

THE BYLAWS of the Deaf in Government

(Revised – 09/19/2015)

Article I: Name

The name of this corporation is Deaf in Government (DIG), hereinafter referred to as “the Organization”. DIG is incorporated as a non-profit organization within the State of Maryland.

Article II: Purposes

The specific purposes for which the corporation is organized are as follows:

1. To function as a knowledgeable national organization to identify and find resources to solve problems and issues affecting the Deaf & Hard of Hearing Federal workforce;
2. To encourage pride and motivation in the Deaf and Hard of Hearing in Government to promote achievement of their full potential and recognition of their societal contributions;
3. To promote equal opportunity, equal access and career enhancement for Deaf and Hard of Hearing in Government employees nationwide;
4. To support training, networking, and mentoring activities for career development and advancement;
5. To sponsor a national effort to promote the educational, professional development and well-being of the Deaf and Hard of Hearing workforce;
6. To make positive contributions toward the socioeconomical, political, cultural and linguistical well-being of Deaf and Hard of Hearing people; and
7. To coordinate and collaborate with organizations representing Deaf, Hard of Hearing, interpreters and other supportive personnel, and other entities.

Furthermore, the corporation is organized exclusively for one (1) or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the donations to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III: Membership

Section 1. General Membership.

Any person who subscribes to the current Preamble, Vision, Mission Statements, and Bylaws of the DIG and who meets the following qualifications may apply for a general membership with full debating and voting privileges:

1. Deaf or Hard of Hearing active or retired Government and Civil Service employees, including Government contractors, without regard to the degree of hearing loss, the amount of assimilation into Deaf culture, and/or the mode of communication used by the employee;
2. Hearing active or retired Government and Civil Service employees, including Government contractors, who are associated or work with Deaf and Hard of Hearing employees, and
3. Active or retired Sign Language Interpreters, Disability Program managers or individuals with similar job titles, administrative officers and associates of the Organization.

Section 2. Applications for Membership.

Applications for membership shall be submitted to the Organization along with the specified annual dues (if any) and shall be processed in accordance with procedures established by the Board of Directors. General members may terminate their membership at any time with a written notice to the Treasurer. Dues once paid will not be refunded or prorated.

Section 3. Dues, Responsibilities and Benefits.

With two-thirds (2/3) vote of the Board of Directors, the Board of Directors shall establish and may alter the dues, responsibilities, and benefits of the membership.

Section 4. Meetings of General Members.

1. Annual Meeting.

There shall be an Annual meeting of the General Membership of the Organization. In odd-numbered years, this meeting may be held in conjunction with and at the location of the Training Conference. In even-numbered years, this meeting may be held in conjunction with and at the location of the Seminar.

A. Annual Meeting Notice.

General members of the Organization shall be notified of any meeting at least thirty (30) days prior to that meeting in accordance with these Bylaws.

B. Annual Meeting.

The purposes of the Annual meeting shall be to:

- introduce and/or install the newly elected officers and members of the Board of Directors
- conduct such business of the Organization as shall be determined by the Board of Directors
- provide information about the Organization that will be of interest to the members
- present any awards that are appropriate to present at this gathering; and
- provide a forum for membership interaction

2. Special Meetings of the Members.

The Board of Directors may call additional meetings of the General Membership. Ten (10) or more general members may petition the Board of Directors to call a General Membership meeting. The notice for Special Meeting shall be given no less than fourteen (14) days in advance.

Section 5. Quorum.

Those general members of the Organization present at a meeting of the General Membership shall constitute a quorum of the membership.

Section 6. Membership Voting Rights.

General members of the Organization shall be eligible to vote and hold office in the Organization

The affirmative vote of a majority of the general members of the Organization present and voting at a meeting shall be necessary and sufficient to make a decision of the general members.

During the election of the new officers and board members, those members who would have the right to cast a vote in person shall have the right to cast their vote by mail or any electronic means established by the election committee, as long as every effort has been exhausted to ensure a fair election and confidentiality of the election.

If a run-off election is required, only the general members of the Organization present at the Annual meeting shall cast their vote.

Voting by proxy is not permitted.

Section 7. Minutes and Parliamentary Procedure.

1. Minutes of each meeting of the membership shall be recorded by the Recording Secretary, containing results of the deliberations of the voting membership as prescribed in the current edition of Robert's Rules of Order Newly Revised.
2. The minutes of each meeting shall be submitted to the membership for approval at each subsequent meeting.
3. Minutes shall be posted on DIG's website within thirty (30) days of their approval.
4. All meetings of the membership shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, to the extent that such parliamentary procedures are inconsistent with the Organization's Articles of Incorporation, these Bylaws, or rules adopted by the Board.

