IDAHO ASSOCIATION OF THE DEAF, INCORPORATED (IAD) CONSTITUTION AND BYLAWS

(Organized 1932, Incorporated 1967) (As Updated August 2017)

1. **NAME**

- 2. The name of the association shall be-
- 3. IDAHO ASSOCIATION OF THE DEAF, INCORPORATED (IAD).

4. OBJECTIVES

- 5. The objectives of the IAD shall be-
- a) To unite, in one harmonious organization, any Deaf and hard of hearing Idahoanswho shows an interest in the welfare of the Deaf and hard of hearing.
- 8. b) To promote and protect the education, economic, social, welfare, and citizenship 9. rights of any Deaf and hard of hearing citizen of Idaho.
- 10. c) To affiliate with the National Association of the Deaf (NAD) and to support 11. its objectives and bylaws.

12. **INCORPORATION**

- 13. This association, in accordance with the provisions of Section 30.603 and
- 14. 30.604 Idaho Code, is granted authority to exercise as a non-profit
- 15. corporation chartered by the State of Idaho; it shall follow the procedures set
- 16. forth for corporate organizations subject to existing laws.

17. AMENDMENTS

- 18. The bylaws may be amended by at least a two-third (2/3) majority vote of the
- 19. members with voting privileges at the IAD Biennial Convention.

20. PARLIAMENTARY RULES

- 21. Parliamentary authority of the IAD in all matters not otherwise provided for,
- 22. shall utilize "The Basics of Parliamentary Procedures," by Gerald "Bummy"
- 23. Bernstein, latest revision and/or Robert's Rule of Order, latest edition.

24. **DISSOLUTION**

- 25. a) The IAD may be dissolved only by at least a three-fourth (3/4) majority vote of the members with voting privileges at the IAD Biennial Convention.
- 27. b) If it should be voted to dissolve, the selected trustees shall place all funds
- and assets in the "best" bank and only the interest may be used to further the well being of the Deaf and hard of hearing in the state of Idaho.
- 30. c) The trustees of the funds will have the power on what to do with the interest.
- 31. d) The trustees will be three (3) board members--president, secretary and 32. treasurer.
- 33. e) If there need to be a replacement for any trustee, the two remaining trustees shall appoint any regular member to fill in the position.
- 35. f) The trust (funds and assets) account shall be returned in the event the IAD 36. is reactivated.

BYLAWS ARTICLE I - OFFICERS AND THEIR DUTIES

37. SECTION 1.1 - OFFICERS

- 38. The officers of the IAD shall be:
- 39. a) President
- 40. b) Vice President
- 41. d) Secretary
- 42. e) Treasurer
 - f) Assistant Treasurer
 - g) Auditor (non-voting)

43.

44. SECTION 1.2 - DUTIES OF THE PRESIDENT

- 45. It shall be the duties of the President to:
- 46. a) Preside over all IAD Biennial Convention meetings and all meetings of 47. the Board of Directors.
- 48. b) Appoint committee chairperson, when needed, with board approval.
- 49. c) Sign all orders of the Treasurer.
- 50. d) Prepare, with the Secretary, the agenda for the business session of the51. IAD Biennial Convention and the board meetings.
- e) Appoint a sergeant-at-arms and a parliamentarian at all business sessions ineach of the IAD Biennial Conventions and maintain order among the members.
- 54. f) Serve as an ex-officio member of each committee.
- 55. g) Be automatically a member of the trustees of funds with the Treasurer and the Secretary, in case of dissolution.
- 57. h) Be automatically one of the NAD delegates.
- 58. i) With Board approval, appoint up to four members-at-large.

59. **SECTION 1.3 - DUTIES OF VICE PRESIDENT**

- 60. It shall be the duties of the Vice President to:
- 61. a) Preside in the absence of the President.
- 62. b) Be a chairperson of the IAD Constitution and Bylaws committee.
- 63. c) Have a copy of the IAD Constitution and Bylaws on hand at all time.
- 64. d) Have a copy of "The Basics in Parliamentary Procedures," by Gerald
 65. "Bummy" Bernstein, latest revision and/or Robert's Rule of Order, latest
 66. edition.
- e) Be responsible to post a copy of the IAD Constitution and Bylaws during
 each IAD Biennial Convention and to distribute copies to any member who
 requests one.
- 70. f) Oversees preparations for the next scheduled IAD Biennial Convention.
- 71. g) Work with IAD Newsletter Editor and Secretary to mail out notifications stating the date and site of the coming IAD biennial convention.
- 73. h) Obtain and refer to convention guidelines when planning the conference
 - i) Ensure the treasurer submits all financial reports for each event in a timely manner.
 - j)Communicate with all committee chairs when events are hosted.
 - 1.Ensure that committee chairs/members are performing the tasks as

requested/expected

2.Ensure that committee chairs/members are adequately prepared for the event

74. SECTION 1.4 - DUTIES OF THE SECRETARY

- 75. It shall be the duties of the Secretary to:
- 76. a) Keep minutes of all board meetings and have minutes of the convention77. reproduced and distributed to all members at the IAD Biennial Convention.
- 78. b) Have the minutes of the board meeting distributed to the Board members 79. within thirty (30) days after each board meeting and after each IAD Biennial 80. Convention.
- 81. c) Collect necrology information to be put in web page.
- 82. d) Receive and file all records and communications.
- 83. e) Assist the President in preparing the agenda for any business meeting.
- 84. f) Inform the board members as to the time and location of each board 85. meeting.
- 86. g) Be automatically a member of the trustees of funds with the President and Treasurer, in case of dissolution.
- 88. h) Have on hand a copy of the packet of all the important papers-
- 89. 1) provisions of Section Certificate of 30.603 and 30.604 Idaho Code,
- 90. 2) Certificate of Incorporation,
- 91. 3) Idaho Non-Profit Corp. Act. And 501(c)3 Non-profit status,
- 92. 4) Employer Identification Number (EIN).
- 93. i) The original packet of important papers shall be kept in the IAD home
 94. office. Each folder with each important paper shall have instructions on
 95. what to do with each important paper.
- 96. j) Keep the IAD directory current.

