Washington State Association of the Deaf
Bylaws 2025

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Title I. Membership

Article 1. Definitions

Deaf are individuals who are Deaf, Hard of Hearing, Deaf Blind, or Late-Deafened.

Article 2. Name

The name of this organization shall be the Washington State Association of the Deaf. The Washington State Association of the Deaf shall be known in the alternative as WSAD or as the Association.

Article 3. Membership

Section 1. Active Membership

Any deaf person residing in the State of Washington may become an active member of this Association after an annual payment of dues. Active members may vote and hold office.

Section 2. Associate Membership

a. Any deaf person who does not reside in the State of Washington or hearing person may become an Associate Member of this Association after an annual payment of dues.

b. Associate members shall be exempted from voting, holding office, the position of the National Association of the Deaf ("NAD") Delegate, and member-at-large or trustee.

Section 3. Honorary Lifetime Membership

a. Any Active member who had been nominated and elected by three-fourths (3/4) of the board for their lifetime duty and service to further the spirit, beliefs, functions, and principles of WSAD.

b. A Honorary Lifetime Member has all the benefits of an Active Membership is exempt from membership dues for the rest of his or her natural life.

Section 4. Student Membership

A 12-month membership shall be given to a deaf student graduating with a high school diploma, a vocational school diploma, a modified diploma, or from the Washington School for the Deaf.

Section 5. Past President

a. The past president who is living and who has maintained continuous membership in WSAD since then, shall be named Past President.

b. The past president shall have right to sit in all WSAD board and committee meetings and have a voice but no voting rights in these meetings.

c. The past president shall be acknowledged at all WSAD meetings and events.

Article 4. Membership Dues

Section 1. Dues

a. Annual membership dues begins January 1 and ends December 31 of the same calendar year.

b. Membership dues paid during conventions and special meetings are effective on the following January of next year.

Section 2. Dues changes

a. Annual membership dues are set in the amount as determined by the approval of active members in conference.

b. In the event the annual membership dues are not determined and approved by the members in conference, the Board is empowered to determine and approve annual dues by a majority vote.

Title II. Governance

Article 1. Administration.

Section 1. The Governing Body

The Board is the governing body of WSAD. It determines the policies of WSAD and approves its budget each biennium. The Board possesses all power and discretion on all matters concerning the WSAD. The Board may delegate the exercise of its authority but that does not constitute a transfer of it. The Board's authority is retained and may be exercised at any time upon a majority vote of the Board.

Section 2. Officers

The WSAD officers shall consist of a President, a vice president, a secretary and a treasurer.

Section 3. Executive Board

The Executive Board shall consist of the President, the vice president, the secretary, and the treasurer.

Section 4. Members at Large

There shall be four (4) members-at-large.

Section 5. WSAD Board

The WSAD Board shall consist of the Executive Board and the members-at-large. This shall be known as the WSAD Board, or in the alternative, the Board or the Association.

Article 2. Endowment Fund Trustees Structure

Section 1. Trustees

The Trustees have the duty to manage the Endowment Fund. There shall be five (5) Trustees, one of whom shall be the President's designated representative trustee. One Trustee shall be elected at each conference held during the odd year biennially to replace one of the four elected trustees whose term has expired. Each Trustee shall serve for a term of eight (8) years. The President's designated representative trustee, and the four trustees shall have voting powers regarding endowment fund matters.

Section 2. President’s designated representative trustee

a. The President may appoint at any time their designated representative trustee who is neither a WSAD officer nor a Board member.

b. The President’s designated representative trustee shall be vetted for and be qualified for the understanding and the knowledge of the basic fundamental principles of stock market and mutual fund investing, risk-taking factors and the appreciation of such.

c. The President’s designated representative trustee shall be vetted and approved by the Board and the Trustees.

Section 3. Trustee Qualification

Each Trustee shall be vetted for and qualify for the understanding and the knowledge of the basic fundamental principles of stock market, mutual fund investing, risk-taking factors and the appreciation of such. Each trustee, other than the President’s designated representative, shall be elected by the active members at the Conference.

Section 4: Custodian and Assistant Custodian

The Trustees shall elect from among themselves a Custodian and Assistant Custodian. It shall be the duty of the Custodian to call each meeting of the Trustees and to preside at such meetings. The Assistant Custodian shall keep an official record of the proceedings.

Section 5: Trustee Quorum

A full quorum shall be necessary for the election of the Custodian and Assistant Custodian, and an eighty (80) percent quorum shall be required for the transaction of all business of the Trustees.

