



By Laws and Policies and Procedures

**Bylaws Amended April 26, 2014
Policies and Procedures as of April 26, 2014**



Our Mission

The NCSA champions effective communication, language acquisition and literacy through the use of Cued Speech.

Our Vision

The National Cued Speech Association envisions that

1. Individuals communicate effectively in the language(s) of their family and society.
2. Families are informed about Cued Speech along with other communication options. Their rights are respected and instruction is provided to facilitate the use of cued languages.
3. Students achieve literacy through full access to language and education.
4. Educators and institutions respect and implement cueing as a mode of communication.
5. Professionally trained and certified cueing transliterators are available.

Approved 3/14/2004

Our Goals

EDUCATE

1. Be a source for information regarding the use of Cued Speech as a mode of communication.
2. Disseminate the results of research through peer-reviewed journals and available media.
3. Advise parents and professionals about the use of Cued Speech for communication, language, and learning needs.

ADVOCATE

1. Support and promote equal access to communication through Cued Speech for individuals with communication needs.
2. Champion the increased use of Cued Speech and cued languages by schools and programs for children.
3. Promote education policy among local, state and federal authorities that support early identification of children who are deaf or hard of hearing including education of the parents as to modes of communication available, including Cued Speech.
4. Promote the inclusion of Cued Speech in the curricula of university and professional training programs.

SERVE

1. Provide a support network for families and professionals who choose to cue.
2. Support and promote the delivery of quality Cued Speech services for all users.
3. Facilitate research regarding the use of Cued Speech.
4. Promote and support professional standards for instructors, transliterators, educators and speech-language pathologists regarding the use of Cued Speech.

Spring 2004

BY-LAWS OF THE NATIONAL CUED SPEECH ASSOCIATION

Article I – Name

1.1 This corporation shall be known as the National Cued Speech Association, Inc. (NCSA).

1.2 It shall be the responsibility of the President to cause to be filed, recorded and/or registered and maintained in a current status such statement of certification or other document, and to take any other steps as may be deemed necessary to preserve the rights of the Association in the name of The National Cued Speech Association, Inc. (NCSA) and other derivations and/or abbreviations thereof.

Article II – Purpose

2.1 The purpose of the NCSA shall be to promote and support the effective use of Cued Speech . The NCSA shall operate not-for-profit but exclusively for charitable, scientific, literary or educational purposes.

2.2 Functions of the NCSA shall be to:

- A. Increase awareness of Cued Speech and its uses.
- B. Provide educational services.
- C. Maintain a National Cued Speech Association membership roster. Uses of the membership roster shall be restricted to those authorized by the Board of Directors.
- D. Provide assistance to affiliate chapters.
- E. Accept donations, grants and other forms of financial assistance to foster the purposes, objectives and business of the Association.
- F. Establish standards of Cued Speech use and certification.
- G. Conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.
- H. Maintain national and international demographics of people who are deaf or hard of hearing and use Cued Speech in one or more languages.

Article III – Membership

3.1 The NCSA shall be comprised of five (5) categories of paid membership:

- A. Individual
- B. Family
- C. Association or Business
- D. Affiliate Chapters or Centers
- E. Life Membership

- 3.2 Individual Membership – Any person who subscribes to the objectives and purposes of the NCSA shall be eligible for individual membership and is allowed one ballot for voting purposes.
- 3.3 Family Membership – Family membership shall consist of a family unit, parent (s) and children, husband and wife, or other unit approved by the Board of Directors. Those holding family membership shall receive one subscription to the Association's publications and two ballots for voting purposes. Family members over 18 years of age will be eligible for individual membership.
- 3.4 Association or Business Membership – Any organization or group that supports the objectives and purposes of the NCSA is eligible for corporate or institutional membership. This membership shall be considered as one member regardless of the number of persons comprising such a corporation or institution.

Affiliate membership – Any group organized for similar purposes as the NCSA or operating a regional Cued Speech Center shall be eligible for affiliate membership under these by-laws. Applicants shall file written application with the NCSA President as determined by criteria set by the Board of Directors.

Election to Affiliate membership shall require a majority vote of the Board of Directors. Affiliates will have one vote.

- 3.5 Lifetime Membership – This membership extends for the lifetime of the individual member and is allowed one ballot for voting purposes.
- 3.6 The Board of Directors will establish, from time to time, affiliation fees and annual affiliate dues. Affiliates will hold one membership regardless of the number of persons in the group.
- 3.7 The affiliate groups' constitutions, certificates of incorporation, and/or by-laws or other rules for the conduct of business shall not contain provisions contradictory to NCSA bylaws. In addition, the following clause shall be included in the governing document of an affiliate group: "This organization shall be and hereby is affiliated with the National Cued Speech Association (NCSA) and is subject to the constitution and bylaws of that body insofar as they affect the purposes and functions of the organization." NCSA will send affiliate group a copy of the bylaws as revisions occur.
- 3.8 Termination of membership – Any membership may be terminated or suspended for cause. Sufficient cause for such suspension or termination of membership shall be 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 entire membership of the Board of Directors; 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 of Directors at which the termination will be considered. The member shall have the opportunity to be heard at such a meeting.