97.

98. **SECTION 1.5 - DUTIES OF THE TREASURER**

- 99. It shall be the duties of the Treasurer to:
- 100. a) Take charge of all funds (checking account, saving account, Certificate of101. Deposits), and be aware of the La Pearl McPherson Scholastic Award Fund.
- 102. b) Be automatically a trustee of the funds with the President and the
- 103. Secretary, in case of dissolution.
- 104. c) Have the treasurer's report reproduced and distributed to the members
- 105. at every IAD Biennial Convention and for each board member at every
- 106. board meeting.
- 107. d) Be the chairperson of the following committees
- 108. 1) Finance committee
- 111. f) Close the account books within sixty (60) days after the conclusion of the
- 112. IAD Biennial Convention
- 113. g) Be bonded by a bonding corporation with its expense paid by the IAD.
- 114. h) Have a copy of

- 115. 1) Idaho Non-profit Corp Act. And 501 (c)3 Non-profit status,
- 116. 2) Employer Identification Number (EIN),
- 117. 3) Certificate of Incorporation.
- 118. i) Shall send written notification to all members with non-renewed
- 119. membership within sixty (60) days at the conclusion of the most recent IAD
- 120. Biennial Convention...
 - j) Shall turn over to the Auditor for auditing purposes all such books, receipts, and records every six months from the conclusion of a Biennial Convention.
 - k) Shall prepare a financial report for the Board of Directors at least two weeks prior to each meeting of the Board and at least a month prior to the beginning of each Biennial Convention.
 - I)Financial reports must be closed for EACH event within 30 days of the conclusion of the event.

Financial Reports Submitted

Expenditures and Earnings Reported

Receipts documented

Inconsistencies reported to the board

Paypal funds transferred to IAD's bank account

Section 1.5A Duties of the Assistant Treasurer

It shall be the duties of the Assistant Treasurer to:

Chair the IAD membership drive

Collect membership dues

Send written notification to all members with non-renewed membership within sixty (60) days at the conclusion of the most recent biennial convention.

Plan membership drives

Prepare and distribute membership cards to all members

Take on any task as assigned by the Treasurer

Work closely with the treasurer to ensure all funds, accounts, receipts, and budgets are accounted for.

121. SECTION 1.6 - DUTIES OF THE AUDITOR

- 122. It shall be the duties of the Auditor to:
- 123. a) Certify to the correctness of the Treasurer's report at least every six (6)
- months and before and after the IAD Biennial Convention.
- 125. b) Shall not be a member of the Board of Directors.
- 126. c) Shall audit the IAD Biennial Convention treasurer's report.
- 127. d) Shall continue this office until sixty (60) days after the conclusion of the IAD
- 128. Biennial Convention.
- 129. e) Shall be a member of the Finance Committee.
- 130. SECTION 1.7 DUTIES OF THE IMMEDIATE PAST PRESIDENT

- 131. It shall be the duties of the Immediate Past President to:
- 132. a) Serve and act as a consultant to the newly elected President's first term
- 133. of office.
- 134. b) Serve as a member of the Board of Directors, with full privileges.
- 135. c) After one term, this office will be automatically dissolved.
- 136. SECTION 1.8 DUTIES OF THE IAD PRESIDENT EMERITUS
- 137. It shall be the duties of the IAD President Emeritus to:
- 138. a) Serve and act as a consultant at all times.
- 139. b) To enjoy this honorary position for life.
- 140. c) Shall receive free combo tickets to all IAD Biennial Conventions
- 141. d) Upon the passage of the current President Emeritus, the selection shall be
- made by the members at large during the next biennial convention. A list of
- 143. former Presidents who maintains continuous membership in IAD shall be
- 144. provided.

ARTICLE II - BOARD OF DIRECTORS

145. SECTION 2.1 - MEMBERS OF THE BOARD OF DIRECTORS

- 146. The IAD Board of Directors shall be composed of:
- 147. a) President
- 148. b) Vice President
- 149. c) Secretary
- 150. d) Treasurer
 - e) Assistant Treasurer
- 151. e) Immediate Past President, when applicable
- 152. g) Member-At-Large (up to four)
- 153. f) Second NAD delegate, when applicable

154. SECTION 2.2 - MEETINGS OF THE BOARD OF DIRECTORS

- 155. a)The Board of Directors shall meet at least eight (8) times and as deemed
- 156. necessary during the IAD biennial period to perform its duties under the bylaws. b)the board may discuss and vote on issues online.
 - 1.All motions, votes, and results shall be documented in the minutes of the following board of directors' meeting.

