

BOARD OF DIRECTORS

3.0 BOARD OF DIRECTORS

The American Association of the Deaf-Blind is governed by a Board of Directors. This section deals with Board policies and procedures under the following topics:

- Officers
- Board Policies
- Board Procedures

3.1 OFFICERS

3.1.1 President. The President shall:

- preside at all meetings of the general membership and of the Board;
- process motions submitted by Board Members electronically, following the procedure provided in Section **Error! Reference source not found.**, **Error! Reference source not found.** on page **Error! Bookmark not defined.**, stating the procedure for making and passing motions;
- set the agenda for all meetings in cooperation with the Vice President by following the procedure provided in Section **Error! Reference source not found.**, **Error!**

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Bookmark not defined., stating the procedure for preparing for a Board Meeting;

- chair the Executive Committee;
- serve as ex-officio member of all AADB committees;
- appoint the Secretary and the Treasurer, with the approval of the Board (*bylaws*);
- appoint the Election Committee, with the approval of the Board (*bylaws*) no later than December 31 prior to an election year;
- appoint special committees as needed, with the approval of the Board;
- appoint the chair of each standing committee (*bylaws*) and each ad hoc committee, with the approval of the Board;
- work with the chair of each committee to develop goals and a work plan for the committee;
- encourage and support officers and committee chairpersons to carry out the responsibilities associated with their positions;
- supervise and direct the activities of the Program Manager in accordance with the policies of the Board;

- provide to the Board a written evaluation of the Program Manager's performance;
- serve as spokesperson or representative for AADB as needed, with guidance from the Board, or appoint the Vice President or other officers or members of the Board to do so;
- write articles for the President's column of the *DEAF-BLIND AMERICAN*;
- announce the dates and places for AADB business meetings at the opening ceremony at the national conference (*bylaws*);
- announce the winners of the election by June 1 of the year of the election (*bylaws*), informing the candidates, board members, Editor, Home Office, and list serves;
- announce the date and location of national conferences, with the approval of the Board, in the *DEAF-BLIND AMERICAN* publication and/or by mail (*bylaws*);
- maintain a file on the areas of expertise of all Board Members and, if the Program Manager position becomes vacant, follow the procedure outlined in Section **Error! Reference source not found.**, **Error! Reference source not found.** on page **Error! Bookmark not defined.**;

- communicate with the Vice President so that he or she may be adequately prepared to assume the responsibilities of the President if needed.

3.1.2 Vice President. The Vice President shall:

- serve as a member of the Board and the Executive Committee;
- serve as an assistant to the President and be informed of the actions taken by the President;
- in the absence of the President, preside at meetings of the general membership of the Board, and process motions submitted by Board Members electronically;
- succeed to the office of President if that position becomes vacant;
- work with the President to develop agendas for meetings of the Board and of the general membership;
- do special projects as assigned by the President;
- serve as a spokesperson or representative for AADB as needed when assigned by the President.

3.1.3 Treasurer. The Treasurer shall:

- serve as a member of the Board and the Executive Committee;

- chair the Finance Committee;
- report on AADB's financial status at all Board meetings and general membership meetings;
- send a quarterly financial report to the Board;
- review financial reports and determine whether they are correct;
- ensure that reports are prepared in accordance with recognized accounting principles;
- ensure that expenditures are within the limits outlined in the budget or approved by the Board;
- ensure that revenues are as expected in the budget;
- alert the Finance Committee and the Board about financial concerns (such as revenues significantly lower than expected, expenditures higher than allowed in the budget, or situations which may ultimately affect AADB finances, etc.).

3.1.4 Secretary. The Secretary shall:

- serve as a member of the Board and the Executive Committee;
- record the minutes of Board meetings and general business meetings, see that they are properly reviewed and corrected as necessary, and officially approved as the formal record of AADB's meetings as detailed in Section **Error! Reference source not**

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- record approved electronic motions in the minutes of the next face-to-face Board meeting;
- maintain updated copies of the AADB Bylaws and the AADB Policy and Procedure Manual;
- maintain an updated list of the current committee chairs and members;
- conduct the roll call at Board meetings;
- conduct the roll call of the states and the District of Columbia at the general session of the conference, if such is included in the program.

3.2 BOARD POLICIES

The Board is chaired by the President and is comprised of the President, Vice President, Secretary, Treasurer and eight (8) other Board Members. The Secretary and Treasurer must be either Active or Associate Members, and all other Board Members must be Active Members (*bylaws*).

