

**NATIONAL COUNCIL OF HISPANO DEAF AND
HARD OF HEARING
FRAY PEDRO PONCE DE LEON**

January 22, 2005

BYLAWS

MISSION STATEMENT

The mission of the National Council of Hispano Deaf and Hard of Hearing is to ensure equal access of the Hispano deaf and hard of hearing community in the areas of social, recreational, cultural, educational, and vocational welfare. To this end, the NCHDHH will maintain a national awareness program to educate the deaf and hard of hearing communities as well as social and educational programs and organizations about the needs and issues facing Hispano persons and work collaboratively with them on amelioration.

GOALS

Goals of the NCHDHH are:

- To support through technical assistance, training, and advocacy the establishment and well-being of affiliated community organizations which are dedicated to eliminating the educational, economic, and social inequalities faced by deaf Hispanos;
- To promote educational, cultural, economic, and social opportunities for deaf Hispanos;
- To advocate for public policy necessary to achieve equity, justice, and parity for deaf Hispanos through research, advocacy, and public education;
- To educate the mass media, educational institutions, and the general public on the issues and concerns faced by the deaf Hispano community;
- To serve as a catalytic agent for positive change by providing leadership and/or establishing special projects, organizations, etc., designed to meet the special needs of the deaf Hispano community within or outside of the U.S.;
- To create and maintain a database of deaf Hispanos from throughout the U.S. who can serve as mentors, speakers, and advocates, and also as a source of information for companies/educational institutions seeking deaf Hispano employees.

ARTICLE I – NAME

The name of this organization shall be the National Hispano Council of the Deaf and Hard of Hearing – Fray Pedro Ponce de Leon.

ARTICLE II – BOARD OF DIRECTORS

Section 2.1 The property, affairs, and business of the corporation shall be managed by the Board of Directors composed of not less than seven (7) members each serving two year terms. (Some terms can be staggered.)

Section 2.2 A majority of the board shall be deaf/hard of hearing and of Hispano descent.

Section 2.3 Members of the Board of Directors shall be the President, Vice President, Secretary, Treasurer, two Directors at Large, and Chapter Presidents.

Section 2.4 The Executive Director of NCHDHH shall serve on the board as an ex-officio member.

Section 2.5 Board members shall be responsible for (a) creating and revising policies; (b) formulating guidelines and objectives for the organization, (c) developing goals and policies regarding services to the Hispano deaf and hard of hearing population, (d) enhancing community visibility of NCHDHH programs.

Section 2.6 Meetings of the Board of Directors shall be held at least twice a year. Special meetings may be called by the President or by a majority of the board members. The President may call for a vote of the Board by mail and such votes shall be considered an official vote of the board. The proxies shall be sealed prior to sending them to the board members for their vote. Conference calls, electronic meetings of the Board are acceptable.

ARTICLE III – EXECUTIVE DIRECTOR

Section 3.1 The Board of Directors shall elect and determine the conditions, remuneration and other expenses of employment of the Executive Director. The Executive Director shall report to the President and shall be responsible to the Board of Directors for the satisfactory performance of the duties of that position.

Section 3.2 The Treasurer shall make detailed reports on the income and disbursement of funds for the organization and other projects under the Executive Director's control.

Section 3.3 The President shall be responsible for evaluating the performance of the Executive Director on an annual basis. Results of the evaluation shall be known to the Board of Directors

Section 3.4 The Board of Directors delegates to the Executive Director the full responsibility for all programmatic aspects of the organization, the receipt and expenditure of funds on programmatic operations; the recruitment, retention, assignment, and dismissal of program personnel; and full authority to carry out the expressed intent of the Articles of Incorporation and bylaws.

Section 3.5 The Board of Directors shall require of the Executive Director, a bi-monthly report on the operating status of all programmatic units, the financial condition of each, employee morale, staff changes, current and proposed developments, and programmatic plans. Too, he/she will plan and carryout an annual audit by an external auditor.

Section 3.6 The Executive Director may be dismissed for demonstrable cause by a two-thirds (2/3) vote of the Board of Directors provided: (a) specific areas of performance deficiency have been brought to the attention of the Executive Director, (b) specific measures of corrective action outlined and requested of the Executive Director, (c) a thirty (30) day period for full compliance of the corrective measures requested, and (d) there is documented evidence of noncompliance at the expiration of that thirty (30) day request.

ARTICLE IV – OFFICERS OF BOARD OF DIRECTORS

Section 4.1 OFFICERS: The Officers of the Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer, and two (2) Directors at Large.

Section 4.2 The Officers of the Board of Directors shall be known as the **Executive Committee** and shall transact any official business necessary between meetings of the board and shall report to the Board of Directors. Action of the Executive Committee shall be ratified by the full board at each following meeting.

Section 4.3 The President:

- **4.3.1** The President shall preside at all Board meetings and shall enforce the provisions, objectives, and purposes thereof;
- **4.3.2** The President shall appoint the standing committees and all other committees not otherwise provided for in the bylaws;
- **4.3.3** The President shall have general supervisory power over the organization and direct the Secretary to call special meetings.
- **4.3.4** The President and Executive Director shall prepare the agenda for all Board meetings.

Section 4.4 The Vice President shall serve in the absence of the President, and shall perform the duties of that office shall a vacancy occur for the remainder of the term.