157. SECTION 2.3 - DUTIES OF THE BOARD OF DIRECTORS

- 158. It shall be the duties of the Board of Directors to:
- 159. a) Manage the financial and business affairs of the IAD for two (2) years
- 160. after the conclusion of the IAD Biennial Convention.
- 161. b) Carry out the IAD mandates as approved by the members during the last
- 162. IAD Biennial Convention
- 163. c) Promote the interests of the IAD in every way possible.
- 164. d) Determine reimbursement of expenses of officers and of official area
- 165. representatives attending meetings and conferences.
- 166. e) Oversee reports from each officer and each area representative at each
- 167. board meeting.

ARTICLE III - MEMBERSHIP AND DUES

168. SECTION 3.1 - MEMBERSHIP

- 169. Membership is defined as a group of people who join the IAD upon payment
- 170. of their membership dues. The rights and privileges as a member depend on
- 171. what membership status each member has. Members are classified as follows:
- 172. a) Regular
- 173. b) Associate (hearing)
- 174. c) Honorary Regular
- 175. d) Honorary Associate (hearing)
- 176. e) Complementary (ISDB Graduates)

177. SECTION 3.2 - REGULAR MEMBERS

- 178. Any Deaf or hard of hearing person of good character, 18 years of age and
- 179. over, may be admitted to regular membership in the IAD upon payment of
- 180. the membership dues. A regular member with at least two (2) years of
- 181. membership shall have full privileges. A newly admitted member, however,
- 182. shall have only floor privileges at his/her first IAD Biennial Convention. A non-
- 183. resident may be a regular member if he/she so desires to obtain floor or full
- 184. privileges. The non-resident shall not hold any IAD office, unless he/she lives
- 185. within 50 miles outside the state boundary.

186. SECTION 3.3 - ASSOCIATE MEMBERS

- 187. Any hearing person who shows an interest in Deaf and hard of hearing and
- 188. agrees with the objectives of the IAD may be admitted as an Associate
- 189. members in the IAD upon payment of the membership dues. He/she shall
- 190. have only floor privileges.

191. **SECTION 3.4 - HONORARY REGULAR MEMBERS**

- 192. Upon a majority vote of the members with voting rights, Honorary Member
- 193. membership may be given to any Regular member of the IAD who has
- 194. performed exceptional service for the IAD. An Honorary Regular Member
- 195. shall have full privileges. Any Regular Member who reaches the age of 65
- 196. shall automatically be granted Honorary membership status, providing that
- 197. he/she has been an active member in good standing for at least 10 years.
- 198. If the current Superintendent of ISDB is Deaf or hard of hearing, he/she is
- 199. automatically an Honorary Regular Member.

200. **SECTION 3.5 - HONORARY ASSOCIATE MEMBERS**

- 201. Upon a majority vote of the members with voting rights, Honorary Associate
- 202. membership may be given to any Associate Member of the IAD who has
- 203. performed exceptional service for the IAD. An Honorary Associate Member
- 204. shall have floor privileges. If the current Superintendent of the ISDB is hearing,
- 205. he/she is automatically an Honorary Associate Member.
- 206. b) The current leader of the CDHH shall be an honorary member or associate honorary member (depending on if s/he is Deaf or Hearing).
- 207. c) The current leader of the Idaho RID, shall be an honorary member or
- 208. associate honorary member (depending on if s/he is Deaf or Hearing).

209. **SECTION 3.6 - COMPLIMENTARY MEMBERS**

210. a) All Deaf and hard of hearing members of any graduating high school class in the state of Idaho shall each be given complimentary membership cards, which shall entitle them to be considered members with voice privileges at the next scheduled IAD Biennial Convention following their graduation. Cards will be issued by the President and/or Treasurer and/or Assistant Treasurer.

215. **SECTION 3.7 - MEMBERSHIP DUES**

- 216. All due increases shall be proposed by a majority vote at the IAD Biennial
- 217. Convention. Any increase shall be effective at the conclusion of the IAD
- 218. Biennial Convention in which the increase was approved. All dues shall be
- 219. announced and published in the IAD Webpage.

220. SECTION 3.8 - EXEMPTIONS TO PAYMENTS OF MEMBERSHIP DUES

- 221. Any Honorary Regular Member, Honorary Associate Member, and President
- 222. Emeritus shall be exempt from the requirement to pay membership dues. If
- 223. an individual wishes, he/she may voluntarily pay the dues.
- 224. SECTION 3.9 MEMBERSHIP RENEWAL
- 225. Any member who allows his/her membership dues to remain unpaid 60 days
- 226. following the conclusion of the IAD Biennial Convention shall lose all
- 227. privileges. Membership privileges should be maintained and the membership
- 228. in good standing if the requires membership dues are paid within sixty (60)
- 229. days after the conclusion of the IAD Biennial Convention.

230. SECTION 3.10 - MEMBERSHIP SUSPENSION AND EXPULSION

- 231. At the business meeting of the IAD Biennial Convention, any member may
- 232. be suspended or expelled upon a majority vote of the members with voting
- 233. rights. At any other time, a member may be suspended or expelled upon a
- 234. majority vote of the members of the Board of Directors.

235. **SECTION 3.11 - MEMBERSHIP REINSTATEMENT**

- 236. After being suspended or expelled, a member may be reinstated only upon a
- 237. majority vote of the members with voting rights during the business meeting
- 238. of the IAD Biennial Convention.