3.2.1 Board Requirements. The Board shall:

- meet two (2) to four (4) times a year, meet as often as needed during the national conferences (*bylaws*) and call special meetings when needed;

- review the draft of the budget, make revisions as necessary, and approve a final draft;
- approve any expenditures that were not budgeted or that are more than \$200 over the budgeted amount or more than 10% over the budgeted amount (whichever is less);
- have general control of the affairs of AADB between conferences and carry out the mandates of the membership (*bylaws*);
- develop and implement programs and policies, make rules and regulations, and conduct the business of AADB;
- provide ways and means for financing AADB;
- approve contracts, legal papers and documents;
- keep the membership informed of issues facing the Board and solicit and share membership input of such issues;
- establish special committees as necessary, for a term to be determined by the Board;
- on request, recommend members for the President to consider for various committees;
- review committee's monthly reports;
- approve the wording of ballots for any special membership votes on issues of importance;

- fill vacancies which occur between elections among Board Members or officers other than the President (if the position of President becomes vacant, it is filled by the Vice President) (*bylaws*).

3.2.2 Board Member Requirements. Board members shall:

- attend Board meetings and participate in discussion and vote on issues;
- communicate with and seek input from appropriate committees and members, where possible, before making decisions;
- project themselves as leaders in the Deaf-Blind community;
- upon taking office, send a description of their needs concerning communication, accessibility, and other needs to the Program Manager, and update the Program Manager if those needs change. Included in this description will be:
 - ✓ the preferred format for reading documents and correspondence;
 - ✓ e-mail accessibility;
 - ✓ communication needs for meetings;
 - ✓ special needs concerning physical accessibility, dietary needs, etc.;

- receive a Board Handbook from the Home Office at the beginning of their first term. The Handbook will contain a copy of the Policy and Procedure Manual; the minutes of the last board meeting; contact information for Home Office, Board members and Committee chairs; and any other documents and information that will help acquaint the Board Member with AADB and Board responsibilities.

3.2.3 Board General Policies

- AADB will reimburse travel expenses, hotel, and meals for Board Members and their SSPs while attending Board meetings. Section **Error! Reference source not found.**, **Error! Reference source not found.** on page **Error! Bookmark not defined.**, provides the procedure for reimbursement.
- Resignations of Board Members must be submitted in writing to the President or to the Secretary (*bylaws*).
- Board Members whose membership expires will be notified that, if they don't pay their dues, they will be removed from the Board. If they do not pay their dues within one month of the notification, they will be removed from the Board.
- Board Members may be removed for failure to carry out duties, or for other good and sufficient reason, by a 2/3 vote of the Board (*bylaws*).

3.3 BOARD PROCEDURES

3.3.1 Procedure for filling vacancies on the Board other than the President

- The President will make a request to the Board for suggestions for a person to fill the vacancy.
- The President will select a candidate to fill the vacancy, obtain his or her consent to serve if approved, and verify his or her membership and his or her citizenship or residency status.
- The Board can approve the candidate with a majority vote. If the Board does not approve the candidate, the President will select another qualified, consenting candidate to present to the Board for approval.

3.3.2 Procedure for removing a Board Member other than the President

- The President and, if appropriate, others will communicate with the Board Member in question to explain the grievance and state the areas needing improvement.
- If there is no significant improvement, a letter will be sent to the Board Member stating that proceedings have started to remove him or her from the Board.
- After being notified, the Board Member will have thirty (30) days in which to respond and explain the situation. At the end of thirty (30) days, the Board

will vote and decide whether to remove the Board Member. The vote to remove the Board Member can be done in person or by using the procedure for making and passing motions between Board meetings through electronic voting. Section **Error! Reference source not found.,Error! Bookmark not defined. Error! Reference source not found.,** states the procedure for making and passing motions.

- The Board Member will be removed if eight (8) Members (2/3 of the Members of the full Board) vote for removal.
- Upon removal, the Board Member will be asked to return all AADB property. The Board Member's AADB membership will not be affected by the removal.

3.3.3 Procedure for removing the President

- If any Board Members feel that the President is not carrying out the duties or for some sufficient reason needs to be removed, they will communicate with the President to explain the grievance and state the areas that they feel need improvement.
- If there is no significant improvement, the Board Members will call for a meeting chaired by the Vice President to consider the matter, and vote whether to proceed with removing the President.

- If 2/3 of those Board Members who vote agree to proceed with removal, the President will have 30 days in which to respond and explain the situation. At the end of 30 days, the Board will vote and decide whether to remove the President. The vote to remove the President can be done in person or by using the procedure for making and passing motions between Board meetings through electronic voting. See Section **Error! Reference source not found. Error! Bookmark not defined. Error! Reference source not found.**
- The President will be removed if 8 Board Members (2/3 of the members of the full Board) vote for removal.
- Upon removal, the President will be asked to return all AADB property. The President's AADB membership will not be affected by the removal.