



# **Children of Deaf Adults, Incorporated Board Handbook**

## Contents

|   |           |
|---|-----------|
| <b>1. Introduction.....</b>                             | <b>4</b>  |
| 2. Mission Statement .....                              | 4         |
| 3. Statement of Purpose.....                            | 4         |
| 4. Vision Statement .....                               | 4         |
| <b>5. Expectations .....</b>                            | <b>5</b>  |
| 6. Governance.....                                      | 5         |
| 7. Definitions .....                                    | 6         |
| Budget:.....  | 6         |
| Committee:.....   | 6         |
| Financial Reports:.....                                 | 6         |
| Policy:.....  | 6         |
| Strategic Planning:.....                                | 6         |
| 8. Governing Documents.....                             | 6         |
| 1. State of California Corporations Code.....           | 6         |
| 2. IRS Information.....                                 | 7         |
| 3. By Laws.....   | 7         |
| 4. Policy and Procedures Manual.....                    | 7         |
| 9. Roles and Responsibilities .....                     | 7         |
| President.....  | 7         |
| Vice President.....                                     | 8         |
| Secretary.....  | 8         |
| Treasurer.....  | 9         |
| Board Director.....                                     | 10        |
| <b>10. Board Meetings.....</b>                          | <b>11</b> |
| Virtual Agendas.....                                    | 11        |
| 10.1 Robert’s Rules of Order.....                       | 11        |
| Virtual Meetings.....                                   | 11        |
| Previous Meeting Minutes.....                           | 12        |
| Meeting Schedule.....                                   | 12        |
| 11. Communication.....                                  | 12        |
| <b>12. Strategic Plan.....</b>                          | <b>13</b> |
| 13. Financial Management .....                          | 13        |
| 13.1 Year to date financial report.....                 | 13        |
| 13.2 Bank Account Information.....                      | 13        |
| 13.3 Physical Address, Bookkeeper & Accountant.....     | 13        |
| 13.4 General Board Member Reimbursements.....           | 13        |
| 13.5 Annual Conference Board Member Reimbursements..... | 14        |

|                                     |    |
|-------------------------------------|----|
| 13.6 Region Accounts.....           | 14 |
| 14. Committees .....                | 14 |
| 15. Support.....                    | 14 |
| 16. Amendments of the Handbook..... | 15 |
| 17. Appendices .....                | 15 |

## **1. Introduction**

Congratulations and welcome to the CODA International Board of Directors. We thank you for your commitment to the strength of our organization.

This Handbook is a useful tool for all new Board Directors to be informed about Board business, tasks, and duties. It will serve as a reference point for all Directors throughout their terms in office. The information is to equip you with knowledge to effectively carry out your roles and responsibilities on the Board. We ask that you read this Handbook before our Annual Face-to-Face Board Meeting. While we can never prepare you for the thrills and adventure of Board life, we hope to provide you with the background needed to ease your transition onto the Board.

This Handbook is a living document and will be regularly revised, edited, and updated by the Board throughout your tenure. Please feel free to provide comments for additions to the Handbook to ensure that all Directors are informed about their responsibilities on the Board. This Handbook is a Board Document and is intended for only Directors' access.

## **2. Mission Statement**

CODA celebrates the unique heritage and multicultural identities of adult hearing individuals with deaf parent(s).

*Adopted: 30th Annual CODA International Inc. Conference, Reading, UK, July 2015.*

## **3. Statement of Purpose**

CODA (Children of Deaf Adults, Inc.) strives to achieve this mission via conferences, retreats, publications, scholarships, resource development and fundraising to enrich the experience of Codas.

*Adopted: 30th Annual CODA International Inc. Conference, Reading, UK, July 2015.*

## **4. Vision Statement**

Connecting Codas around the world.

*Adopted: 30th Annual CODA International Inc. Conference, Reading, UK, July 2015.*

## **5. Expectations**

As a Member of the Board of Directors of CODA International, you are expected to perform duties as outlined in the various roles and responsibilities. The position you hold on this Board is not one of status but rather a functioning role to ensure the growth of the organization. Each individual member on this Board is expected to work, contribute, and participate in the overall discussions and decisions for the benefit of CODA International and its participating members.

It is expected that you will:

- a. Participate in all Board Meetings at predetermined dates and times,
- a. Participate in the Annual Face-to-Face Board meeting at the Annual Conference,
- a. Provide full representation for your Region and its Members,
- a. Be the voice of the Membership,
- a. Be objective in your representation, striving to cooperate with all Board members for the best interests of CODA International,
- a. Be a liaison to Committees according to your individual interests, skills, and abilities,
- a. Participate in daily/weekly e-mail discussions throughout the year,
- a. Be willing to commit the time necessary to effectively represent CODA International and complete Board responsibilities,
- a. Be responsible for regularly reviewing documents placed in Google Drive,
- a. Be willing to serve as an Executive Officer in the role of President, Vice President, Secretary or Treasurer after your first year on the Board,
- b. Present a positive and neutral image of CODA International and the Board in activities in which a Director may participate.

## **6. Governance**

Governance is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision, and accountability of an organization. The Board of Directors is given the ultimate responsibility for the governance of CODA International.

Governance is also concerned with the way the Board works and interacts with volunteers, members, and other stakeholders to ensure that CODA International is effective, properly run and meets the needs for which it was established.

A sound governance framework is composed of the mechanisms, processes, and institutions, through which the organization and the membership can articulate their interests, exercise their legal rights, meet their obligations, and mediate their differences.

## **7. Definitions**

### **Budget:**

An itemized summary of estimated or intended expenditures for a given period along with proposals for financing those.