- 3.9 IT IS RESOLVED THAT any non-paying Member, e.g., a Member in arrears in their dues and any reduced rate members, such as Students be non voting members for any matters or elections in this organization.

Passed April 26, 2014

Article IV – Dues

- 4.1 The annual dues for each member of the NCSA shall be determined by the Board of Directors. The Board of Directors will determine the time and method of dues collection.
- 4.2 Members or Affiliates who fail to pay their dues within 30 days from the time they become payable shall be notified by the officer designated for those purposes by the Board of Directors and, if payment is not made within the next 30 days, without further notice or hearing, will be dropped from the rolls and forfeit all rights and responsibilities of membership. The Board of Directors may prescribe procedures of extending the time for payment of dues and the continuation of membership privileges upon request of a member or Affiliate and for good cause.

Article V – Board of Directors

- 5.1 A Board of Directors will govern the organization. The Board of Directors shall manage the affairs and property of the NCSA; shall determine its policies or changes therein within the limits of the bylaws; 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.
- 5.1.1 Dated Materials – All materials produced by NCSA shall have the date of production and edition numbers (where appropriate) printed on the last page.

Approved: July 22, 1990.

- 5.1.2 Sensitive Communications – Two board members (other than the President) shall review correspondence using the NCSA letterhead to address sensitive issues.

Approved: July 22, 1990.

5.1.3 The NCSA will 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.

Approved: April 5, 2008.

5.2 The Board of Directors shall consist of the following NCSA members – Officers and Directors:

- A. President
- B. First Vice President
- C. Vice President of Fundraising
- D. Secretary
- E. Treasurer
- F. Director of Marketing and Public Relations
- G. Director of Outreach
- H. Director of Representatives
- K. Representative of Camps and Affiliates
- L. Government Liaison
- M. Directors at Large
- N. Immediate Past President, Ex Officio

Regional Representatives are appointed directors elected to represent specific geographic regions. The regions are chosen by the Board of Directors and may be redefined or additional regions may be added from time to time by a majority vote of the Board of Directors.

Revised May 9, 2010

5.3 All Board Member's terms of office shall be for three years coinciding with the organization's fiscal year. Board members may serve two consecutive terms unless a majority of the Board of Directors consents to a waiver of such term limit. A board member may be removed prior to completion of his or her term only for good cause and upon two-thirds vote of the board. Members of the board who miss two or more consecutive meetings may be asked to step down in favor of a replacement to be appointed by 2/3 vote of the Board.

Regional representatives are appointed and must live in the regions they represent. In the event they move to another region, they must notify the NCSA Secretary or President. The President shall then appoint a replacement upon recommendation from the Nominating Committee. The new regional representative shall complete the term and must live in the region they represent.

~~Regional representatives shall have no board vote.~~ (strike thru was rescinded on July 13, 2013)

Adopted October 1998
Revised May 9, 2010
Revised July 13, 2013

- 5.4 At-large Directors may be appointed at any time by a majority vote of the NCSA Board of Directors and have all the rights and privileges of Board members including the right to vote. They shall hold office from the time of their appointment until the next regular election of the Officers and Regional Directors. At-large Directors shall be nominated by a member of the Board and may be proposed by the President and nominated by a member of the Board. If an at-large member resigns or is removed for cause, the position may be, but not need be, filled. It has been customary for at-large directors to represent a certain constituency or be appointed for a special purpose. If that purpose becomes moot or is no longer accurate, the board may abolish the at-large position by 2/3-majority vote. Job descriptions for at-large members, if there is a special purpose for their positions, it will be found in the policy and procedures manual.

Adopted October 1998

- 5.5 Each Director shall be entitled to vote, in person or in writing (including online), on all matters brought before the board for a vote. All written votes must be submitted to the President prior to the meeting. Proxies or substitution delegations of voting authority among Directors shall be honored provided they are submitted to the President prior to the meeting and are specific regarding the scope of authority granted.

- 5.6 Directors or other individuals may be reimbursed on request for any out-of-pocket expenses incurred in the conduct of corporate business, except those expenses incurred in attending meetings of the Board of Directors, as authorized by the President and/or Treasurer, upon presentation of written evidence of the expense. Directors shall serve as volunteers without financial compensation for their services.

- 5.7 IT IS RESOLVED THAT in order for any Member to serve as an Officer or Board of Director Member that said Member must be in good-standing which means that said Member has paid his/her dues prior to January 1st of the year in which said Member may be nominated as an Officer or to the Board of Directors and in addition thereto, he/she must have been a Member for at least two (2) years prior to any such nomination.

Passed April 26, 2014

Article VI – Officers

- 6.1 The officers of the Association shall be a President, First Vice President, Vice President of Fundraising, Secretary and Treasurer.

Expanded: February 20, 2008

- 6.2 At the annual meeting and/or the first Board meeting of the new term , the new Board of Directors for the Association's fiscal year shall be installed. Officers' terms shall commence upon election and end with the last day of the Association's fiscal year or until a successor is elected. No individual shall serve more than two consecutive terms in the same office .