ARTICLE IV - PRIVILEGES AND RIGHTS

239. SECTION 4.1 - CATEGORIES OF PRIVILEGES

- 240. *Full privileges* are defined as:
- 241. a) having voice privileges
- 242. b) having voting privileges
- 243. c) holding an office
- 244. d) holding a committee chairmanship
- 245. *Floor privileges* are defined as:
- 246. a) having voice privileges
- 247. b) having voting privileges
- 248. **Voice privileges** are defined as:
- 249. a) being allowed to comment on a motion or to express an opinion
- 250. b) shall not have any right to make any motion

ARTICLE V - ELECTIONS, QUALIFICATION, RESIGNATION, AND REMOVAL FROM OFFICE

251. SECTION 5.1 - ELECTIONS

- 252. Officers and NAD Second Delegate shall be elected by secret ballot at each
- 253. of the IAD Biennial Convention by members with voting rights. Those
- 254. elected shall be installed at the conclusion of the election.
- 255. SECTION 5.2 QUALIFICATION
- 256. No member shall be eligible for office unless his/her membership is in good
- 257. standing for at least two (2) years immediately preceding the current IAD
- 258. Biennial Convention. All candidate for an office must live within the state
- 259. boundary of Idaho. Any candidate within 50 miles outside of Idaho
- 260. boundary may also be qualified to be elected an officer.
- 261. SECTION 5.3 MEMBER-AT-LARGE
- 262. Up to four individuals may be appointed "Member-At-Large" by the President,
- 263. with approval of the current IAD Board. Individuals serving as "Member-At-
- 264. Large"must meet the qualifications for office as stated in Section 5.2 of this By-law.

SECTION 5.4- REMOVAL FROM OFFICE

Elected and appointed officers may be removed after a due process hearing for conflict of interest, failure to carry out their duties, for unethical incidents, or failure to attend three consecutive Board meetings without excuse by a two-thirds (2/3) closed ballot vote (conducted during closed session) with a majority of Board of Directors present.

- 265. **OFFICER'S OATH**
- 266. Each officer, at the installation, shall be required to make the following
- 267. affirmation;
- 268. "I DO HEREBY PROMISE ON MY HONOR, THAT I WILL FAITHFULLY
- 269. DISCHARGE THE DUTIES OF MY OFFICE AS (name of office) TO THE
- 270. **BEST OF MY ABILITY.**"
- 271. MEMBER'S OATH
- 272. Each new member shall be required to make the following pledge:
- 273. "I PLEDGE ON MY HONOR, TO OBEY THE BYLAWS OF THIS
- 274. ASSOCIATION, AND TO PROMOTE ITS WELFARE TO THE BEST OF
- 275. **MY ABILITY.**"
- 276. SECTION 5.4 RESIGNATION
- 277. Resignation of any officer shall be submitted in writing to the Presiding Officer
- 278. of the IAD. When a vacancy is created by resignation or otherwise, a regular
- 279. member shall be appointed by the presiding officer with approval of the
- 280. Board, to assume the office until the expiration of the term.

ARTICLE VI- STANDING COMMITTEES

- 281. SECTION 6.1 APPOINTMENT OF COMMITTEE CHAIRPERSON
- 282. The Presiding Officer is empowered to appoint any chairperson of the
- 283. standing committees with the approval of the Board of Directors.
- 284. SECTION 6.2 QUALIFICATIONS OF COMMITTEE CHAIRPERSON
- 285. The chairperson of any committee must have been a member in good
- 286. standing for at least two (2) years preceding the IAD Biennial Convention.
- 287. A member of any IAD committee may include those who are not members of

288. the IAD.

289. **SECTION 6.3 - STANDING COMMITTEES**

- 290. The standing committees are as follows:
- 291. a) Finance Committee
- 292. b) Membership Committee
- 293. c) IAD Youth Leadership Scholarship Committee
- 294. d) La Pearl McPherson Scholastic Award Committee
- 295. e) Constitution and Bylaws Committee
- 296. f) IAD Public Relations Committee
- 297. g) IAD-ISDB Relations Committee
- 298. h) IAD Conference Committee
 - i) IAD Sports Committee
 - i) Deaf Center Committee

299. **SECTION 6.4 - FINANCE COMMITTEE**

- 300. President appoints a chair for this committee, with approval of the board.
- 301. a) Duties will include: fundraising, searching for scholarships and grants, and 302. gathering donations (monetary or materials).
- 303. b) The Finance Committee Chair will appoint at least two people to work with 304. him/her.

305. **SECTION 6.5 - MEMBERSHIP COMMITTEE**

- 306. The Treasurer shall chair this membership committee.
- 307. The duties of this committee shall be to:
- 308. a) Keep a current membership list of IAD and NAD members who are also 309. members of IAD.
- 310. b) Be responsible to coordinate new membership drives.

311. SECTION 6.6 - IAD YOUTH LEADERSHIP SCHOLARSHIP COMMITTEE

- 312. The chairperson of this committee shall be appointed by the Presiding Officer.
- 313. The duties of this committee shall be to:
- 314. a) Select a qualified Deaf or Hard of Hearing student to send to the Youth 315. Leadership Camp (YLC).
- 316.
- b) Ensure that any individual or organization is recognized for their support of 317. IAD's youth program.
- 318. c) Notify student recipient of the award.

319. SECTION 6.7 - LA PEARL MCPHERSON SCHOLASTIC AWARD COMMITTEE

- 320. a) The Secretary is responsible for the La Pearl McPherson Scholastic Award.
- 321. b) The fund shall come from the independent McPherson scholarship fund.
- 322. c) There will be three (3) trustees appointed for this particular fund and they 323. will decide which ISDB graduate will get this award.
- 324. d) To start selection of three trustees—it is necessary to stagger the term of
- 325. each trustee. A member of the IAD Board of Directors will have a two (2)
- 326. year term. A member of the ISDB staff will have a four (4) year term. A
- 327. member of the members at large will have a six (6) year term. Afterwards,
- 328. all the terms will be two (2) years. Each trustee may be re-appointed by 2
- 329. active trustees for another term for that position.

