



# National Cued Speech Association Bylaws

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## National Cued Speech Association Bylaws

### Article 1. Name

The name of this corporation shall be National Cued Speech Association, Inc., hereinafter referred to as the NCSA. The business of the corporation may be conducted as National Cued Speech Association (NCSA) or Deaf Children's Literacy Project (DCLP).

### Article 2. Purpose and Powers

- 2.1 The NCSA is a non-profit corporation incorporated in the state of Maryland, and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
- 2.2 The purpose of the NCSA shall be to promote and support language acquisition and literacy through the effective use of cued languages.
- 2.3 The NCSA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### Article 3. Officers

- 3.1 The Officers shall be a President, First Vice President, Second Vice President, Secretary and Treasurer. (Per Maryland law, nonprofit organizations are required to have a President, Secretary, and Treasurer.)
  - 3.1.1 The President shall preside at all meetings of the Board, appoint all committees and all committee chairpersons unless otherwise provided for in these bylaws, serve as ex-officio members of all committees, and supervise the Executive Director and any vendors, contractors, or other powers as may be delegated to the President by the Board.
  - 3.1.2 The First Vice President shall assume the duties of the President if the President is absent or unable to carry out their duties. The First Vice President shall chair and serve on committees as appointed by the President.
  - 3.1.3 The Second Vice President shall direct the annual fundraising campaigns and create and implement strategies to raise funds to meet the budget, program, and personnel needs of the organization in cooperation with the Executive Director and the Board. The Second Vice President shall report to the President.

- 3.1.4 The Secretary of the Board shall keep and distribute the minutes of Board meetings to all members and shall prepare other correspondence as directed by the Board. The Secretary shall present a final draft of the minutes to the Board no later than 14 days following a Board meeting. The minutes shall be voted on at the next Board meeting.
- 3.1.5 The Treasurer shall be the chief financial officer of the corporation and shall ensure the safekeeping of all corporate funds, oversee the maintenance of accurate books of account, disburse operating funds in accordance with an approved budget, and collect due shares for operating expenses. The Treasurer will serve as an ex-officio member of the Finance Committee but shall not chair it.
- 3.2 Officers' three-year terms shall commence on the first day of the corporation's fiscal year following the election and end with the last day of the corporation's fiscal year in the third year of the term. Officers shall be limited to two consecutive terms in the same position, unless a majority of the Board consents to a waiver of such term limit.
- 3.3 The entirety of the Officers is designated the Executive Committee.

#### Article 4. Board of Officers, Directors, and Regional Representatives

- 4.1 A Board of Officers (see Article 3), Directors, and Regional Representatives, referred to as the "Board," will govern the organization. The Board shall manage the affairs and property of the NCSA, shall determine its policies or changes therein within the limits of the bylaws, and shall have discretion in the disbursement of the funds of the NCSA. It may adopt such rules and regulations for conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents, as it may consider necessary.
  - 4.1.1 **Directors.** Directors are elected to three-year terms and may not exceed two consecutive terms in the same position. Directors are appointed by a majority vote of the Board, and thereafter serve as voting members of the Board.
  - 4.1.2 **At-large Directors.** At-large Directors and director-level positions are appointed by a majority vote of the Board, and thereafter serve as voting members of the Board. At-large Director positions and responsibilities are determined by the Officers. At-large Directors may be appointed for one year, renewable, or appointed for the length of the current term, upon agreement by the selected candidate. At-large Directors may not exceed two consecutive terms in the same position without a waiver, which requires approval by a majority vote of the Board.
  - 4.1.3 **Regional Representatives.** Regional Representatives represent geographic areas of the United States and its territories. These regions are defined by the Executive Committee and Director of Regional Representatives and may be modified as necessary. Each region may have up to two Representatives.

Regional Representatives are elected each term and serve as voting members of the Board. In the event that a region has two Regional Representatives, they shall equally share their Region's one vote on all voting matters (see Section 6.3).

If a Regional Representative resigns or is removed from office prior to the end of their term, the President may appoint an interim replacement subject to permanent approval by a majority Board vote at the next regularly scheduled Board meeting.