- 6.3 An Officer or Board Member may resign in writing at any time. The resignation will be effective upon receipt by the President or Secretary. The resignation will be effective upon receipt by the President or Secretary. In that event, the President shall appoint a replacement to serve until the next meeting of the Board, which shall then elect a replacement.

- 6.4 The President shall preside at all meetings of the Board, appoint all committees and all committee chair persons unless otherwise provided for in these bylaws, serve as ex-officio members of all committees, supervise the Executive Director and any vendors, contractors, or other powers as may be delegated to the President by the Board of Directors.

Should the President be for whatever reason unable to carry out these duties, the First Vice President shall undertake to assume these responsibilities.

Revised May 9, 2010

- 6.4.1 Formal statements including letters, memoranda, testimony and advertisements on behalf of and in the name of the National Cued Speech association shall be approved by the President .

- 6.5 The First Vice President shall assume the duties of the President if the President is absent or unable to carry out his or her duties. The First Vice President shall chair and serve on committees as appointed by the President. The First Vice President shall serve as the International liaison and Academic Advisory Committee liaison.

Expanded February 20, 2008

- 6.6 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 to the Board, no later than one calendar

month following a Board Meeting a final draft of the minutes to be voted and passed.

Revised May 9, 2010

- 6.7 The Treasurer shall be the chief financial officer of the Association 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.
- 6.7.1 Invoices and requests for reimbursement should be routed to the President who will refer to the Treasurer. Revenue should be sent to the Treasurer through a third party who will record receipts.
- 6.8 The Vice President of Fundraising shall direct the annual fundraising campaign; 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 Board of Directors. The Vice President of Fundraising shall report to the President.

Approved February 20, 2008

Article VII – Meetings

- 7.1 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 in the meeting dates. A quorum shall consist of a majority of all voting members, present or by proxy. 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.
- 7.2 The president should provide a written agenda at least 15 days in advance of board meetings and at least seven days in advance of a special meeting. Board members shall provide Regional and committee reports for each regular meeting of the Board at least 15 days in advance of the meeting, or at least seven days in advance of special meetings whether they attend the meeting or not. Any item or topic not included on the written agenda that may be raised from the floor during the meeting.
- 7.3 In carrying out its operation, the Board of Directors is charged with making imaginative use of any appropriate technology or technique to conserve funds. Therefore, Board meetings may be conducted electronically or telephonically to obviate the need for travel and lodging. Electronic mail shall be acceptable for corporate correspondence. However, technologies may not be used in any way that abrogates any Board Member's/Director's right to vote or to have authorized

corporate information communicated in a manner usable to him or her or to otherwise carry out Board Director duties.

- 7.4 There shall be at least two in-person meetings per year and two online meetings per year.

Revised May 9, 2010

Article VIII – Committees

- 8.1 Standing Committees shall meet at the call of their chair or of the President. A simple majority of Committee members, present in person or by proxy, shall constitute a quorum.

- 8.2 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. The Executive Committee shall distribute minutes of its meetings to the full Board within ten days of such meetings and shall report all its actions to the full Board at the regularly scheduled Board meetings.

- 8.2.1 There shall be a Finance Committee that reviews Committee consisting of at least three but not more than five members. The Treasurer may not serve as Chair but shall sit as an ex-officio member of this Committee. This committee shall review all financial records and makes recommendations to the Board on all corporate fiscal matters; annually drafts and presents an operating budget for approval of the Board of Directors and oversee investments.

Revised May 9, 2010

- 8.2.2 There shall be an Audit Committee consisting of three qualified members. This committee will review the auditor’s recommendation annual audit conducted by a certified public accountant.

- 8.2.3 There shall be a Nominating Committee consisting of five members: two current Board members appointed by the President and three non-Board members. This committee searches for and recommends candidates for existing vacancies on the Board. The committee chair will notify the candidates prior to election or prior to the upcoming board meeting for an unexpired term.

Revised May 9, 2010

- 8.3 The NCSA Board authorizes the Research Committee to review research proposals for approval/disapproval for NCSA endorsement and/or participation. Appeal of a decision of the Research Committee may be made to the full board. Further, the Committee is to promote research .

- 8.4 There shall be a standing Instructor Certification committee, which shall oversee, develop and administer the Instructor Certification examinations and certificate maintenance programs.
- 8.5 Ad Hoc Committees - The Board is empowered to create other committees at its discretion. The President and Board are empowered to create other committees at its discretion. These committees can be chaired by NCSA members or by members of the Board of Directors.

Expanded April 5, 2008.

Article IX – Contracts, Loans, Checks, and Deposits

- 9.1 Contracts - The Board of Directors may authorize any office or officers, agent of or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- 9.2 Loans – No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 9.3 Checks, drafts or other orders for payment of money – All checks, drafts or other for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 9.4 Deposits – All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select. All funds of the Association after satisfaction of all debts of the Association shall be donated to a charitable institution or cause designated by the Board of Directors.
- 9.5 Grants and other funds – The Board of Directors may authorize any officer or agent to seek and secure public or private grants or other funding to meet projects and purposes of the Association and its members. Except for the collection of any charter fee or dues, any grant or other funding shall be used and applied only in the manner prescribed by the funding source or as may be specified by the Board of Directors.

