



## **BYLAWS**

### **Florida School for the Deaf Alumni Association**

*As Amended at the General Membership Meeting, September 12, 2015*

#### **ARTICLE 1 - NAME**

- 1.1 The name of the association shall be set forth in the Articles of Incorporation as The Florida School for the Deaf Alumni Association, Inc., hereinafter known as FSDAA or the Association.

#### **Article II - PURPOSE**

- 2.1 The Association shall be organized and operated by deaf alumni of FSDB for charitable and educational purposes. The Association shall work to advance the quality of education for deaf students enrolled at the Florida School for the Deaf and the Blind (FSDB).

#### **ARTICLE III - OBJECTIVES**

- 3.1 The objectives of the Association shall be to promote networking by alumni, represent the interests of alumni, and fundraise to support educational and cultural opportunities for deaf FSDB students.

#### **ARTICLE IV - MEMBERSHIP**

##### **Section 1 - Categories**

- 4.1 The membership categories of the Association shall be: Alumni, Associate, and Honorary.

##### **Section 2 - Rights & Privileges**

- 4.2.1 Alumni membership shall be open to deaf individuals who graduated from or attended FSDB. Alumni members in good standing shall have the right to vote and hold office in the Association.
- 4.2.2 Associate membership shall be open to non-alumni partners or friends of alumni members. Associate members shall not have the right to vote or hold office in the Association.

## **Section 2 - Rights & Privileges, cont'd**

- 4.2.3 Honorary membership may be granted, on recommendation of the Board of Directors, by majority vote of Alumni members in good standing and present at the General Membership Meeting. Honorary members shall not have the right to vote or hold office.
- 4.2.4 Graduating deaf FSDB seniors shall be granted one year's free membership, and they shall not have the right to vote or hold office in the Association.

## **Section 3 - Dues**

- 4.3.1 The Board of Directors shall determine annual membership dues.
- 4.3.2 The Board shall post changes to proposed membership dues for at least one (1) year in advance.
- 4.3.3 The Board shall have the right to offer special membership dues at any time.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1 - Composition**

- 5.1.1 The officers of the Board of Directors are the President, Vice President, Secretary, and Treasurer. Together, they serve as the Executive Committee of the Board.
- 5.1.2 Up to six (6) Members-at-Large shall serve on the Board.

### **Section 2 - Governing Powers**

- 5.2.1 The Board of Directors shall oversee Association administration and operations.
- 5.2.2 The Board shall determine appropriate policies governing Association actions and activities if not already set forth in these bylaws, or by vote at General or Special Membership Meetings of the Association.

### **Section 3 - Qualifications**

- 5.3 Alumni members in good standing shall be eligible to run for vacant positions on the Board of Directors.

### **Section 4 - Duties of Officers**

- 5.4.1 The President shall be the chief spokesperson for the Association. With the approval of the Board of Directors, the President shall appoint the chair of each committee other than the Finance Committee. The President shall serve as an ex officio member of all committees.
- 5.4.2 The Vice President shall serve at any time the President is unable to serve, or when the office of the President becomes vacant.
- 5.4.3 The Secretary shall be responsible for the minutes of Board Meetings, and General and Special Membership Meetings.
- 5.4.4 The Treasurer shall have charge of vested funds of the Association and shall serve as a chair of the Finance Committee.

### **Section 5 - Power of Authority**

- 5.5 The Board of Directors shall, at their discretion, delegate power of authority to the Executive Committee of the Board to oversee Association administration, operations, and policies.

### **Section 6 - Duties of Members-at-Large**

- 5.6 Members-at-Large shall provide support to the Board of Directors as a whole, and they shall be responsible for Association membership recruitment activities, and other duties as agreed upon by the Board.

### **Section 7 - Terms of Office**

- 5.7.1 The President and the Treasurer shall be eligible to serve for no more than four (4) consecutive two-year terms.
- 5.7.2 The Vice President and Secretary, and the Members-at-Large shall be eligible to serve for no more than three (3) consecutive two-year terms.
- 5.7.3 No member shall serve for more than ten (10) years in any Board position.
- 5.7.4 Members who have served for a total of ten (10) years shall not be eligible to serve on the Board for five (5) years.
- 5.7.5 The Board of Directors shall have the power to fill vacant officer or at-large positions between General Membership Meetings.
- 5.7.6 At least 51% of the Board, including the Treasurer, shall be comprised by officers and at-large members who reside in the state of Florida.

### **Section 8 - Nominations & Elections**

- 5.8.1 The Board of Directors shall issue a call for nominations for vacant Board positions no less than two (2) months prior to the General Membership Meeting, during even-numbered years.
- 5.8.2 The Board shall announce candidates for Board positions one (1) month in advance.
- 5.8.3 Election of Board officers and at-large members shall take place by majority vote of Alumni members present and in good standing at General Membership Meetings.
- 5.8.4 Nominations of eligible candidates for Board officer and at-large positions shall be accepted from the floor.