- 4.2 The NCSA shall strive for an overall Board that is balanced with parents of the deaf/hard of hearing, professionals and deaf cuers, as well as other interested parties.
- 4.3 Upon mid-term election or appointment to the Board, Board members shall begin the performance of their duties immediately and shall continue in office until their term ends or upon their resignation from the position.
- 4.4 In the event that a member joins the Board more than 12 months after the start of a three-year term, they shall be eligible to serve two consecutive full terms of three years each after the current term ends.
- 4.5 A Board member may resign at any time. Resignation must be provided in writing to the President.
- 4.6 If a Board member resigns, is removed from office, or is otherwise unable to fulfill their term, the President may appoint an interim replacement subject to permanent approval by majority Board vote at the next full Board meeting.
- 4.7 A Board member may be removed prior to completion of their term only for good cause, to include unexcused non-attendance at two or more consecutive meetings, and upon majority vote of the Board.
- 4.8 Each Board member shall be entitled to vote on all matters brought before the Board for a vote. Proxy votes are not permitted, per State of Maryland regulations.
- 4.9 The Board members shall serve as volunteers without financial compensation for their services.
- 4.10 All Board members must be in good standing, including payment of full membership dues. (Free membership and student membership do not qualify.) Board members must commit to attend at least 50% of all scheduled Board meetings each year of the term and be fully present and engaged for at least 75% of the meetings that they attend. Exceptions shall be granted at the discretion of the President.

## Article 5. Membership

- 5.1 Individuals, families, and corporations/organizations may become members of the NCSA. In matters requiring Board votes, members will be represented by Regional Representatives and any applicable Directors, e.g., Director of Camps and Affiliates.

- 5.1.1 The Board may approve classes of members with rights, privileges, and obligations established by the Board.
  - 5.1.2 Individual members may join NCSA committees at the discretion of the Board and have powers delegated to them by the President at the recommendation of the committee chair.
  - 5.1.3 Any organization with a purpose similar to that of the NCSA shall be eligible for organizational Affiliate designation.
  - 5.1.4 At no time shall members' personal identifying information be shared with or sold to other organizations or individuals outside the NCSA without expressed written consent.
- 5.2 Any membership may be terminated or suspended for cause. Sufficient cause for such suspension or termination of membership shall be due to violation of the bylaws or any other lawful rule or practice duly adopted by the NCSA, or any other conduct prejudicial to the interest and purposes of the NCSA. Termination shall be by majority vote of the Board; provided that a statement of the cause for termination has been sent by certified or registered mail to the last recorded address of the member at least 30 days before final action is taken. This statement shall also indicate a notice of the time and place of the meeting of the Board at which the termination will be considered. The member shall have the opportunity to be heard at such a meeting.

## Article 6. Meetings

- 6.1 Meeting dates for the year shall be scheduled by the Board at its first meeting of the fiscal year, hereinafter called the annual meeting, with at least 30 days written notice required for any changes to in-person meeting dates. A quorum shall consist of a majority of all Board members. Special meetings may be called at any time by the President, or by a majority decision of the Executive Committee, or by petition of more than one third of the Board members, with at least seven days written notice required.
- 6.2 There shall be at least four Board meetings per year, with a goal of two meetings in person and two meetings online. The President may determine that extenuating circumstances (e.g., financial or health concerns) require one or more designated in-person meetings to be conducted virtually. Time allotted for virtual meetings may be divided into multiple shorter meetings.
  - 6.2.1 Virtual meeting technology may not be used in any way that obstructs any Board member's right to vote or to receive information required to carry out their duties.
  - 6.2.2 NCSA members are welcome to attend Board meetings that are open. Information about such meetings shall be shared with the membership.
- 6.3 **Regional Representative Voting.** Represented regions are entitled to one vote each, regardless of the number of Regional Representatives in attendance from each region.

When a region has more than one designated Regional Representative, each representative is entitled to an equal fraction of that region's vote.

## Article 7. Committees and Programs

- 7.1 There shall be an Executive Committee composed of the elected Officers. The Executive Committee shall meet at the call of the President and shall exercise the powers of the Board when the Board is not in session, with the exception of issues that require a full Board vote.
- 7.2 The Executive Committee shall have the discretion to create, modify, and dissolve programs in accordance with the corporate mission. Oversight for programs shall be at the discretion of the President. Program directors shall report directly to the President or President's designee.
- 7.3 Standing committees shall meet at the call of their chair or of the President. A simple majority of committee members, present in person, shall constitute a quorum. Standing committees are chaired by Board members, with the exception of the Audit Committee.
- 7.4 Ad hoc committees may be established at the discretion of the President. Ad hoc Committees shall meet at the call of their chair or of the President. A simple majority of Committee members, present in person, shall constitute a quorum. These committees shall be chaired by Board members, unless one is not available. In this case, organizational members may chair ad hoc committees.

