

***Association of Late-Deafened Adults, Chicago Chapter  
(ALDA-CHICAGO)***

***BYLAWS***

**Article I - Name**

The name of this organization is the Association of Late-Deafened Adults, Chicago Chapter; also referred to as **ALDA-CHICAGO**.

**Article II - Definition of Late-Deafened Adult**

Late-deafened adults are people who experience hearing loss after the development of language skills, and oral communication is still important to them. Many have difficulty understanding speech without visual cues and must depend on visual modes of communication such as lipreading, sign language, and captioning.

**Article III - Purpose**

ALDA Chicago's mission is to provide support, education and camaraderie for adults with hearing loss.

**Article IV - Members**

A. Conditions of Membership:

1. In general, membership in **ALDA-CHICAGO** may be granted to any person who endorses the specific objective(s) of **ALDA-CHICAGO**.
2. In general, membership in **ALDA-CHICAGO** shall be open to anyone regardless of whether they are late-deaf (post-lingually), early-deaf (pre-lingually), born-deaf, hard-of-hearing, or hearing.
3. Any specific conditions for the granting of original membership, the maintenance of membership in good standing, the renewal of membership in **ALDA-CHICAGO** shall be determined by its Board of Directors.

B. Rights of Membership ... only members in good standing shall have the following rights:

1. To serve as a member of the Board of Directors of the organization.
2. To serve as an officer, chairperson, or committee member of the organization.
3. Participate in discussion of issues at an open Board of Directors meeting. (Only elected Board members may make motions or vote.)
4. To make and amend motions, and vote at meetings of the general membership of organization.

## Article V - Governance

- A. Board of Directors: The Board of Directors shall be the governing body of **ALDA-CHICAGO** and shall have the right to exercise all powers that it deems necessary for the governance and operation of the Organization, including but not limited to, the election of officers and the creation of any committees of the organization. The Board of Directors shall consist of seven (7) directors, all of whom shall have been elected to serve on the Board by the general membership. More than fifty (50) percent of the members of the Board of Directors must always be late-deafened adults.
- B. Officers: The Board of Directors shall annually at the first meeting of the newly elected board, elect four of its members to serve as officers of the Organization. Those officers shall be a president, vice-president, secretary, and treasurer, and no person may hold more than one of these four offices at a given time.
  - 1. President: The president shall serve as the chief executive officer of the Organization and chair of the Board of Directors. The president shall preside at all meetings of the membership, exercise overall supervision of the affairs of **ALDA-CHICAGO**, see to the enforcement of these bylaws, and carry out all orders and resolutions of the Board of Directors. In addition, the president shall be responsible for appointing members to all committees established by the Board, shall act as the liaison to any and all organizations as required by the Board, shall make a report to the membership at the annual business meeting, and in general shall perform all duties incident to the office of president.
  - 2. Vice-President: The vice-president shall assist the president in the discharge of all the functions of that office. In the event of the president's extended absence or inability to carry out the duties of the office of president, the vice-president shall perform the duties and exercise all the powers of that office.
  - 3. Secretary: The secretary shall keep any minutes of meetings of the Board of Directors which are ordered by the Board, shall keep the Organization's non-financial records, shall maintain the mailing list of addresses of all **ALDA-CHICAGO** members, and in general shall perform all duties incident to the office of secretary.
  - 4. Treasurer: The treasurer shall be the principal accounting and financial officer of the Organization. The treasurer shall have custody of all **ALDA-CHICAGO** funds and shall keep full and accurate accounts of all receipts and disbursements. The treasurer shall render to the president and the Board, whenever they may require, an account of all fiscal transactions and the financial condition of the Organization. The treasurer shall present a report to the membership at the annual business meeting, and in general shall perform all duties incident to the office of treasurer.
- C. Committees: The Board of Directors may create from time to time any committees that it believes are necessary or desirable for the accomplishment of the objective(s) of the Organization. The members of such committees shall be appointed by the president.

## **Article VI - Terms of Office**

- A. Board of Directors: The term of office for all members of the Board of Directors shall be two (2) years or until they resign or are removed from the Board.
- B. Officers: The term of office for all officers shall be one (1) year or until they resign or are removed from office.
- C. Committee Members: All committee members shall serve for a period of one (1) year or until the committee is dissolved or until they resign or until they are removed from the committee, whichever comes first.
- D. Limitation of Terms: There shall be no limitation on the number of terms that any officer, Board member or committee member can serve.