Article X – Fiscal Year

The fiscal year of the Association shall be September 1 through August 31.

Article XI – Indemnification and Insurance

The Association will indemnify all of 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 Association 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 Association may purchase liability insurance for its officials, and all officials authorized to sign Association checks shall be bonded in such amounts and under such conditions as the Board may from time to time determine.

Article XII – Corporate Seal

The Board of Directors shall provide a Corporate seal in the form affixed hereto.

Article XIII – Waiver of Notice

Whenever any notice is required to be given to any member or director of the Association 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.

Article XIV – Amendments

These bylaws may be amended by majority vote of the Board of Directors in any regularly scheduled meeting, providing the specific amendment language proposed has been distributed in writing to the full Board at least 5 days in advance of that meeting. Amendments shall be effective at the time of passage.

Article XV – Dissolution

The Association shall use its funds only to accomplish the purposes of the Association and no part of said funds shall inure or be distributed to the Members on dissolution of the Association. Any funds remaining shall be distributed to one or more regularly organized and qualified organizations to be selected by the Board of Directors.

Article XVI – Executive and Staff

- 16.1 Appointment. The Board may employ a salaried staff director who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board of Directors.
- 16.2 Authority and Responsibility. The Executive Director shall: (a) be responsible for all management functions; (b) manage and direct all activities, events and programs of the Association as prescribed by the Board of Directors; (c) employ and terminate the employment of members of the staff necessary to carry on the work of the Association, (d) fix staff compensation within the approved budget . The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management in the best interest of the Association. The Executive Director shall serve as the guardian of the Association's records and strategic initiatives and shall make an effort to maintain or direct progress thereof. The Executive Director shall report regularly to the Board of Directors on all activities.

Revised May 9, 2010

Article XVII – Procedures for Conducting Affairs

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

Election Section

Calendar and Procedures for Elections and Nominations

Reference Bylaws Articles 5.4 and 8.2.3

Officers and directors shall be elected every three years and shall serve a term of three years. Offices shall be limited to two consecutive terms in office . In the case that a board member enters the board after midterm has passed, that board member shall be eligible to serve two consecutive full terms of three years each. Midterm is to be defined as twelve months or more after the start of a term. Officers shall, upon election, begin the performance of their duties at the first quarterly board meeting following their election and shall continue in office until their successor, duly elected, assumes office. If an officer resigns, is removed from office, or is otherwise unable to fulfill his/her term, the board may appoint a successor for the remainder of the term.

Regional Representatives shall be appointed elected to represent members in their regions and should reside in the region for which they are nominated. Each family membership is entitled to one vote for each board member. Regional Representatives individually shall, upon appointment, begin the performance of

their duties on September 1 following their appointment and shall continue in office until their successor, duly elected, assumes office. If a Regional Representative resigns or is removed from office or is otherwise unable to fulfill his/her term, the board may appoint a successor for the remainder of the term.

Nominations

Members shall have the right to nominate candidates for any Board position until no later than May 15 of the same year.

Nominations for the officers and board members shall be received by the Board of Directors no later than May 15 by either report of the Committee on Nominations and Elections or by written petition from a member in good standing. All nominations must be with the consent of the candidates nominated.

Revised May 9, 2010

Date changed by board motion April 26, 2014

The Nominating Committee shall present a proposed slate of Board members to the membership no later than May 30, prior to the end of the current Board term. All nominations must be with the consent of the candidates nominated.

Dated changed April 26, 2014

Nominated candidates shall have the right to contest the slate for any board position no later than June 15 of the same year.

Added April 26, 2014

In the case of a contested position, ballots shall be mailed to voting members no later than July 15.

The election of Officers and Regional Representatives shall be conducted by mail ballot supervised by the Board of Directors. The names of all persons duly nominated and the number of positions to be elected shall be stated on the ballot. Ballots shall be mailed to voting members no later than two weeks after the last regularly scheduled Board meeting preceding the election, and shall contain a brief biographical sketch of each person duly nominated, written by the nominee.

To be valid, ballot returns must be returned in the original, preaddressed format provided, have only one vote per officer and one vote for the director (or two for co-directors) from the member's region, and must be received in the NCSA designated election office within 14 calendar days after the ballots were postmarked.

Revised April 26, 2014

The designated election office will be appointed by the board, but no ballot counting will be done by current board members or nominees. The names of all

persons involved in counting ballots and recording results will be reported to the President along with the results of the Ballot, within two weeks of the deadline. The President will convey the results of the Ballot to the board, to the chair of the Nominations committee, and to the editors of the official newsletter and of the official webpage for publication.

Position Descriptions

Director of Marketing and Public Relations

- The Director of Marketing and Public Relations shall oversee a robust national marketing and public relations program that sends the message about the NCSA mission. This includes, but is not limited to, advertising, marketing, web site design and maintenance, and press releases. The Director of Marketing and Public Relations shall report to the President.