## Article 8. Fiduciary Responsibilities

- 8.1 **Contracts.** The Board authorizes the President and the Executive Director (ED) (if the President is unavailable) as Contracting Officers with authority to sign contracts and contract addendums or modifications, upon Executive Committee approval of such action.
  - 8.1.1 The Board may further authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. The President will issue this authority in writing.
  - 8.1.2 Contracting of non-Budget items will not be conducted without the approval of the EC. Any non-Budget item that is \$1,000 or more requires written approval from at least two Officers.
  - 8.1.3 The President may authorize the Executive Director to act as signatory in specifically designated instances. The President will issue signatory authority for specifically designated instances in writing.
- 8.2 **Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of at least two-thirds of the Board. Such authority must be granted on a case-by-case basis.

- 8.3 **Payments.** All checks, credit, debit, or electronic funds transfers, issued in the name of the corporation, shall be signed/initiated only by individual(s) approved by the Executive Committee and designated in writing by the President. Such decisions shall be recorded.
- 8.4 **Deposits.** All funds received by the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other financial institutions as the Executive Committee may select.
- 8.5 **Grants and other funds.** The Board may authorize any officer or agent to seek and secure public or private grants or other funding to meet projects and purposes of the corporation and its members. Except for the expenditures of any administrative fees or dues, any grant or other funding shall be used and applied only in the manner prescribed by the funding source or as specified by the Board.

## Article 9. Executive Staff

- 9.1 The Board may hire a staff director who shall have the title of Executive Director and whose terms and conditions of work shall be specified by the Board.
- 9.2 When funding is available, the Executive Committee may determine additional staffing requirements and present them to the Board. Approval of additional paid workers requires a two-thirds majority vote of the Board.

## Article 10. Procedures for Conducting Affairs

Procedures for the order of conducting the affairs of this corporation not covered in these bylaws or the Articles of Incorporation shall be conducted in accordance with Robert's Rules of Order.

## Article 11. Miscellaneous

- 11.1 **Fiscal Year.** The fiscal year of the corporation shall be from September 1 to August 31 of each year.
- 11.2 **Books and Records.** The corporation shall keep:
- a) correct and complete books and records of account,
  - b) minutes of the proceedings of all Board meetings,
  - c) a record of all actions taken by the Board without a meeting
  - d) a record of all actions taken by NCSA programs and committees, and
  - e) a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
- 11.3 **Formal Statements.** Formal statements including letters, memoranda, testimony, and advertisements on behalf of and in the name of the NCSA or DCLP shall be approved by the President and one other member of the Executive Committee.



- 11.4 **Official Correspondence.** Manner of official correspondence includes, but is not limited to, email, phone calls, and postal mail. Board members shall not use personal email accounts for official correspondence.
- 11.5 **Policies.** The Board shall adopt and periodically review policies to protect the corporation's interests, including conflict of interest, non-discrimination, anti-harassment, and other policies determined as necessary by the Executive Committee.
- 11.6 **Bylaw Amendments.** These bylaws may be amended, altered, repealed, or restated by a majority vote of a quorum of the Board, provided
- a) that no amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
  - b) that an amendment does not affect the voting rights of Board members. An amendment that does affect the voting rights of Board members further requires ratification by a two-thirds vote of a quorum of the Board; and
  - c) that all amendments be consistent with the Articles of Incorporation.
- 11.7 **Indemnification and Insurance.** The NCSA will indemnify all its officers, employees, and Board members for any expenses reasonably incurred by them in connection with any legal action brought against them by reason of their capacity or former capacity as NCSA officials, providing they acted in good faith. This indemnification shall not be deemed exclusive of any other rights said official may have to indemnification under law or otherwise.
- To this end, the corporation may purchase liability insurance for its officials. All officials authorized to sign corporation checks and/or issue credit/debit card payments may be bonded in such amounts and under such conditions as the Board may determine.
- 11.8 **Waiver of Notice.** Whenever any official notice is required to be given to any member or director of the corporation under the provisions of these bylaws or of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.