330. SECTION 6.8 - CONSTITUTION AND BYLAWS COMMITTEE

- 331. The Vice President shall be chairperson of this committee. Upon the approval
- 332. by the Board of Directors, all revisions shall be brought before the general
- 333. assembly during the business meeting of the IAD Biennial Convention for a
- vote of approval.

335. SECTION 6.9 - IAD PUBLIC RELATIONS COMMITTEE

- 336. The chairperson of this committee shall be appointed by the Presiding Officer.
- 337. The duties of this committee shall be to:
- 338. a) Develop and create appropriate information and data for distribution to stakeholders via traditional and electronic means.
- 340. b) Develop websites linking with ISDB web page.
- 341. c) Work closely with the ISDB History Museum Curator.
- 342. d) Collect necrology information to be put in web page.
- 343. e) Collect the names of past students who had graduated from ISDB.
- 344. f) Keep the IAD directory current.
- 345. g) Be in charge of digital photos of the IAD Biennial Convention and any IAD 346. sponsored activity.
- 347. h) Acquire approval from ISDB Superintendent and Parents to take digital photo 348. photos on campus and classrooms to be put in the web page.

349. **SECTION 6.10 - ISDB RELATIONS COMMITTEE**

- 350. The chairperson of this committee shall be appointed by the Presiding Officer.
- 351. The duties of this committee shall be to:
- 352. a) Develop a positive relationship between IAD Relations Committee and 353. ISDB administration.
- 354. b) Meet with ISDB administration at least 4 times over two years from 355. conference to conference.
- 356. c) Membership in this committee shall exclude those employed by ISDB.

357. SECTION 6.11 IAD CONFERENCE COMMITTEE

- 358. a) The Vice President shall oversee preparation for the Biennial Convention.
- 359. b) The Vice President shall recommend to the IAD Board for approval an individual or individuals to be conference chairperson(s).
- 361. c) The Convention chairperson(s) shall have a copy of the IAD Convention Guidelines as reference guide in the preparation for the convention.
- 363. d) Duties of members of the convention committee are outlined in the 364. convention guidelines.

Section 6.12: DUTIES OF THE IAD SPORTS COMMITTEE

- a)Responsible for all sporting events hosted/sponsored by IAD
- b)Includes all and any sports that members are interested in

Section 6.13: DUTIES OF THE DEAF CENTER COMMITTEE

Fundraising

Promotions

Grant Work

Research

ARTICLE VII - NAD DELEGATES

- 365. SECTION 7.1 NAD DELEGATES
- 366. The IAD may send as many delegates as allowed by the NAD. The IAD
- 367. President shall automatically be one of the delegates.
- 368. SECTION 7.2 QUALIFICATIONS
- 369. Delegates, who have been elected to represent IAD in the NAD Conference,
- 370. must be a IAD member in good standing for at least two (2) years.
- 371. **SECTION 7.3 REPLACEMENTS**
- 372. In the event that a delegate is unable to represent the IAD to the NAD
- 373. Conference, the Presiding Officer shall appoint one of the members of the
- 374. Board of Directors to replace that person with the approval of the Board.
- 375. SECTION 7.4 REIMBURSEMENT OF THE EXPENSES
- 376. The IAD will reimburse the expenses of NAD fees, airfare, hotel and meals for
- 377. the President as one of the delegates. A grant may have to be obtained to take
- 378. care of the expenses of the other NAD delegates.

ARTICLE VIII - QUORUM AND ORDER OF BUSINESS

- 379. SECTION 8.1 MEMBER MEETINGS
- 380. A majority of the members with full privileges shall constitute a quorum for
- 381. the transaction of business in the IAD Biennial Convention.
- 382. SECTION 8.2 BOARD OF DIRECTORS MEETINGS
- 383. A majority of the members of the Board of Directors shall constitute a
- 384. guorum for the transaction of the board business meetings.
- 385. **SECTION 8.3 ORDER OF BUSINESS (Conference)**
- 386. At all meetings of IAD members, the order of business shall be as follows:
- 387. a) Call to order by the Presiding Officer.
- 388. b) Roll Call of the current paid members by the Treasurer.
- 389. c) Reading and acceptance of the minutes of previous meeting by the
- 390. Secretary.
- 391. d) Communication.
- 392. e) Necrology, since the previous biennial convention.
- 393. f) Reports of the members of the IAD Board.
- 394. g) Reports of the Committee Chairpersons.
- 395. h) Unfinished (old) business.
- 396. i) Admission and swearing in of the new members.
- 397. i) New business.
- 398. k) Selection of next conference site, with the stipulation that Gooding be

- 399. the site every other biennial convention.
- 400. I) Election and swearing in of the officers along with NAD second delegate
- 401. m) Announcements.
- 402. n) Adjournment.

ARTICLE IX - OTHER BUSINESS

403. Section 9.1 - CONFLICT OF INTEREST POLICY

404. The three page Conflicts of Interest Policy is added to the Bylaws per IRS rules. Attachment from IRS: Fixed Text

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

[Hospital Insert - for hospitals that complete Schedule C If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the healthcare system.]