Director of Outreach

- The Director of Outreach oversees a robust outreach campaign to promote Cued Speech. This includes, but is not limited to, encouraging presentations and papers to be given at national conferences and conventions; coordinating communication among regions and affiliates; advocacy and working with university training programs . The Director of Outreach shall report to the First Vice President.

Director of Representatives

- The Director of Representatives shall oversee the Regional Representatives and the Representative of Affiliates and Camps. The Director shall also work with the Executive Director to promote an active member recruitment campaign, including member retention and renewals. The Director shall report to the First Vice President.

Regional Representatives

Regional Representatives shall be the organization's local representation conducting outreach to school districts, universities, audiology clinics, medical centers and other service providers, as well as working to advocate on behalf of parents of deaf and hard-of-hearing children regarding the use of Cued Speech. Regional representatives shall report to the Director of Representatives. Regional representatives must live in the region they represent.

Representative of Camps and Affiliates

The Representative of Camps and Affiliates shall represent the affiliated centers at board meetings. The Representative shall be responsible for informing the NCSA board when a center dissolves and shall assist the dissolving center in appropriately disposing of its inventory in accord with not-for-profit legislation and the bylaws of the center. The Representative shall pursue and facilitate the development of new affiliate centers and cue camps. The Representative shall also provide support for all affiliates and cue camps. The Representative shall report to the Director of Representatives.

Government Liaison

- The Government Liaison shall monitor state and federal legislation as it affects deaf/hard-of-hearing issues, especially as they relate to education, interpreter/transliterators qualifications and pay, and the qualifications of service providers for deaf/ hard-of-hearing clients. The Government Liaison shall coordinate communication between the Board of Directors and government agencies and oversee lobbying efforts in support of Cued Speech and the goals of the NCSA. The Government Liaison shall report to the President.

Expanded April 5, 2008.
Revised May 9, 2010

POLICIES AND PROCEDURES OF THE NATIONAL CUED SPEECH ASSOCIATION

Policy on Conflict of Interest

The National Cued Speech Association shall enter into no contract between itself and one or more of its members, directors or officers or between itself and any other organization in which one or more of our directors or officers are directors or officers, or have a financial interest, unless:

- A. The material facts as to the relationship or interest and as to the contact or transaction are disclosed or are known to the NCSA board of directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum;
- B. The material facts as to this relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote

thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such members; or

- C. The contract or transaction is fair as to NCSA as of the time it is authorized, approved or ratified by the board of directors or the members.

Adopted: November 14, 1993

Signed by Barbara Caldwell, President on December 15, 1993

Reference Bylaws Article XVII

Procedures For Motions

Purpose

The purpose of this procedure is to assure that business is conducted with both sufficient thought and efficiency. This procedure outlines the process by which voting members of NCSA (including Board members) shall propose initiatives for Board consideration.

1. All requests for consideration of initiatives, proposals, and other similar items must be forwarded to the President in order for the matter to be discussed at the next Board meeting.
2. Prior to the matter being placed on the agenda, the member shall prepare for the President a one-page summary of the item that provides the following information:
 - a. Title / name of the item
 - b. Brief description (4-5 lines maximum)
 - c. Action requested of NCSA (endorsement, letter of support, appointment, approval, etc.)
 - d. Pros and cons of NCSA's support of item.
 - e. Resources required: member time, consultant time, and expenditures. For expenditures over \$150, provide a detailed budget with justification for each line item; e.g., Postage [three mailings of 300 pieces each] \$225.00
 - f. Deadlines, if applicable.
3. Once the summary has been submitted, the president shall place the matter on the agenda and distribute the summary page along with any other relevant information.
4. At the meeting, the member who proposed the action shall be called upon to make a presentation and answer questions on the matter. Unless Board members specifically vote unanimously to extend discussion, consideration of any single matter shall be limited to fifteen (15) minutes.

5. After consideration of the matter, disposition shall proceed along one of the following lines. Tabled (indefinitely or until a set time) – no vote taken for general reasons (needed more information, decision that the item wasn't appropriate, etc.)
 - a. Referred – to a committee for study or redrafting, then report back or act as directed
 - b. Passed – by vote or consensus of unanimity
 - c. Failed – Vote taken
6. The President shall make such arrangements and assignments as are necessary to carry out the wishes of Board in the matter.
7. The President shall propose such exceptions to this procedure as (s) he judges in the best interests of Board. Such ad hoc exceptions must be approved by unanimous consent at any duly called meeting of Board in which a quorum is present.

Non-Discrimination Policy

It shall be the policy of the National Cued Speech Association to provide equal membership / employment / service opportunities to all eligible persons without regard to race, religion, color, national origin, ancestry, citizenship, lawful source of income, age, sex, sexual orientation, marital status, parental status, familial status, mental retardation, mental disability, learning disability, physical disability, or membership in any labor organization, political affiliation, and for employment only, height, weight, and record of arrest without conviction.

