

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 deaf, deafblind, hard of hearing, and deaf disabled individuals in the counties of Los Angeles, Kern, Orange, Riverside, San Bernardino, San Luis Obispo, Santa Barbara, and Ventura.

Article III: Board of Directors

Section 1: Officers

- a. The Executive Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer. The GLAD CEO shall serve the Board as an ex officio, non-voting member.
- b. 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.
- c. Vice President shall
 1. Serve at any time the President is unable to serve or when the office of the President becomes vacant.
- d. 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.
- e. Treasurer shall
 1. Work with the Chief Executive Officer.
 2. Submit a financial report at each board meeting.
 3. Serve as Chairperson of the Finance Committee.
- f. Chief Executive Officer shall
 1. Be appointed by the Board of Directors.
 2. Undertake duties following an agreement and contract with the Board.
 3. Assume responsibility for the day-to-day administration, financial management, and operation of the corporation including its programs, services, plans, policies, and other duties as may be included as stipulated in the contract.
 4. Conduct evaluations on performance of staff members and programs.

Section 2: General Powers

- a. The Board shall have control of and be responsible for the management of affairs and property of GLAD.
- b. 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 3: Terms and Eligibility

The Board shall consist of the President, Vice President, Secretary, Treasurer, a representative from each subsidiary, Members-at-Large, and the Chief Executive Officer.

- 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 4: Removal

A member of the Board who misses three (3) unexcused meetings within the calendar year shall be removed from office.

Section 5: Resignation

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

Section 6: 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.

Article V: Committees

Section 1: The Finance Committee shall be responsible for developing fiscal procedures, fundraising plans, and the annual budget including expenditures and revenues.

Section 2: 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: The Nominating Committee shall recommend members for the Board.

Section 4: Personnel Policy and Procedures Committee with Executive Board shall ensure that policies and procedures are implemented and in compliance.

Section 5: 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.