### **Section 9 - Removal**

- 5.9.1 Elected and appointed members of the Board of Directors may be removed after due process hearing for failure to carry out their duties or for other good and sufficient reason by a majority vote of Board members present and voting.
- 5.9.2 Individuals who are removed from the Board shall have the right to appeal and request reinstatement at the next official meeting of the Board.
- 5.9.3 The Board shall have the power, by a two-thirds (2/3) vote, to place a lifetime ban on individuals removed from Board duty.
- 5.9.4 Individuals with a lifetime ban shall have the right to request reconsideration at the next General Membership Meeting.

### **Section 10 - Conflict of Interest**

5.10 No member with a personal or financial interest of a material nature impacting or having a potential impact on the affairs of the Association shall be eligible to serve on the Board of Directors.

### **Section 11 - Compensation**

5.11 Members of the Board of Directors shall serve without receiving compensation except for standard expense reimbursement for costs incurred in discharge of duties.

### **Section 12 - Indemnification**

5.12 The Association shall indemnify each member of the Board of Directors against expenses incurred in a threatened, pending, or completed civil or criminal lawsuit or legal proceeding, except related to matters in which one is adjudged in such action as liable for negligence or misconduct in the performance of their duty.

## **ARTICLE VI - MEETINGS**

### **Section 1 - Membership Meetings**

- 6.1.1 The Board of Directors shall convene General Membership Meetings on an annual basis during the fall season. Such meetings may coincide with annual Alumni Weekends or related activities.
- 6.1.2 The Board shall have the power to convene Special Meetings at any time.
- 6.1.3 The Secretary shall inform members about General or Special Meetings no less than thirty (30) days in advance.
- 6.1.4 At least one-tenth (1/10) of the total number of Alumni members in good standing shall constitute a quorum at General or Special Membership Meetings.

### **Section 2 - Board Meetings**

- 6.2.1 The Board of Directors shall meet at least once each year or as often as deemed necessary.
- 6.2.2 At least two-thirds (2/3) of Board members present shall constitute a quorum at a Board meeting.
- 6.2.3 The President shall be responsible for the agenda of Board meetings, subject to amendment by the Board as a whole.

### **Section 3 - Executive Committee Meetings**

- 6.3.1 The officers of the Board of Directors shall meet as an Executive Committee at least two (2) times each year or as often as deemed necessary.
- 6.3.2 At least three (3) officers present shall constitute a quorum at an Executive Committee meeting.

## **ARTICLE VII - COMMITTEES**

### **Section 1 - Selection & Delegation**

- 7.1.1 The Board of Directors shall form and delegate responsibilities to standing, ad hoc, and special committees. All committees shall be accountable to the Board.
- 7.1.2 The President, with the approval of the Board, shall appoint the chairs for each committee with the exception of the Finance Committee. Appointed chairs must be members in good standing.
- 7.1.3 The Chairs of each committee shall select as members those who are in good standing with the Association.

### **Section 2 - Standing Committees**

- 7.2 The standing committees of the Board of Directors shall be the Alumni Weekend, Communications, Finance, Law, and Membership Committees.

### **Section 3 - Ad Hoc & Special Committees**

- 7.3 The Board of Directors may form ad hoc and special committees as needed.

## **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

- 8.1 Unless otherwise provided for in these bylaws or Board policy, the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Association.

## **ARTICLE IX - AMENDMENTS**

- 9.1.1 These bylaws may be amended by two thirds (2/3) vote of Alumni members present and voting at the General Membership Meeting.
- 9.1.2 The Law Committee shall issue a call for proposed bylaws amendments no less than two (2) months in advance.
- 9.1.3 Proposed amendments must be submitted to the Law Committee no less than thirty (30) days in advance.
- 9.1.4 The Law Committee shall distribute proposed amendments to membership no less than fifteen (15) days in advance.
- 9.1.5 No proposal for amendments to the bylaws, once defeated at the General Membership Meeting, may be presented again for a period of two (2) years.
- 9.1.6 Any proposal that is in conflict with the Association shall not be considered at the meeting.

## **ARTICLE X - DISSOLUTION**

- 10.1.1 In the event that the Association is dissolved, after payment of all debts and liabilities, remaining assets shall be distributed to FSDB for specific purposes as designated by the Board of Directors.
- 10.1.2 The Association may not be dissolved except by two-thirds (2/3) vote of Alumni members present and in good standing at a meeting called for this purpose, provided notice of such meeting shall have been sent to membership thirty (30) days in advance.x