Approved August 4, 1991
Expanded November 14, 1993
Expanded June 30, 2005

Camp Funding Procedures

The criteria are as follows:

1. Camps must provide a budget and a program plan that includes location/facilities/agenda information.
2. NCSA-certified instructors should be used for adult classes, at least.
3. Financial statements must be submitted to the NCSA within 30 days after the camp is held.
4. Staff should be paid in a timely manner.
5. The camp director must agree to reimburse the NCSA if the camp is not held.
6. Facilitated communication in desired mode should be available as needed (interpreter/CST).
7. Camp programs must adhere to health/safety standards as mandated by the state.
8. Camp programs should be respectful of diverse opinions.

9. Camp funding requests should be received by February 1st for consideration at the board's spring meeting.
10. Camp must be covered by liability insurance as indicated in the rental contract.

Approved March 22, 1998

National Cued Speech Association Accounting Policies

The purpose of the NCSA Financial Policies & Procedures document is to create a financial plan. The Financial Policy & Procedures document provides for responsible management of resources in keeping with our organizational mission, goals, and objectives and our status as a non-profit corporation and our IRS 501(c)(3).

Functions

Board of Directors – The role of the Board of Directors is to establish financial policy, supervise the execution of that policy, and assist in funding the organization.

- A. The Board of Directors approves the Annual Budget that is prepared at the beginning of each fiscal year by the Financial Committee and the Treasurer. The Board of Directors must approve any significant changes to the Annual Budget.
- B. The Board of Directors must approve all grants and contracts for services and are ultimately responsible for all obligations therein.
- C. The Board of Director's is responsible for obtaining an Annual Audit.

Treasurer – The treasurer shall:

1. Be the chief financial officer of the Association
2. Be the overseer of finances of the corporation
3. Be a member of the Board of Directors and the Executive committee
4. Ensure the safekeeping of all corporate funds
5. Be bonded in an amount determined by the Board of Directors
6. Have the authority to open bank accounts in the name of the corporation
7. Have authority to cosign with the president or bookkeeper checks and drafts and other papers requiring the payment of money and perform other duties as may be authorized and directed by the Board of Directors
8. Cause all debts and obligations of the corporation to be paid when due
9. Cause an accounting of all receipts and disbursements to be maintained, which shall be open to inspection by the Board of Directors and the auditors at all times
10. Disburse operating funds in accordance with an approved budget

11. Oversee the maintenance of accurate books of account
12. Prepare an annual financial statement to be presented at each annual meeting of the membership
13. Supervise the Bookkeeper/business Manager or equivalent personnel in the performance of their duties as they pertain to the accounting and business practices of the organization
14. Present regular reports to the Board of Directors
15. Be responsible to the Board for the execution of the established policy
16. Develop the annual budget
17. Serve as an ex-officio member of the Finance Committee but shall not chair it.

Auditor – An annual audit shall be performed by a certified public accountant per Generally Accepted Auditing Procedures. The Executive Committee will periodically review the rates charged by the auditor.

Annual Budget

An Annual Budget shall be prepared each year by the Treasurer and the Finance Committee that reflects the mission, goals, and objectives of the organization. The budget shall show all expected sources and amounts of revenue and all anticipated expenses for the entire year for general operations and programs.

- A. The Annual Budget is constructed by considering historical data and estimating current year needs with reasonable cost increases and all anticipated revenues.
- B. The Annual Budget is constructed with a reliable base of unrestricted revenue for base operating expenses; revenue earned from program and development activities should support the staff and expenses of that activity; special programs should show enough revenue to wholly support the program.
- C. The Treasurer will prepare Expense/Budget Comparison and Cash Flow Reports for the Board at least semi-annually and any budget amendments should be made at that time.

Approval of Documents

- A. CONTRACTS for goods or services which are either 10% over the annual budgeted amount or which commit the organization to more than a term of one year shall be approved by the Board of Directors who may designate the President as the authorized signatory. The business/person who enters into the contract must furnish NCSA with their Tax ID number or their Social Security number. This is for the purpose of meeting IRS requirements.

- B. Submission of grant applications which are either 10% over the annual budgeted amount or which commit the organization to more than a term of one year shall be approved by the Board of Directors who may designate the President as the authorized signatory.
- C. The Authorized Signer has the authority to negotiate terms and conditions of the contract and/or grant within reasonable parameters.

Cash Management

There should be at least two (2) funds within NCSA that shall be accounted for separately:

- 1. The General Operating Fund will receive all revenues designated for the general operation of the organization.
- 2. The Reserve Fund holds funds designated as a reserve for programs and operations.
- 3. The organization will operate in accordance with generally accepted accounting principles.

Income

Income is recorded as it is earned in either a cash account or an accounts receivable. Income can be recorded if it is reasonable to expect payment within thirty days.

- A. Contract Revenue. As much as reasonable, income from contract sources will be requested on a reimbursement schedule so as to minimize restricted revenue. Advance payments on contracts are recorded as deferred revenue and recognized as earned income on a periodic basis.
- B. Grant Revenue. The total amount of the grant is recorded as deferred income and recognized as earned income on a periodic basis.
- C. Donations. Donations are recorded as received as revenue. They are recorded as deferred revenue only if they are restricted in purpose or are for a specific purpose planned for a future time period.
- D. Interest. All interest on deposits is recorded as revenue when it is credited to the organizations bank statement.
- E. Restricted Funds are funds that are donations given to NCSA for a specific purpose that is designated by the donor. They will be spent only for the donor's specific purpose.