Section 6: Trustee Meetings:

The Trustees' meetings shall be held on an on-call basis between conferences as scheduled by the Custodian. The Trustees shall have charge of the investment of monies belonging to the Endowment Fund and shall have power to direct the Custodian to purchase, manage, or sell properties, invest in securities, or switch from one security to another as they see financially appropriate.

Section 7: Endowment Reports:

The Custodian shall complete an Endowment report ending December 31 to be timely submitted to the Treasurer for incorporation into the financial report. The annual report shall be audited by two (2) members no later after March 15th. The formal report shall be readily available for the board, conference and members.

Section 8: Informal Custodian Reports:

The Custodian shall also be prepared to informally give any latest monthly brokerage statement of this Fund at any executive committee or board meetings.

Section 9: Fiscal Custodian Reports:

The Custodian in coordination with the Treasurer shall also maintain financial information on a fiscal year basis for preparation of the Association’s federal tax return.

Section 10: Trustee Voting

The Trustees of the Endowment Fund shall have power to vote by an appropriate rapid communication method including but not limited to, postal mail, email, TTY, facsimile or website communications where a record is made of the communications and a record is made of the voting on any matter pertaining to investments when it is not feasible for the trustees to have meetings for the transaction of business. A copy of all communications and voting records made shall be given to the Secretary and entered into the Board minutes.

Article 3. NAD Delegates

Section 1. The President shall be the NAD delegate. In the event the President cannot become the NAD delegate, the NAD Delegate shall be selected by majority vote of the Executive Board.

Section 2. The Board shall select, vet, and approve by a majority vote from among the active members as a NAD delegate representing WSAD at the biennial NAD conference and Region IV meetings.

Section 3. The number of NAD delegates shall be determined according to NAD quota allotment.

Section 4. The NAD Delegate and/or the alternate shall represent the best interests of the WSAD and carry out the instructions from the Board at NAD and NAD Region IV Conferences. The delegate(s) shall submit written reports to the Board no later than thirty (30) days after both conferences who in turn shall submit the same to the members.

Article 4. Elections

Section 1. Officers

Each Board officer be elected by ballot from the active membership at the conference and shall begin their official duties (or terms) for two consecutive years or until their successors are elected.

Section 2. Members-At-Large

Each member-at-large shall be elected by ballot from the active membership at the conference and shall begin their official duties (or terms) for two years or until their successors are elected.

Section 3. Candidacy qualifications

a. Board Qualification

All officers, members-at-large and Trustees are WSAD active members for the past 18 consecutive calendar months and had attended at least three meetings within the past 24 consecutive months.

Section 4. Appearance

Every candidate for office, member-at-large, or trustee shall be present during the election and has been an active member of WSAD for a minimum of 18 consecutive months before the election.

Section 5. Proxy

a. A proxy vote of an absent member shall be disqualified.

b. There shall not be any proxy nor any slate voting of two or more elective candidates.

Section 6. Terms of service

a. General.

All officer positions, members-at-large, and trustees begins their term beginning on January 1 of the next year following their year of election and ends on December 31 of the last year of their term.

b. Terms of Office

a. The President, the vice-president, the Treasurer, four members-at-large and the Secretary shall be elected on odd numbered years and serve for a term of two years.

c. Terms of Members-at-Large

a. The members-at-large shall be elected on odd numbered years and serve for a term of two years.

d. Terms of Trustee

There shall be five (5) Trustees, one of whom shall be the President’s designated representative trustee.

1. A Trustee shall be elected at each conference held either the odd or even years annually or biennially to replace one of the four elected trustees whose term has expired.

2. Each Trustee shall serve for a term of eight (8) years. The President's designated representative, and the four trustees shall have voting powers regarding endowment fund matters. The Trustees have the duty to manage the Endownment Fund.

Article 5. Return of WSAD Property.

Upon leaving office or committee, each board member and committee member shall turn over all records, books, computers/laptops, digitial information, debit & credit cards, grograms, accounts, passwords, keys, and papers in good order to the successor within thirty (30) days of leaving their office or committee.

Article 6. Oath of Office

Section 1: The following Oath of Office shall be administered to the incoming officers, members-at-large, and trustees.

Section 2: The Oath of Office is as follows:

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I solemnly shall promise to observe the Articles of Incorporation and the Bylaws of this Association and perform the duties of my office to the best of my knowledge and ability."

Article 7. Proxy or slate voting

There shall be no proxy or slate voting of two or more election candidates. A proxy vote of an absent member shall not be counted.

Article 8. Prohibitions

Section 1. Employees

Any paid employee or employees under contract of or with WSAD are not eligible to hold any WSAD elected office or a member-at-large or a Trustee.