Article IV: Board of Directors

Section 1. General Powers and Duties.

It shall be the Board's duty to carry out the objectives and purposes and all affairs of the DIG. The Board shall be subject to the restrictions and obligations set forth in the DIG's Articles of Incorporation, Bylaws, and any rules adopted by the Board. The Board shall report annually to the membership on the progress of the DIG in fulfilling its purposes and on the finances of the DIG.

Section 2. Composition of the Board of Directors.

The affairs of DIG shall be managed by its ten (10)-member Board of Directors consisting of the President, Vice President, Business Manager, Recording Secretary, Communication Manager, and five (5) Members-at-Large.

Section 3. Meetings.

1. The Board of Directors shall hold an Annual Meeting every year. In odd-numbered years, this meeting may be held in conjunction with and at the location of the Training Conference. In even-numbered years, this meeting may be held in conjunction with and at the location of the Seminar.
2. Regular meetings of the Board of Directors shall be held on such a schedule and at such places as may be established by the majority of the Board of Directors.
3. In all Board meetings, general members shall be permitted to attend and observe all Board of Directors meetings, except when the Board goes into executive session. i.e., when discussing sensitive issues, personnel matters, or litigation.

Section 4. Special Meetings.

Special meetings may be called by the President or upon written request of at least three (3) Board members. Written notice of the date, time, and place of each special meeting shall be sent to each Board member at least seven (7) days prior to the meeting. Announcement of the date, time, and place of a special meeting at a prior meeting of the Board shall be considered adequate notice to those Board members present at that meeting but not to those Board members not present.

Section 5. Board Quorum.

One-half (1/2) of the members of the Board of Directors in office and eligible to vote shall constitute a quorum. If a quorum is present, a majority vote of those present and voting shall prevail, unless otherwise specified in these Bylaws.

Section 6. Meeting through Telecommunications.

The Board of Directors may conduct meetings through telephone conference calls, video-conferencing, or by other similar electronically-mediated methods in which all Board members participating in the meeting may simultaneously see and/or hear and be seen and/or heard by all of the other Board members participating in the meeting. Any decisions made through the telecommunications or any electronically-mediated methods shall be ratified by the Board of Directors at the next meeting.

Section 7. Actions Without Meetings.

The Board may make any decision or take any action within its power without a meeting through a consent resolution in writing that sets forth the action so taken and is signed by all of the Board members. The resolution is effective when the last Board member signs a copy of the consent resolution. The consent resolution shall be ratified by the Board of Directors at the next meeting.

Section 8. Compensation and Reimbursement.

Board members shall receive no compensation for serving on the Board of Directors. However, Board members may be reimbursed for normal and customary travel expenses when attending official DIG Board meetings or such other events as approved by the Board.

Section 9. Minutes and Parliamentary Procedure.

1. Minutes of each meeting of the Board shall be recorded by the Recording Secretary, containing results of the deliberations of the Board as prescribed in the current edition of Robert's Rules of Order Newly Revised.
2. The minutes of each meeting shall be submitted to the Board for approval at each subsequent meeting.
3. Minutes shall be posted on DIG's website within thirty (30) days of their approval.
4. All meetings of the Board shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, to the extent that such parliamentary procedures are inconsistent with the Organization's Articles of Incorporation, these Bylaws, or rules adopted by the Board.

Section 10. Election of Board Members.

1. Creation of the Election Committee.

At least ten (10) months prior the election, the majority of the Board of Directors shall appoint three (3) general members to serve as the Election Committee. These committee members may not be members of the Board of Directors. The Election Committee shall annually submit a call for candidates for the Board of Directors and carry out the election process.

2. Elections in Odd and Even-numbered Years.

In even-numbered years, the general membership shall elect members to fill the following openings on the Board:

- Business Manager
- Recording Secretary
- Communication Manager
- Two (2) Board Members-at-Large

In odd-numbered years, the general membership shall elect members to fill the following openings on the Board:

- President
- Vice President
- Three (3) Board Members-at-Large

3. The Elections.

The elections shall be conducted in such a way that all general members may vote for one (1) candidate for each open position.

4. Announcement of the Call for Candidates.

A Call of the Candidates shall be sent to the general members each year at least two (2) months prior to the Annual Meeting.

5. Successful Candidates.

The individual(s) running for each open position except Board Member-at-Large who receives a majority of the votes cast shall gain a two (2)-year term in office.

The individual(s) running for Board Member-at-Large position who receives a plurality of the votes cast shall gain a two (2)-year term in office.

Section 11. Resignation of Board Member.

Any Board Member may resign at any time by giving written notice to the President, Communication Manager, or to the Board as a whole. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 12. Vacancies.

