secretary ten (10) business days before the next ~~General~~regular  
4 Board of Directors meeting.

5 **Article VIII: Membership Meetings**

6 CAD shall hold ~~semiannual~~ membership meetings at such time and place as shall be  
7 determined by the Board.

8 Section 8.1. ~~Odd~~Even-numbered Years

9 ~~During odd~~In even-numbered years, the ~~semiannual~~ statewide membership  
10 meeting shall ~~be for the purpose of electing officers, receiving~~ convene to receive  
11 reports from officers and committees, and ~~for address~~ any other additional  
12 business that may arise.

13 Section 8.2. ~~Even~~Odd-numbered Years

14 ~~During even~~In odd-numbered years, the ~~semiannual~~ statewide membership  
15 meeting shall ~~be for the purpose of receiving reports from officers and~~  
16 ~~committees, and for any other business that may arise.~~ take place prior to the  
17 Biennial Conference, serving the same purposes. The Biennial Conference,  
18 acting as the second semiannual statewide membership meeting, shall include  
19 the election of officers.

20 Section 8.3. Special Meetings

21 Special meetings may be called by the President or by a majority of the Board or  
22 shall be called upon the written request of at least twenty active members. The  
23 purpose of the meeting shall be stated in the call. Except in cases of emergency,  
24 at least one week's notice shall be given.

25 Section 8.4. Notice of Meeting

26 The President shall issue an official call to the ~~semiannual~~ statewide membership  
27 meeting at least three months in advance.

28 Section 8.5. Voting List

29 There shall be a complete list of active members, arranged in alphabetical order,  
30 at the ~~semiannual~~ membership meeting, available to any member for inspection.

31 Section 8.6. Minutes

32 Before the meeting adjourns, the President shall implement a Minutes Review  
33 Committee and appoint three (3) members from the ~~business~~ statewide meeting.  
34 The purpose of the committee is to ensure the accuracy of the minutes. The  
35 results of the review shall be presented to the Board of Directors for its approval.

36 Section 8.7. Quorum

1 Thirty (30) active members shall constitute a quorum at any membership  
2 meeting.

3 **Article IX: Code of Conduct - General Nonprofit Board Standards**

4 Section 9.1. Professional Excellence

5 Maintain a professional level of courtesy, respect, and objectivity in all activities.  
6 Strive to uphold those practices and assist other Board members in upholding  
7 the highest standards of conduct.

8 Section 9.2. Personal Gain

9 Use the powers invested for the good of all members of the organization rather  
10 than for ~~his or her~~their personal benefit, or any other organization(s) that they  
11 represent.

12 Section 9.3. Conflict of Interest

13 A conflict of interest is defined as any situation in which a Board member's  
14 decisions or votes could substantially and directly affect the Board member's  
15 professional, personal, financial or business interests.

16 a) All persons either elected or appointed to an office (including but not limited to  
17 any board or committee members), prior to the acceptance and during the  
18 tenure of that position, shall consider each item of business, where they have  
19 a vote or decision authority, to determine if a real or perceived conflict exists  
20 with the interests of the organization.

21 b) In the event that a person nominated for or holding an office finds ~~himself or~~  
22 ~~herself~~themselves in such a position, ~~he or she~~they shall promptly disclose the  
23 conflict of interest to the Board and recuse themselves at any board or  
24 committee meeting from any deliberations or vote on the matter giving rise to  
25 the conflict of interest.

26 Section 9.4. Collaboration and Cooperation

27 Respect the diversity of opinions as expressed or acted upon by the Board,  
28 committees, and membership. Promote collaboration, cooperation, and  
29 partnership among members.

30 Section 9.5. Confidential Information

31 Respect the confidentiality of sensitive information. The Board members shall be  
32 required to sign the confidentiality agreement. Failure to sign the board  
33 confidentiality agreement will result in the termination of board membership.

34 Section 9.6. Nepotism

35 There shall not be two or more familial members serving on the board and  
36 committees at the same time. This includes one who is the direct descendant of  
37 the other or extended family, spouses or partners in a civil union, ex-spouses or  
38 partners, and family members by birth, marriage, or adoption.



1 **Article X: Parliamentary Authority**

2 The rules contained in the current edition of Robert’s Rules of Order Newly Revised  
3 shall govern CAD in all cases to which they are applicable and in which they are not  
4 inconsistent with these bylaws and any special rules of order CAD may adopt.

5 **Article XI: Amendment of Bylaws and Articles of Incorporation**

6 The Bylaws and Articles of Incorporation may be amended by a two-thirds vote of active  
7 members attending any semi annual membership meeting. Proposed amendments  
8 offered prior to an semi annual meeting shall be submitted in writing to the Governance  
9 Committee at least 60 days prior to the semi annual meeting. Proposed change notices  
10 shall be mailed or emailed to all members in good standing at least 30 days prior to the  
11 semi annual meeting.

12 **Article XII: Dissolution**

13 In the event that the Association is dissolved by a proper motion and vote by the  
14 membership and after payment of all debts and liabilities, remaining assets shall be  
15 distributed to California 501(c)(3) organizations dedicated to the advancement and  
16 preservation of sign languages and cultural collectivism of the deaf, hard of hearing and  
17 DeafBlind community.