Section 2. Loans

The Board shall not make any financial loans or collateral with other members of the Board, its members, its employees, individuals, or to any other organization.

Section 3. Conflict of Interest

An officer, member-at-large, NAD delegate, trustee, employee, an active member, or that person's relative, spouse, partner, or business associate shall not:

a. stand to gain a financial benefit from an action WSAD takes or a transaction into which WSAD enters; or

b. have another interest that impairs, or could be seen to impair, the independence or objectivity of the officer, member-at-large, NAD delegate, trustee, employee, or active member in discharging their duties to WSAD.

Title III. Administration

Article 1. Funds

Section 1. Fund Management

The Association shall maintain two funds, the General Fund and the Endowment Fund. The Board shall maintain the General Fund and the Trustees shall maintain the Endowment Fund.

Section 2. Fiscal Year

January 1st to December 31st shall be the fiscal year for the General and Endowment Funds.

Section 3. General Fund

The General Fund shall be primarily used for general expenditures within the approved budget authorized by the general membership of the Association at a conference.

Section 4. Endowment Fund

a. The Endowment Fund is held in trust and shall be managed by the Trustees for the purpose of accumulating sufficient funds for:

1. Expenses related to the establishment of a residential facility for elderly deaf persons;

2. Any expenditure to safeguard the rights and interests of deaf citizens in the State of Washington;

3. All monies withdrawn or transferred from the Endowment Fund shall be used to benefit and further the Association;

4. The Endowment Fund shall not be used for any loan purpose.

b. Endowment Fund Withdrawals and Transfers

No withdrawals or transfers of monies shall be made from the principal funds of the Endowment Fund without a minimum four/fifths (4/5) affirmative vote by the active membership of the Association at a conference. These restrictions refer to either withdrawals or transfers out of the endowment fund, and are in no way intended to restrict the Trustees management and investment of these assets with the fund itself.

c. Endowment Fund Withdrawal of Interest Earned

As so long as the withdrawal does not violate the terms of any donation/bequest, up to thirty percent (30%) of the total amount of interest, cash dividends, and capital gain distributions (not capital gains from investment sales) accumulated in the Endowment Fund during the preceding fiscal year may be transferred to the General Fund upon President's request.

Article 2. Liability Indemnification

Section 1. Indemnification

To the fullest extent permitted by law, WSAD shall indemnify its Board, and may indemnify employees and other persons described in Revised Code of Washington (RCW) 23B.08.500 through 23B.08.600, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of WSAD, by reason of the fact that the person is or was a person described in that section. "Expenses," used in the bylaws, shall have the same meaning as that section of the RCW 23B.08.500 through 23B.08.600.

Section 2. Insurance

a. By the action of the board, in spite of any interest of the directors in such action, WSAD may, subject to Section 1 of this Article, purchase and maintain insurance, in such amounts and such periods of time as the Board may deem appropriate, on behalf of any person indemnified against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent or director of WSAD, whether or not WSAD would have the power to indemnify him or her against such liability under provisions of the law.

b. The corporation may also purchase and maintain insurance, in such amounts and periods of time the board may deem appropriate, to insure the corporation against any liability, including without limitation, any liability for the indemnifications provided for in this Article.

Section 3. Contracts and Agreements

WSAD shall require a provision or clause within the agreement or a contract made with the contractor (the indemnitor) that the contractor indemnify WSAD (the indemnitee) from third party claims.

Article 3. Committees

Section 1: Committees:

The President may create any new standing or ad hoc committee with the approval of the Executive Board deemed necessary to carry out the policies, procedures, and programs of the WSAD. The powers, duties and responsibilities will be explicitly defined, and the committee shall confine their activity to those duties. The Board will select, vet and approve the committee members. The appointed members of a committee shall elect their own chair from among their committee members.

Section 2: Indebtedness:

Any committee shall not incur any indebtedness, or to obligate WSAD for any expenditures or to make any expenditures unless officially authorized by the Executive Board.

Section 3: Reports:

The chair of each committee will present to the Executive Board a written report before the general meeting of the committee's activities. In the event the chair is unable to attend a general meeting, the chair shall appoint his or her substitute to present the committee report describing the committee's activity.

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Section 4: Nominating Committee

The President shall appoint active members to serve on the election nominating committee responsible for reviewing and verifying candidates' qualifications from the active members.

Article 4. Conferences and Meetings

Section 1. Frequency.

A conference of WSAD members and the Board shall meet once every year for elections, to change information, or for any purpose authorized by the Board. The date, time, and location of a conference shall be determined by the Board.