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- **a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- **b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- **c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- **a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- **b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- **c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- **d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- **a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- **b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- **a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- **b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- **a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- **b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- **c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

[Hospital Insert - for hospitals that complete Schedule C

d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- **a.** Has received a copy of the conflicts of interest policy,
- **b.** Has read and understands the policy,
- **c.** Has agreed to comply with the policy, and
- **d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- **a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- **b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The following states have adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161.

IDAHO — except for such private foundations which expressly provide in their governing instruments that the applicable sections of Idaho law do not apply to them.

Adjusted net income includes: gross income from any unrelated trade or business; gross income from functionally related businesses; interest payments received on loans; amounts received or accrued as repayments of amounts taken as qualifying distributions for any tax year; amounts received or accrued from the sale or other disposition of property to the extent acquisition of the property was treated as a qualifying distribution for any tax year; any amounts set aside for a specific project to the extent the full set aside was not necessary for the project; interest on government obligations normally excluded under section 103 of the Code; net short-term capital gains on sale or other disposition of property; and income received from an estate if the estate is considered terminated for income tax purposes because of a prolonged administration period.

Adjusted net income (for Schedule D)

It does not include: gifts, grants, and contributions received; long-term capital gains or losses; net section 1231 gains; capital gain dividends; the excess of fair market value over adjusted basis of property distributed to the U.S. or a possession or political subdivision, a state or its political subdivision, a charitable trust or corporation for public purposes, or income received from an estate during the administration period.

In computing adjusted net income, deduct the following: ordinary and necessary expenses paid or incurred for the production or collection of gross income, or for the management, conservation, or collection of gross income (includes operating expenses such as compensation of officers, employee wages and salaries, interest, rent, and taxes); straight-line depreciation and depletion (not percentage depletion); and expenses and interest paid or incurred to carry tax-exempt obligations. Do not deduct net short-term capital losses for the year in which they

	occur (these losses cannot be carried back or carried over to earlier or later tax years); the excess of expenses for property used for exempt purposes over the income received from the property; charitable contributions made by you; net operating losses; and special deductions for corporations.	
Advance ruling	A written determination by us on your public charity status that treats you as a publicly supported organization during a 5-year period beginning, generally, from the date of your formation. At the end of the 5-year period, you will qualify for a definitive ruling (defined below) if you were publicly supported based on the support you received during the 5-year period.	
Affiliated	Created by, controlled by, or closely related to a governmental unit, including a State, a possession of the United States, or any political subdivision of a State or a possession of the United States, or the United States, or the District of Columbia.	
Arm's length	A transaction between parties having adverse (or opposing) interests; where none of the participants are in a position to exercise substantial influence over the transaction because of business or family relationship(s) with more than one of the parties.	
Authorized representat ive	By submitting Form 2848, an attorney or certified public accountant who is permitted to represent you before us regarding your application for tax-exempt status.	
Bingo	A game of chance played with cards that are generally printed with 5 rows of 5 squares each, on which participants place markers to form a pre-selected pattern to win the game. Bingo is gambling.	
Business relationship s	Employment and contractual relationships, and common ownership of a business where any officers, directors, or trustees, individually or together, possess more than a 35% ownership interest in common. Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.	
Bylaws	The internal rules and regulations of an organization.	

Certificatio n of filing	Articles of incorporation for your organization showing evidence that or a specific date they were filed with and approved by an appropriate state authority.				
Charitable risk pool	An organization described in section 501(n), which is organized and operated to pool insurable risks (other than medical malpractice) of its section 501(c)(3) members.				
Close connection	A relationship between organizations that may include: control of one organization by another through common governance or through authority to approve budgets or expenditures; coordination of operations as to facilities, programs, employees, or other activities; or common persons exercising substantial influence over all of the organizations.				
Common control	You and one or more other organizations have (1) a majority of your governing boards or officers appointed or elected by the same organization(s), or (2) a majority of your governing boards or officers consist of the same individuals. Common control also occurs when you and one or more commonly controlled organizations have a majority ownership interest in a corporation, partnership, or trust. Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.				
Community	The local or regional geographic area to be served by an organization.				
Compensat ion	All forms of income from working, including salary or wages; deferred compensation; retirement benefits, whether in the form of a qualified or non-qualified employee plan (for example: pensions or annuities); fringe benefits (for example: personal vehicle, meals, lodging, personal and family educational benefits, low interest loans, payment of personal travel, entertainment, or other expenses, athletic or country club membership, and personal use of your property); and bonuses.				
Conflict of interest policy	A conflict of interest arises when a person in a position of authority over an organization, such as a director, officer, or manager, may benefit personally from a decision he or she could make. A conflict of interest policy consists of a set of procedures to follow to avoid the possibility that those in positions of authority over an organization may receive an				

	inappropriate benefit.	
Controlled by disqualified persons	As a section 509(a)(3) supporting organization, you may not be controlled directly or indirectly by disqualified persons. You are controlled if disqualified persons can exercise 50% or more of the total voting power of your governing body. You are also controlled if disqualified persons have authority to affect significant decisions, such as power over your investment decisions, or power over your charitable disbursement decisions. You are also controlled if disqualified persons can exercise veto power. Although control is generally demonstrated where disqualified persons have the authority over your governing body to require you to take an action or refrain from taking an action, indirect control by disqualified persons will also disqualify you as a supporting organization.	
Cooperativ e hospital service organizatio n	An organization described in section 501(e) is organized and operated on a cooperative basis to provide its section 501(c)(3) hospital members one or more of the following activities: data processing, purchasing (including purchasing insurance on a group basis), warehousing, billing and collection (including purchasing patron accounts receivable on a recourse basis), food, clinical, industrial engineering, laboratory, printing, communications, record center, and personnel (including selecting, testing, training, and educating personnel) services.	
Cooperative e service organization of operating educational organizations	An organization described in section 501(f) is organized and operated to provide investment services to its members. Those members must be organizations described in section 170(b)(1)(A)(ii) or (iv), and either tax exempt under section 501(a) or whose income is excluded from taxation under section 115(a).	
Corporation	An entity organized under a Federal or state statute, or a statute of a federally recognized Indian tribal or Alaskan native government.	
Definitive ruling	A written determination by us on your public charity status that classifies you as a publicly supported organization if you have completed your first tax year, consisting of at least 8 full months, and you meet one of the public support tests. A definitive ruling may also be	