## **Article VII - Termination and Reinstatement of Membership**

- A. Termination of Membership: Any member of **ALDA-CHICAGO** may have their membership terminated by the Board of Directors for cause, that is to say, for conduct deemed to be detrimental to the organization.
- B. Reinstatement of Membership: Upon written request, signed by the former member seeking reinstatement and filed with the Board of Directors, the Board may vote to reinstate a former terminated member upon such terms as the Board may deem appropriate.
- C. Notice Requirement: Any action to terminate a person's membership in **ALDA-CHICAGO** may be taken only after notice has been given of the reasons for possible termination and an opportunity has been provided to that person for a hearing before the Board.
- D. Special Majority Requirement: Any action to either terminate or reinstate a member must be approved by a vote of two-thirds (2/3) of the members of the entire Board.

## **Article VIII - Vacancies**

- A. Board of Directors: Any vacancies that occur on the Board of Directors between Board elections shall be filled in the interim by appointment by the president.
- B. Committees: Any vacancies on any committee may be filled by appointment by the president.

## **Article IX - Meetings**

- A. Meetings of the General Membership
  - 1. By special session, at a place, date and time designated by the Board of Directors, there may be a general membership business meeting of the members of **ALDA-CHICAGO**. All members in good standing have the right to make motions and vote at a general membership meeting.

2. Quorum Requirement: A quorum for the general membership business meeting of ALDA-CHICAGO shall be determined by its Board of Directors.
- B. Meetings of the Board of Directors:
1. Regularly Scheduled Meetings: There shall be a minimum of two regularly scheduled meetings of the Board each year, at least one of which must be open to members and all interested parties, at such time and place as directed by the president, subject to the approval of a majority of the Board. Members in good standing have the right to participate in discussion at an open meeting, but only elected Board members can make motions or vote.
  2. Special Meetings: Special meetings of the Board may be called as needed by the president, at such time and place as directed by the president, subject to the approval of a majority of the Board.
  3. Quorum Requirement: A simple majority of the Board members shall constitute a quorum at all regular meetings of the Board of Directors.

#### **Article X - Nominations and Elections for the Board of Directors**

- A. Requirements for Nomination: To be nominated for a position on the Board of Directors of **ALDA-CHICAGO**, a person must be a member of **ALDA-CHICAGO** and must be willing to actively participate in the business of the Board, including being willing to accept committee assignments.
- B. Method of Election: Election of Board of Directors members shall be by means of either a mailed paper ballot or an email with online voting instructions sent to the general membership.
- C. Method of Voting: Election of the members of the Board of Directors shall be by secret ballot.
- D. Tie Vote Determination: In the event of a tie vote by the general membership for election of a Board of Directors position, the winner shall be determined by drawing of names by the vote counters at the time of ballot tallying.

#### **Article XI - Conduct of Business**

- A. Rules of Order: In any matters not covered by these bylaws, all business shall be conducted according to the current edition of Robert's Rules of Order.
- B. Voting: Given potential geographic distance problems, at all business meetings of the membership, meetings of the Board of Directors, and meetings of committees of **ALDA-CHICAGO**, votes may be cast either in person, over the phone or by mail, email or text. There shall be no voting by proxies allowed.

#### **Article XIV - Compensation**

Neither members of the Board of Directors, officers, nor committee members shall receive any salary for their services.

#### **Article XV - Fiscal Year**

The fiscal year of the Organization shall be the calendar year, that is to say, from January 1st through December 31st.

#### **Article XVI - Ratification and Proposing Amendments**

- A. Ratification: These bylaws shall be ratified by the affirmative vote of a simple majority of the members of the entire Board of Directors.
- B. Proposals for Amendments: Amendments to these bylaws may be proposed at any time by submission to the Board of Directors of ALDA INC. after either:
  - 1. The proposed amendments have been endorsed by a majority of the members of the entire Board of Directors of **ALDA-CHICAGO**.
  - 2. The proposed amendments have been endorsed by a simple majority of the votes cast at a business meeting of **ALDA-CHICAGO**.

*Revised and approved by ALDA Chicago Board of Directors 6/9/2016*

*Approved by ALDA Inc. Board Motion 2016-18*