1. In the event of the death, resignation, or removal of the President, the Vice President shall fill the resulting vacancy for the remainder of the term.
2. In the case of a vacancy in the position of any other member of the Board of Directors, the unexpired term shall be filled by a majority vote of the Board of Directors at the next meeting following the vacancy.
3. Any member of the Board of Directors thus appointed in this manner shall hold office for the remainder of the vacant position's term upon ratification by a majority of the members at the next general membership meeting.
4. If the position fails ratification at a general meeting, an election for the position should take place within two months in accordance with the rules governing elections.

Article V: Board Members

Section 1. Terms of Office.

All Board members shall serve two (2)-year terms beginning at the end of the Annual Meeting during which they are elected. No Board members shall serve more than two (2) consecutive terms in the same office.

Section 2. General Duties and Fulfillment of Responsibilities.

1. The general duties of each officer and Board member are as stated in the current edition of Robert's Rules of Order Newly Revised.
2. The President shall assume such other duties as may be prescribed by the Board of Directors from time to time.
3. Each Board member below the President shall perform such other duties as may be assigned by the President or Board of Directors.
4. All Board members must ensure that the Board of Directors fulfills its fiduciary responsibilities for the governance of the Organization.

Section 3. President.

1. The President shall perform all duties incident to the office of President.
2. The President shall preside at all meetings of the Board and shall serve as the Chairman of the Board.

Section 4. Vice President.

1. The Vice President shall act as the assistant to the President and shall, in the absence of the President, be the presiding officer at meetings.
2. The Vice President shall act as liaison and advisor to the Board of Directors and its Committees

Section 5. Business Manager.

1. The Treasurer shall keep and maintain, or cause to be kept and maintained, accurate and complete accounts of the financial affairs of the Organization, including accounts of its transactions, assets, liabilities, receipts, and disbursements.
2. The Business Manager shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Organization, disburse or cause to be disbursed the funds of the Organization as ordered by the Board of Directors, render or cause to be rendered to the Board of Directors regular reports of all financial transactions and of the financial condition of the Organization, and have such other powers and duties as assigned by the Board of Directors.

Section 6. Recording Secretary.

The Recording Secretary shall perform the duties prescribed in the current edition of Robert's Rules of Order Newly Revised.

Section 7. Communication Manager.

The Communication Manager shall perform the duties prescribed in the current edition of Robert's Rules of Order Newly Revised.

Section 8. Members-at-Large.

Members-at-Large represent the interests of the General Membership on the Board. They may take responsibility for activities on the basis of interest or at the request of the Board or President, or serve on standing or ad hoc committees, and handle special projects.

Article VI: Committees

Section 1. Finance Committee.

It shall be the duty of the Finance Committee to oversee the Organization's financial operations, including but not limited to the annual budget, investment, and internal audit, and advise the Board accordingly. The Board of Directors shall appoint Finance Committee Chair who is not a member of Board of Directors. Both President and the Business Manager shall not be involved in any nomination, deliberation and vote of the Finance Committee Chair.

Section 2. Bylaws Committee.

It shall be the duty of the Bylaws Committee to continue the surveillance of the Bylaws of the Organization and advise the Board accordingly. The committee also shall receive, review, and report on proposed Bylaws changes referred to the committee and ensure that all proposals be handled in accordance with the appropriate provisions for changes in the Bylaws. The President shall appoint the Bylaws Committee Chair.

Section 3. Governance Committee.

It shall be the duty of the Governance Committee to assist the Board of Directors on governance matters related to the effectiveness and efficiency of the Organization. Such matters shall include, but are not limited to, the review of proposed amendments to the Organization's governing documents to assure clarity, consistency, conflict of interest, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure. The Board of Directors shall appoint Governance Committee Chair who is not a member of Board of Directors.

Section 4. Membership Committee.

It shall be the duty of the Membership Committee to coordinate and market the activities of the Organization pertaining to membership, including those activities designed to recruit members and expand membership benefits. The President shall appoint the Membership Committee Chair.

Section 5. Public Policy and Advocacy Committee.

It shall be the duty of the Public Policy and Advocacy Committee to assume leadership responsibilities for promoting and supporting the Organization's mission. The President shall appoint the Public Policy and Advocacy Committee Chair.

Section 6. Development Committee.

It shall be the duty of the Development Committee to develop and manage sustainable long-term financial resources for the Organization. The Development Committee provides the Board with guidance and counsel on revenue-generating plans (both earned income and fundraising) by reviewing, discussing, evaluating and helping to implement proposed financial development and marketing strategies. Such matters include, but are not limited to, researching grant and sponsorship opportunities and assisting with developing grant proposals; participating in fundraising planning and execution; and driving key activities in the Organization's ongoing in-kind sponsorship drive. The President shall appoint the Development Committee Chair.