	issued at the end of your 5-year advance ruling period if you were issued an advance ruling and you meet one of the public support tests.
Develop	Develop means the planning, financing, construction, or provision of similar services involved in the acquisition of real property, such as land or a building.
	Any individual or organization that is: a. A substantial contributor to you (see <i>substantial contributor</i>).
	b. An officer, director, trustee, or any other individual who has similar powers or responsibilities.
	c. An individual who owns more than 20% of the total combined voting power of a corporation that is a substantial contributor to you.
	d. An individual who owns more than 20% of the profits interest of a partnership that is a substantial contributor to you.
Disqualified	e. An individual who owns more than 20% of the beneficial interest of a trust or estate that is a substantial contributor to you.
person	f. A member of the family of any individual described in a, b, c, d, or e above;
	g. A corporation in which any individuals described in a, b, c, d, e, or f above hold more than 35% of the total combined voting power;
	h. A trust or estate in which any individuals described in a, b, c, d, e, or f above hold more than 35% of the beneficial interests; and
	i. A partnership in which any individuals described a, b, c, d, e, or f above hold more than 35% of the profits interest.
Earmark	Donations or other contributions given to you to assist particular individuals or specific identified groups.

Economic developme nt	Organizations formed to combat community deterioration by assisting businesses located in a particular geographic area whose economy is economically depressed or deteriorating. Economic development activities include grants, loans, provision of information and expertise, or creation of industrial parks. Economic development organizations may also be formed to eliminate prejudice and discrimination or lessen the burdens of government through involvement with business development.	
Elderly housing	Generally, the primary beneficiaries of the tax-exempt housing are age 62 and older. The elderly are treated as appropriate charitable beneficiaries for certain purposes regardless of socio-economic status because, as a group, they face many barriers to their basic needs as they age. The elderly, as a class, face forms of distress other than financial, such as the need for suitable housing, physical and mental health care, civic, cultural, and recreational activities, and an overall environment conducive to dignity and independence.	
Expenses	Financial burdens or outlays; costs (of doing business); business outlays chargeable against revenues. For purposes of this form, expenses mean direct and indirect expenses.	
Fair market value	The price at which property or the right to use property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy, sell, or transfer property or the right to use property, and both having reasonable knowledge of relevant facts.	
Family	Includes an individual's spouse, ancestors, children, grandchildren, great grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great grandchildren, and siblings.	
Foreign country	A country other than the United States, its territories and possessions and the District of Columbia.	
Foundation manager	Officers, directors, or trustees, or an individual having powers or responsibilities similar to those of a foundation's officers, directors, or trustees.	

Fundraising	The organized activity of raising funds, whether by volunteers, employees, or paid independent contractors.
Gainfully employed	Employed or actively looking for work.
Gaming	The term gaming includes activities such as Bingo, Beano, lotteries, pull-tabs, pari-mutuel betting, Calcutta wagering, pickle jars, punch boards, tip boards, tip jars, certain video games, 21, raffles, keno, split-the-pot, and other games of chance.
Gross investment income	As defined in section 509, gross investment income means the gross amount of income from interest, dividends, payments with respect to securities loans, rents, and royalties, but not including any such income to the extent included in computing the tax imposed by section 511.
Gross receipts	For purposes of <i>Part IX-A</i> . Statement of Revenues and Expenses, gross receipts includes monies earned from activities related to your charitable or other section 501(c)(3) activities, such as selling admissions or merchandise, performing services, or furnishing facilities.
Handicapp ed	Persons with physical or mental disabilities with special needs for suitable housing, physical and mental health care, civic, cultural, and recreational activities, transportation, and an overall environment conducive to dignity and independence.
Hospital	Hospital or medical care includes the treatment of any physical or mental disability or condition, whether on an inpatient or outpatient basis. A hospital includes: a. Hospitals and rehabilitation institutions, outpatient clinics, or community mental health or drug treatment centers if the principal purpose or function is the providing of medical or hospital care or medical education or research. b. Medical research organizations, if the principal purpose or function is the continuous active conduct of medical research in conjunction with a hospital.

Independe nt contractors	Persons who are not treated as employees for employment tax purposes.			
Influence legislation	The act of directly contacting or urging the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation. You are also attempting to influence legislation if you advocate the adoption or rejection of legislation.			
Intellectual	A type of property (distinct from real or personal property) which includes: a. Patents (for inventions). b. Copyrights (for literary and artistic works such as novels, poems, plays, films, musical works, drawings, paintings, photographs, sculptures, architectural designs, performances,			
property	recordings, film, and radio or television programs). c. Trade names, trade marks, and service marks (for symbols, names, images, and designs). d. Formulas, know-how, and trade secrets.			
Joint ventures	A legal agreement in which the parties jointly undertake a transaction for mutual profit. Generally, each person contributes assets and shares risks. Like a partnership, joint ventures can involve any type of business transaction and the "persons" involved can be individuals, groups of individuals, companies, or corporations.			
Limited liability company	A limited liability company (LLC) combines attributes of both corporations and partnerships (or, for one-person LLCs, sole proprietorships). The corporation's protection from personal liability for business debts and the pass-through tax structure of partnerships are sole proprietorships.			
Low-incom e housing	Rental or ownership housing provided to persons based on financial need.			
Mailing address	Address where you wish all correspondence to be sent.			