Interest. All interest on deposits is recorded as revenue for the fund when it is credited to the organizations bank statement.

Donations. Donations are recorded as received.

Funds will be held in a Savings Account or Certificate of Deposit until the Board approves the disbursement of funds for the donor's designated purpose.

Expenses

The Annual Budget establishes authorized expenses for Program Services and Management.

- A. The President is authorized to approve expenditures within 110% of individual budget items without Board approval if the overall budget is not increased.
- B. Any expenditure of over 110% of an individual budget item or which increases the overall budget requires Board approval.

Reserves

A cash reserve of three months operating expenses should be on hand at any time deposited in the organization's account.

Purchasing

The president and assigned staff/committee members will select vendors based on quality of goods and services and costs of product. If the cost of any single item is over \$3,000, the staff/committee should obtain three bids. Any purchase that is directly paid for by a grant or restricted fund source will be made according to the grant or restricted fund requirements.

Revised May 9, 2010

Internal Controls

In as much as possible the organization's staff and Board will practice the attached elements of internal control. However, the Treasurer of the organization will reconcile the bank statements and deposit records monthly.

Bank Accounts

- A. The Bookkeeper/Business manager has the authority to sign all checks not in excess of \$2,000 for any budgeted item. All checks written for over \$2,000 require an additional signature from the Treasurer or President. one of the Board Officers.

Revised May 9, 2010

- B. No petty cash can be kept on site.
- C. Staff and/or Board members may be reimbursed for purchases made on behalf of the organization for budgeted expenditures of up to \$25 upon presentation of receipts. Reimbursement for expenditures of over \$25.00 should have prior authorization from the President or Treasurer.
- D. Reimbursement to Regional Representatives/ Directors for basic expenses (e.g. phone, copying, postage, etc.) is limited to \$100 a year.

Accounting

The organization will use an accrual accounting system and will utilize Quick Books accounting software for all accounts.

- A. Expenses are recognized when the liability is incurred. The organization's Chart of Accounts is attached.

Insurance

The organization will obtain and keep in force the following insurance policies:

- A. General Liability coverage of \$1,000,000
- B. Independent Contractor Dishonesty Bond coverage of \$60,000
- C. Board Treasurer Dishonesty Bond Coverage of \$60,000

Retention of Records

All contracts, promissory notes, and mortgages will be kept in safe and guarded condition for the retention period noted on the chart below. All receipts, checks and cash will be stored in a locked fireproof cabinet immediately upon receipt.

Type of Record

Accounting	No. of years	Documents	No. of years
Budgets	3 years	Purchases	Until the permanent
Canceled checks	3 years or until IRS audits of tax returns has passed	(permanent assets);	asset is no longer usable.
Bank deposit slips	3 years or until IRS audits of tax returns has passed	Purchases (merchandise)	Until warranties expire or tax deferral expires
General			
Payroll		Plan and trust agreements	5 years after agreements expire
Taxes (payroll related) Taxes (income)	3 years or until IRS audits of tax returns has passed		

Cash projections	3 years	Insurance	?
Contracts (purchase & sales)	3 years after they expire		
Credit memos Depreciation records	3 years or until IRS audits of tax returns has passed	Insurance policies	5 years after coverage expires
Employee payroll records	10 years	Settled insurance claims	5 years after claims settled
Financial statements	Yearly statements 10 years Other statements 2 years		
Interim		Taxes	
Freight bills	3 years or until IRS audits of tax returns has passed	All tax returns and canceled checks	5 years
General journal	10 years		
General ledger	10 years		
Internal work orders			

Responsibilities of Regional Representatives

Regional Representatives shall be the organization's local representation conducting outreach to school districts, universities, audiology clinics, medical centers and other service providers, as well as working to advocate on behalf of parents of deaf and hard of hearing children regarding the use of Cued Speech . Regional representatives will report to the Director of Representatives. Regional representatives must live in the region they represent.

Revised May 9, 2010

A. National Activities

1. Serve on committees and participate in national business and specific projects of the organization.
2. Report to the Director of Representatives on all activities carried out as Regional Representatives
3. Attend regular meetings as set by the Director of representatives to be held at least twice annually.
4. Serve on committees and participate in national business and specific projects of the organization.

5. Report to the Director of Representatives on all activities carried out as Regional Representatives

Revised May 9, 2010

B. Recommended Member Activities

1. Contact with local groups and individuals within region (at least one personal contact yearly, i.e., via email, letter, telephone, or face-to-face).
2. Personal contact or correspondence with schools/programs/professionals incorporating cued speech within region (at least once a year).
3. Awareness of NCSA committee members within region.
4. Solicit new members and help coordinate other membership efforts through distribution of standard cover letters, personal letters, pamphlets, etc.
5. Provide support to families using Cued Speech .
6. Contact new members and referrals of groups and individuals who have corresponded with the NCSA executive director.
7. Contact universities, service providers, school districts, parent groups, parents of newly-identified deaf children regarding the use of Cued Speech and provide orientation.
8. Identify new families that utilize Cued Speech and recommend free first year membership to Association.
9. Advocate on behalf of families using Cued Speech at meetings with school district representatives.
10. Regularly report on activities to the Director of Representatives.