Section 4.5 The Secretary

- **4.5.1** The Secretary shall keep accurate records of the board meetings and all business transacted;
- **4.5.2** The Secretary shall notify each member of the Board of Directors at least sixty (60) days before the date of the meeting; and shall within thirty (30) days after the

conclusion of each board meeting, send copies of said minutes to each board member, each Chapter secretary, and the editor of the official publication of the NCHDHH;

- **4.5.3** The Secretary shall report to the Board of Directors on the status of active Chapters for the purposes of determining the eligibility of the Chapter Representatives;
- **4.5.4** The Secretary shall make available to members of the NCHDHH, complete copies of the newly revised bylaws prior to the next board meeting;
- **4.5.5** The Secretary and the Executive Director shall be responsible for all valuable papers which are to be kept in safekeeping as determined by the Board of Directors.

Section 4.6 The Treasurer

- **4.6.1** The Treasurer shall receive all monies belonging to the organization.
- **4.6.2** All disbursements in payment of authorized debts of the organization shall be made by check, signed by the Treasurer and countersigned by either the President or the Secretary within twenty (20) days of receipt of the bill or voucher.
- **4.6.3** The Treasurer shall deposit all monies belonging to NCHDHH in established and recognized financial institutions as the Board of Directors may determine;
- **4.6.4** The Treasurer shall keep a file showing the names of the members, their addresses, and data of admittance;
- **4.6.5** The Treasurer shall be bonded;
- **4.6.6** The Treasurer shall present and distribute financial status reports to members of the Board of Directors and shall serve as Chairperson of the Finance Committee;
- **4.6.7** Ensure the completion of all income tax returns.

ARTICLE V – COMPENSATION AND EXPENSES

Section 5.1 The Officers and members of the Board of Directors shall serve without compensation.

Section 5.2 All expenses incurred by the officers and members of the Board of Directors to perform their duties shall be paid by NCHDHH as general obligations to the organization. Advanced approval is required.

ARTICLE VI – COMMITTEES

Section 6.1 Chairpersons of each committee shall be named by the President of the Board of Directors. Each Committee Chairperson shall select members of his/her committee. Committee membership is open to current NCHDHH members only and each committee shall have not less than three (3) and not more than seven (7) members.

ARTICLE VII – DISSOLUTION OF BOARD MEMBERSHIP

Section 7.1 A member who misses three (3) consecutive or four (4) out of six (6) board or executive committee meeting forfeits board membership pending petition to remain on his/her Board with valid reason for absences. The procedure for handling petitions is as follows:

- **7.1.1** The President, with consent of the Board can determine on-going or termination of board members.

ARTICLE VIII – AMENDEMENTS TO BYLAWS

Proposed amendments to these bylaws shall be presented by the President of the Governance Committee at least thirty (30) days before the next board meeting at which they will be considered. The President of the Committee shall read the proposed amendments at the meeting and present the committee's recommendations regarding them. A two-thirds (2/3) vote of the members presented shall be necessary for ratification of each proposed amendment.

ARTICLE IX – FINAL AUTHORITY

Except as otherwise provided in these bylaws, a majority vote of the Board of Directors shall constitute the final authority as to any matters brought before the Nation Council of Hispano Deaf and Hard of Hearing.

ARTICLE X – CONFLICT OF INTEREST

The Board of Directors will develop a conflict of interest policy which shall be given to all staff and committee members. Basically, the policy will not permit family members to: serve on the Board; have monetary interest in any project considered by the Board; work in the direct line of supervision of a family member.

ARTICLE XI – AFFILIATES

Section 11.1 AFFILIATION: Subject to approval by the Board of Directors, affiliation to NCHDHH shall be open to community or educational organizations whose purpose is compatible with the NCHDHH.

ARTICLE XII – MISCELLANEOUS

Section 12.1 Robert's Rules of Orders, Revised, shall be parliamentary authority for the conduct of meetings when in conflict with these bylaws.

Section 12.2 Quorums for all Board meetings shall be fifty-one percent (51%) of the members present. Based on attendance experience, the Board can change the percentage.

Section 12.3 The Board of Directors shall be required to purchase and maintain at all times a policy or bond to safeguard the assets of the organization against liability occasioned by the acts and omissions of members.

Section 12.4 The NCHDHH shall initially hold annual conferences. The time and place shall be determined by the NCHDHH Board of Directors and shall be published in every issue of the official NCHDHH publication. Regional conferences will also be planned.

ARTICLE XIII – CHAPTERS

Section 13.1 Members or prospective members of the NCHDHH may petition to the President of the NCHDHH Board of Directors to organize and conduct a Chapter in the city, town, or district in which the petitioners live. The objective of the Chapters shall be primarily to aid NCHDHH in its nationwide projects; secondarily, to enlarge their membership and further local projects.

Section 13.2 The NCHDHH encourages member and prospective members to organize and establish chapters whose objective shall be to primarily support the work of the national organization.

ARTICLE XIV – INCORPORATION DISSOLUTION

The National Council of Hispano Deaf and Hard of hearing is incorporated in the state of New Mexico. The NCHDHH abides by the ARTICLES OF INCORPORATION, REQUIREMENTS FOR INCORPORATING A NEW MEXICO NONPROFIT CORPORATION (53-8-3070 to 58-8-33, NMSA 1978) and follows the statutes under 53-8-1 to 53-8-99, NMSA 1978.

Signed copies of the NCHDHH bylaws have been presented to the NM Public Regulations Commission and are maintained by the President.

The President will be responsible for keeping the corporations solvent and current.