Section 2. Agenda

The order of business for any general or conference meeting shall be as follows:

Call to order
Roll Call/Decide if quorum is met
Reading of minutes from the previous meeting
Approval of bylaw amendments
Officers' reports
a. President
b. Vice President
c. Secretary
d. Treasurer's Report
e. Members-at-Large Report
f. Endowment Fund Custodian Report
g. Standing and ad hoc committees' reports

Unfinished business
New business
Election and installment of new officers
Announcement
Adjournment

Section 3. Proxy

A proxy vote of an absent member on any motion or a debate shall be disqualified.

Article 5. Special Meetings

Section 1: A special meeting may be called:

a) by the President;

b) by a majority of the Executive Board; or

c) by any officer who has received the written request of 10 or more active member signatures or whose signatures are verified by at least 2 Executive Board members.

Section 2: Special Meeting Notice

The general notice of the business to be transacted at the Special Meeting shall be specific in the notice.

Section 3: Special Meeting Agenda

The notice of the special meeting and its specific agenda thereof shall be mailed or e-mailed at least 15 days before the date of the special meeting to all active members.

Section 4: Special Meeting Quorum

The quorum of the special meeting shall consist of 15 or more active members entitled to vote at the meeting.

Article 6. Quorum

Section 1: At least fifty percent (50%) of the Executive Board present shall constitute a quorum at any Executive Board meeting;

Section 2: Active members who are present at any meeting exceeding the ten percent (10%) minimum of the total WSAD active membership shall constitute a quorum.

Section 3: No business shall be officially transacted without the presence of a quorum. Meetings that does not meet the quorum requirement shall be limited to giving reports only, and cannot authorize any motions nor approve any actions.

Article 7. Bylaw Amendments

Section 1: Proposed amendments to the bylaws shall be submitted to the Board.

a. Any active member may submit proposed bylaw amendments to the Board up to 90 days before the date of the conference.

b. The Board may establish a Bylaws committee at any time according to the Title III, Article 3, Section 1 bylaws to review the submitted proposed bylaw amendments.

c. The Bylaws Committee, if created, shall review and report back the proposed bylaw amendments to the Board 60 days before the date of the Conference for the Board’s review.

d. The Board shall review the proposed bylaw amendments, determine and report whether the proposed bylaw amendments are recommended or not recommended 30 days before the date of the conference.

Section 2: The proposed amendments shall be delivered by appropriate methods to the active members thirty (30) days before the conference.

Section 3: The proposed bylaws amendments shall be accepted by two-thirds (2/3) vote of the active members at the conference. The approved bylaw amendments shall become effective after the adjournment of the conference.

Article 8. Parliamentary Authority

Section 1: Unless otherwise provided for in these bylaws, the latest edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the WSAD.

Section 2: There shall be a provenance, or a permanent history of bylaw changes made and listed at the end of the bylaws.

Section 3. There shall be a provenance, or a permanent history of policy and procedure handbook changes made and listed at the end of the policy and procedure handbook.

Article 9. Dissolution

Section 1: Dissolution:

In the event WSAD is dissolved by majority vote of formal action by the members present, provided that all remaining members had been first notified 45 days before the dissolution action date, and a follow-up notification 15 days before the dissolution action date.

Section 2: Assets:

In the event of dissolution, the remaining WSAD assets shall be used to

a) pay for or to provide for the debts and obligations of WSAD and

b) the remainder of the assets shall be set over with a provision requirement the remaining assets and monies shall go to an established 501(c)(3) nonprofit Washington state deaf association upon request and review:

1). With an established 501(c)(3) nonprofit Washington state deaf organization consist of a majority of deaf officers

Section 3. Notice:

The Washington Secretary of State and the Internal Revenue Service shall be notified of the dissolution along with required financial documents.

Title IV. Policy and Procedures Manual

See WSAD Policy and Procedure Manual under separate cover.

Provenance History of Bylaw Revisions

2025 - Approved October 18, 2025 by members, Tacoma, WA
2024 - Approved November 16, 2024 by members, Vancouver, WA
2022 - Approved October 5, 2022 by the Board
2019 - Revised; Approved October 2015 by the Board
2015 - Revised; Approved October 11, 2015 by the Board
2009 - Revised; Approved August 8, 2009 by members at 49th Biennial Conference, Vancouver, WA
2007 - Approved by members 6/2007
2005 - Approved by members
2003 - Approved by members
1999 - Approved by members
1997 - Approved by members
1989 - Approved
1989 - Approved
1988 - Approved
1967 - Approved
1947 - Approved
1925 - Approved by members