Revised May 9, 2010

C. Administrative Duties

1. Information management: utilize a set of standard files developed by the NCSA under prescribed headings such as meeting minutes, committee reports, goals and objectives, by-laws, etc.
2. Maintain a current information library (i.e., packets, handouts, brochures, referral list, resources, etc.). Here are suggestions for data you should be collecting:
 - Statistics of contacts and referrals in the region via the NCSA Information Center or ones you get directly as regional director.
 - Records of people in your region who are NCSA members and who wants information on CS/CST or other related topics.
 - Records (names, addresses, phone numbers, email addresses, etc.) of people in your region who can cue, who are certified instructors, CSTs and certified CSTs and the kinds of educational programs (public and private) that are in your region. All records should be maintained and regularly reported to the Director of Representatives.
 - Records of cueing families in your region and the adult cuers. Try to keep a follow up of cuers as they go through postsecondary education.

- Lists of cuers or experts who are interested in volunteering for NCSA committees currently or in the future.
 - Record of the college and universities and other training institutions that talk about Cued Speech, teach courses on how to cue or train CSTs.
 - Record of contacts at these places that could be contacted to include CS in some way in their course work.
3. Discontinuing Regional representatives should pass their files to the new Regional representative.
 4. Regional Representatives shall provide a written report to the Director of Representatives of their activities thirty days before Board meetings. Contents of a Regional Board Meeting. Report should include minimally the following topics:
 - Issues present in your region by states
 - Type of questions people are asking (i.e. newly diagnosed infants, home schooling, need for CS teaching materials not available, late deafened adults with questions, etc.) to bring to the board for assistance.
 - Camps if you want or if you participated in a camp(s).
 - Opportunities in your region of CS resources and/or places or persons that are presently receiving training for CS and/or CST.
 - Statistics of contacts and referrals in the region via the CS Discovery/NCSA Information Center or ones you get directly as regional director
 - Colleges and universities and other training institutions that talk about Cued Speech, are presently teaching CS or CST courses.
 - Outreach efforts you have conducted to promote Cued Speech in your region.

Revised May 9, 2010

D. Coordination

1. Act as coordinator of national, regional or local fund-raising projects.
2. Coordinate or remain up to date on publicity projects within the region.
3. Identify programs, associations, charitable organization, educational institutions, and professionals to include in NCSA data bank (for future information distribution, solicitation or referral).
4. Identify and encourage candidates for offices or committees.

E. Expenses

1. Minimal basic expenses (e.g., phone, copying, postage, etc.) may be reimbursed by the NCSA with proper receipts and approval by the President and Treasurer.
2. All travel and other expenses must be absorbed by each Representative. Most expenses can be deducted for personal tax purposes, with appropriate documentation.

Approved: April 5, 2008

Policy on Tributes/Memorials/Funds

1. Gifts may be made to the NCSA in honor of/or in memory of an individual will be considered tributes. The NCSA will notify the person designated and publicly acknowledge the gift in *On Cue*.
2. Memorial Funds in honor or/in memory of an individual will be set up for a designated purpose (such as a scholarship or annual grant) with a minimum gift of \$25,000 or more.
3. Gifts to the NCSA designated for cue camps will be used toward grants to the specified camps.
4. Gifts designated for a specific **existing** fund will continue to be honored.

Approved April 10, 2010

Responsibilities of the Representative of Camps and Affiliates

- A. The Representative of Camps and Affiliates shall contact center directors and affiliates prior to regular board meetings and bring to the board's attention any concerns or requests of the center directors. The Representative shall relay information about affiliate and centers activities and obtain annual reports from each center and affiliate at the end of each NCSA Fiscal Year (August 31) that shall be distributed at the first regular board meeting after that date.
- B. The Representative shall be responsible for contacting associations listed on the NCSA's IRS report of subordinates in the first quarter of each calendar year to request an up-to-date membership and officers list and to provide the association with the information necessary for them to send financial statements to the person designated by the NCSA to handle NCSA financial records. The Representative for affiliates shall encourage each association to contribute news of its activities to the newsletter of the NCSA and shall bring any procedural or operational concerns of the association to the attention of the board at its next regular meeting. The Representative shall be responsible for informing the NCSA board when an association is no longer active and should be removed from the IRS list of subordinates.
- C. The Representative shall assist new NCSA sponsored camps with start up by providing: a written instruction, a package of informational materials about starting and directing a camp, on-site visit(s) as needed; list of certified CS Instructors; advice about funding; liaison with the NCSA Board of Directors.

- The Representative shall report to the NCSA board on camp matters at least once annually.
- D. The Representative shall be expected to regularly attend board meetings.
 - E. The Representative shall report to the Director of Representatives.

Approved: April 5, 2008