Manage	Manage means to direct or administer.			
Medical care	The treatment of any physical or mental disability or condition, whether on an inpatient or outpatient basis.			
Medical research organizatio n	An organization whose principal purpose or function is the continuous active conduct of medical research in conjunction with a hospital.			
Net income (for Schedule D)	See adjusted net income.			
Non-fixed payments	A non-fixed payment means a payment that depends on discretion. For example, a bonus of up to \$100,000 that is based on an evaluation of performance by the governing board is a non-fixed payment because the governing body has discretion over whether the bonus is paid and the amount of the bonus.			
Organizing document	The organizing document depends on the form of the organization. For a corporation, the document is the articles of incorporation. For a limited liability company (LLC), the document is the articles of organization. For an unincorporated association, the document is the articles of association or constitution. The organizing document of a trust is the trust agreement.			
Political	You participate in a political campaign if you promote or oppose, through political literature, brochures, pamphlets, hosting or participating in events, etc., the candidacy of an individual for public office. Debates and nonpartisan voter education are not considered political.			
Predecess or	An organization whose activities or assets were taken over by another organization.			

Organizations that are exempt under section 501(c)(3) are private foundations unless they are: churches, schools, hospitals, governmental units, entities that undertake testing for public safety; organizations that have broad financial support from the general public; or organizations that support one or more other organizations that are themselves classified as public charities.
A type of private foundation that lacks general public support, but makes qualifying distributions directly for the active conduct of its educational, charitable, and religious purposes. "Directly for the active conduct" means that the distributions are used by the foundation itself to carry out the programs for which it is organized and operated. Grants made to assist other organizations or individuals are normally considered indirect.
Organizations that are exempt under section 501(c)(3) and are not private foundations because they are: churches, schools, hospitals, governmental units, entities that undertake testing for public safety; organizations that have broad financial support from the general public; or organizations that support one or more other organizations that are themselves classified as public charities. Public charity status is a more favorable tax status than private foundation status.
Reasonable compensation is the amount that would ordinarily be paid for like services by like organizations under like circumstances as of the date the compensation arrangement is made. Reasonable compensation is important because excessive benefits in the form of compensation to disqualified persons may result in the imposition of excise taxes and jeopardize the organization's tax-exempt status.
The family or business relationships between persons.
A relationship between you and the recipient organization includes the following situations: a. You control the organization or it controls you through common officers, directors, or trustees, or through authority to approve budgets or expenditures. b. You and the organization were created at approximately the same time and by the same persons.

	c. You and the organization operate in a coordinated manner with respect to facilities, programs, employees, or other activities.
	d. Persons who exercise substantial influence over you also exercise substantial influence over the other organization.
Revenue	Revenue means gross revenue amounts.
Revenue Procedure	An official statement of a procedure published in the IRS Cumulative Bulletin that either affects the rights or duties of taxpayers or other members of the public under the Internal Revenue Code and related statutes, treaties, and regulations or, although not necessarily affecting the rights and duties of the public, should be a matter of public knowledge.
Revenue Ruling	An official interpretation by the IRS of the Internal Revenue laws and related statutes, treaties, and regulations, that has been published in the Cumulative Bulletin. Revenue Rulings are issued only by the National Office and are published for the information and guidance of taxpayers, IRS officials, and others concerned.
SS-4	Application for Employer Identification Number.
	A school is an educational organization whose primary function is the presentation of formal instruction and which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on. A school may include a:
School	a. Primary, secondary, preparatory, or high school.
301001	b. College or university.
	c. Trade or technical school.
	d. Nursery or preschool.
	e. School that you operate as an activity, such as school that is operated as an activity of a museum, historical society, or

	church.			
Similarly situated	Similarly situated organizations means tax-exempt or taxable organizations of a comparable size, purpose, and resources.			
Substantial contributor	Any individual or organization that gave more than \$5,000 to you from the date you were formed or other date that your exemption would be effective, to the end of the year in which the contributions were received. This total amount contributed must also be more than 2% of all the contributions you received. A creator of a trust is treated as a substantial contributor regardless of the amount contributed.			
Successor	 An organization that took over: a. More than a negligible amount of the activities that were previously conducted by another organization; b. Twenty-five percent or more of the fair market value of the net assets of another organization; or c. Was established upon the conversion of an organization from for-profit to non-profit status. 			
Trust	A trust is an entity that may be formed by a trust agreement or declaration of trust. A trust may also be formed through a will.			
Unincorpor ated association	An unincorporated association formed under state law must have at least two members who have signed a written document for a specifically defined purpose.			
Substantial contributions and bequests from disinterested per by their size adversely affect classification as a public charity a. Unusual; b. Unexpected; and c. Received from an unrelated party.				

Adopted and	approved by gen-	eral members	ship at IAD ge	eneral conference,
August 2017.				•
•	aster, President			
	, Vice-President			•
Alan Wilding,	_			
Tina Petersor	7			
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Cheryi Nance	, Asst. Treasurer _.			_
•	, Auditor			