Section 7. Training Conference Committee.

It shall be the duty of the Training Conference Committee to independently plan and operate the Training Conference which will be held during odd-numbered years. The Board of Directors shall appoint the Training Conference Chair at least fifteen (15) months before the conference. The Chair is empowered to recruit special assistants and/or consultants to work with him or her. The Chair shall consult and collaborate with the Board of Directors for effective planning and support.

Section 8. Seminar Committee.

It shall be the duty of the Seminar Committee to independently plan and operate the Seminar which will be held during even-numbered years. The President shall appoint the Seminar Chair at least twelve (12) months before the Seminar. The Chair is empowered to recruit special assistants and/or consultants to work with him or her. The Chair shall consult and collaborate with the Board of Directors for effective planning and support.

Section 9. Election Committee.

The Election Committee shall be formed and shall perform the duties prescribed in the Bylaws.

Section 10. Diversity Committee

It shall be the duty of the Diversity Committee to promote diversity within the organization and within the federal government. The President shall appoint the Diversity Committee Chair.

Section 11. Other Committees.

As the need arises, ad hoc committees may be established by the President and/or the Board of Directors to carry out specific tasks, with the Chair of each committee to be appointed by the President or the majority of the Board of Directors.

Article VII: Conflict of Interest

All persons either elected or appointed to an office (including but not limited to any Board or Committee members), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the Organization. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. In the event that a person nominated for or holding an office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board of Directors and recuses himself or herself at any Board or committee meeting from any deliberations or vote on the matter giving rise to the conflict of interest. A copy of the disclosure statement shall be reviewed by the Governance Committee.

Article VIII: Liability and Indemnification of Officers and Directors

In any proceeding brought by or in right-of the Organization or brought by or on behalf of members of the Organization, no Board members of the Organization shall be liable for monetary damages except in respect of willful misconduct or knowing violation of criminal law by that member. The Association shall indemnify its Board members to the full extent allowed by law.

Article IX: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the DIG organization and meetings in all cases to which they are applicable and in which they are inconsistent with the Articles of Incorporation, Preamble, Vision, and Mission Statements, these Bylaws, and any special rules of order that DIG may adopt.

Article X: Amendments and Petitions

Section 1: Articles of Incorporation

Proposals to amend the Articles of Incorporation may be made by a two-thirds (2/3) vote of the Board of Directors. Such proposals shall be published in a DIG publication at least four (4) months prior to a general membership meeting. Publication shall include appropriate discussion, rationale, and recommendations from the Bylaws Committee. The Articles of Incorporation may be amended at any general membership meeting of DIG by two-thirds (2/3) of general members vote.

Section 2: Bylaws

Proposals to amend these Bylaws may be made by five (5) general members by submitting the proposals in writing to the Bylaws Committee. Proposals for amendments may also be made by a majority vote of the Board of Directors. Such proposals shall be published in a DIG publication at least two (2) months prior to a general membership meeting. Publication shall include appropriate discussion, rationale, and recommendations from the Bylaws Committee. The Bylaws may be amended at any general membership meeting of DIG by two-thirds (2/3) of general members vote.

Section 3: Preamble, Vision, and Mission Statements

Proposals to amend the Preamble, Vision, and Mission Statements may be made by five (5) general members by submitting the proposals in writing to the Bylaws Committee. Proposals for amendments may also be made by a majority vote of the Board of Directors. Such proposals shall be published in a DIG publication at least two (2) months prior to the Annual meeting. Publication shall include appropriate discussion, rationale, and recommendation from the Bylaws committee. The Preamble, Vision and Mission Statements may be amended at any Annual meeting of DIG by a majority vote of the general members.

Section 4: Standing Rules

Standing Rules may be amended by a majority vote of the Board of Directors.

Section 5: Membership Proposals

Proposals to change the decisions, policies, or procedures of the Board of Directors shall be made to in writing and signed by at least fifteen (15) general members. Such proposals, unless acceptable to the Board of Directors or withdrawn within thirty (30) days, shall be published with discussion and a ballot at the next general membership meeting.

Article XI: Non-Discrimination Policy

The policies of the Organization shall not reflect any political partisanship, nor any preference, discrimination, or limitation based upon race, creed, color, national origin, ancestry, age, gender, sexual orientation, religious beliefs, disability, or marital or veteran status.

Article XII: Dissolution

Upon dissolution of the DIG, Inc., the Board of Directors shall, after paying or making provision for payment of all liabilities of the DIG, Inc., distribute all of the assets of the DIG to such organization or organizations, organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an organization or organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.