

Article I: Name

The name of the corporation shall be known as the Greater Los Angeles Agency on Deafness, Inc., hereinafter referred to as GLAD.

Article II: Purpose

The purpose of this corporation is to provide services and advocacy to enhance the lives and independence of individuals who are deaf, deafblind, hard of hearing, and deaf disabled residing in counties of Los Angeles, Kern, Orange, Riverside, San Bernardino, San Luis Obispo, Santa Barbara, and Ventura.

Article III: Board of Directors

Section 1: Board of Directors

The Board shall consist of the President, Vice President, Secretary, Treasurer, a representative from each subsidiary and Members-at-Large, all of whom are voting members of the Board.

Section 2: Duties of the Executive Board of Directors

- a. President shall
 1. Preside at all meetings and enforce provisions, objectives, and purposes thereof.
 2. Serve as Chairperson of the Personnel Policy and Procedures Committee.
- b. Vice President shall
 1. Serve at any time the President is unable to serve or when the office of the President becomes vacant.
- c. Secretary shall
 1. Take minutes at each board meeting.
 2. Keep a record of all proceedings/meeting minutes.
 3. Serve as Chairperson of the Nominating Committee.
- d. Treasurer shall
 1. Work with the Chief Executive Officer.
 2. Submit financial report at each board meeting.
 3. Serve as Chairperson of the Finance Committee.

Section 3: Non-Voting Members of the Board of Directors

The non-voting members shall consist of Chief Executive Officer and Immediate Past President.

- a. Chief Executive Officer shall
 1. Be appointed by the Board of Directors.
 2. Undertake responsibility for day-to-day administration, financial management, and overall operation of the corporation, encompassing its programs, services, plans, and policies as stipulated in the contract.
 3. Conduct evaluations on performance of staff members and programs.

- b. Immediate Past President shall
 - 1. Offer expertise, provide advice, and offer support as deemed necessary.

Section 4: General Powers

- a. The Board shall have control of and be responsible for the management of affairs and property of GLAD.
- b. The majority of the Board shall be deaf or hard of hearing.
- c. The Board shall make annual monetary contribution.
- d. The Board shall take part in every function/event that GLAD hosts.

Section 5: Terms and Eligibility

- a. All members of the Board shall immediately enter upon the performance of their duties and shall continue in office until their successors are elected.
- b. Each officer of the Board shall serve no more than four consecutive two-year terms. Each appointed member of the Board and each representative from their subsidiary shall serve no more than three (3) consecutive three-year terms.
- c. After completing one year of serving on the board, the member shall qualify for any executive position.

Section 6: Removal

A member of the Board who misses three (3) consecutive unexcused meetings and/or demonstrates unprofessional conduct shall be subject to removal from the Board.

Section 7: Resignation

Resignation shall be submitted in writing to the President or Secretary.

Section 8: Vacancies

When a vacancy occurs, the position shall be filled for the remainder of the term with approval of the Board.

Article IV: Meetings

Section 1: Regular Meetings

Meetings shall be held every two months with notice sent no less than seven (7) days in advance.

Section 2: Special Meetings

President shall call special meetings.

Section 3: Quorum

The majority of the Board is required to constitute a quorum.

Section 4: Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority.

Section 5: Election

Votes shall be conducted using open hand ballots. In the event the Board decides to vote using secret ballots, a two-thirds 2/3 majority shall be required.

Article V: Committees

Section 1: Finance Committee

The Finance Committee shall be responsible for developing fiscal procedures, fundraising plans, and the annual budget including expenditures and revenues.

Section 2: Governance Committee

The Governance Committee shall propose amendments to the bylaws, in writing, to the Board. A two-thirds (2/3) vote shall be required to ratify each proposed amendment by the Board.

Section 3: Nominating Committee

The Nominating Committee shall recommend members for the Board.

Section 4: Personnel Policy and Procedures Committee

Personnel Policy and Procedures Committee with Executive Board shall ensure the policies and procedures are implemented and in compliance.

Section 5: Additional Committees

The Board shall create committees/programs as needed.

Article VI: Subsidiaries

Under the authorization and support of the GLAD Board of Directors, GLAD has established the following subsidiaries: Tri-County GLAD, Orange County Deaf Equal Access Foundation, Center on Deafness-Inland Empire, and LIFESIGNS, Inc. Each subsidiary shall be subject to and adhere to the governance structure and provisions, fiscal policy, and operating procedures and regulations governing the Greater Los Angeles Agency on Deafness, Inc.

Article VII: Indemnification

The corporation shall indemnify any Board or staff member of GLAD against expenses incurred by a person in connection with the defense of any civil action, suit, or proceeding in which the person is made a party by reason of being or having been Board member or staff member and is found to be not liable. Such indemnification shall not be deemed exclusive of any other rights in which the Board member or staff member may be entitled under any bylaw, agreement, vote of the Board, or otherwise.

Article VIII: Conflict of Interest and Code of Ethics

No member with a personal or financial interest of a material nature in the corporation's affairs shall serve on the Board.

All members of the Board shall comply with the Code of Ethics as established by the Board. Violation of the Code of Ethics shall be grounds for removal.

In fulfilling their duties, members of the Board shall:

- 1) Carry out their responsibilities in the best interest of GLAD.
- 2) Ensure that all staff members, agency clients and fellow Board members are not subject to discrimination or harassment of any kind
- 3) Comply with the policy of nepotism.
- 4) Sign the disclosure of GLAD's Code of Ethics and Conduct.

Article IX: Dissolution of Assets

The corporation shall have a perpetual existence, although it may be dissolved by a resolution adopted by the Executive Board. In the event of dissolution all corporate properties and assets shall be transferred to other organizations "of, by, and for the deaf" as the Executive Board shall determine, providing that organizations shall be tax-exempt under section 501©(3) of the Internal Revenue Code.