### **Committee:**

A formal working group within CODA International. The Board is responsible for approving the establishment of all Committees. Committees will be small enough to ensure that informal discussion is possible.

### **Financial Reports:**

An explanatory report providing financial statistics operations and status. Officers Appointed by the Board of Directors are responsible for the daily operations of the organization. CODA International has the following officer titles: President, Vice President, Secretary and Treasurer.

### **Policy:**

A guiding principle designed to influence decisions and actions. Typically, a policy designates a required process or procedure within CODA International. They are the rules of practice and procedure, which supplement our By Laws.

### **Strategic Planning:**

The process of determining CODA International's long-term goals and then identifying the best approach for achieving those goals.

## **8. Governing Documents**

CODA International is committed to the highest standards of integrity, fairness, and ethical conduct, including full compliance with all relevant legal requirements. As a Director of this Board, you are responsible for familiarizing yourself with the following documents:

### **1. State of California Corporations Code**

We are an Incorporated Non-Profit organization under the Corporations Code in the State of California.

This document can be accessed at: <http://law.justia.com/california/codes/corp.html>. This is crucial reading for Board Directors in addressing and understanding our responsibilities under the IRS.

## 2. IRS Information

As a Non-Profit organization, we have responsibilities under the IRS. This document is available in the CODA International Google Drive.

For more information, go to the Registrar of Charitable Trusts in California at [www.ag.ca.gov/charities/](http://www.ag.ca.gov/charities/). This is a public website, and you can do a search for Children of Deaf Adults. Here you will see different types of information about the organization.

## 3. By Laws

An updated version of the By Laws is available in our Google Drive. Any amendments to the By Laws should be communicated with the Bookkeeper and Accountant for tax purposes.

## 4. Policy and Procedures Manual

An updated version of the Policy and Procedures Manual is available in our Google Drive. Any amendments to the PPM should be communicated with the Bookkeeper and Accountant for tax purposes.

It is imperative that you read and understand all the documents before the next Board meeting. Please direct any queries you may have to the Governance Committee or the President for further clarification.

# **9. Roles and Responsibilities**

The roles and responsibilities of Board Directors are outlined in the Policy and Procedures Manual (PPM). Please refer to the PPM to gain further understanding of what your roles and responsibilities are as a Director on this Board.

## President

- a. Provide overall leadership to the organization,
- b. In collaboration with the Board:
  - i. Ensure that the organization's Mission, Vision, and Statement of Purpose are being followed,
  - ii. Ensure that the organization develops direction to accomplish its Mission, Vision, and Statement of Purpose,
  - iii. Ensure that the organization operates in an ethically, transparent, and socially responsible fashion,
  - iv. Monitor and manage the Strategic Plan of the organization,

- v. Assign administrative and operational duties to individual Board Directors as discussed and agreed upon with the Board,
  - vi. Manage the succession of the position of President.
- c. Understand and adhere to Robert's Rules of Order,
  - d. Chair Board, Annual and Special General Meetings following Robert's Rules of Order. If unavailable to Chair meetings, assign this responsibility to another Director of the Board,
  - e. Provide a Report to the Annual General Meeting on the current status of the organization,
  - f. Carry out administrative and operational duties as assigned in discussion with the Board,
  - g. Manage the business of the Board,
  - h. Manage the recruitment, induction, and training of Directors.
  - i. Promote the harmony of Board deliberations,
  - j. Promote the organization in the community as opportunities arise,
  - k. Ensure the performance of all legal requirements are featured in the Policy and Procedures Manual and are duly documented and reported to the Board,
  - l. Ensure, with the Treasurer, the organization's financial control procedures are adequate and risk management strategies are in place,
  - m. Liaise with Board committees as required,
  - n. Perform other duties as deemed necessary.

### Vice President

- a. Provide support directly to the President as required,
- b. Collaborate with the President for succession planning for the Presidency position,
- c. Assist with monitoring and managing the strategic plan of the organization,
- d. Chair and serve as a member of the Governance Committee,
- e. Handle correspondence received by the organization,
- f. Assist the President with the recruitment, induction, and training of new Board Directors,
- g. Provide introductions to new Committee Members, in partnership with the Board Liaison
- h. Serve on Board committees as required,
- i. Promote the organization in the community as opportunities arise,
- j. Perform other duties as assigned.

### Secretary

- a. Arrange meeting times, prepare and distribute agendas and other items to be presented at meetings,
- b. Official correspondence as directed by the Board President,



- c. Maintain official copy of Policy and Procedures Manual and Conference Manual. While other committees are responsible for updates and distribution, the secretary will have the official copy in case of discrepancy,
- d. Provide for the recording of minutes of all Board of Directors meetings and the general business meeting at the annual conference,
- e. Draft and distribute meeting minutes within one week following a board meeting/conference call. Edit minutes again (if necessary),
- f. Distribute final draft to Board of Directors for approval at the next board meeting/conference call. Once approved, the Secretary will submit approved minutes to be posted within 14 days on the CODA International website,
- g. Maintain Google Drive based storage of all organization related documents,
- h. Update Policy and Procedure Manual,
- i. Oversee and monitor votes, decisions and action items made during each Board meeting, Annual General Meeting and Special General Meeting,
- j. Assist in monitoring and managing the strategic plan of the organization,
- k. Serve on Board committees as required,
- l. Promote the organization in the community as opportunities arise,
- m. Oversight of Logo usage,
- n. Perform other duties as assigned.

### Treasurer

- a. Ensure the Board maintains the degree of financial literacy necessary to conduct the business of the organization,
- b. Advise the Board on matters of finances in terms of the organization,
- c. Liaise with the Fiscal Committees,
- d. Ensure appropriate financial policies and procedures are in place and fully documented to ensure safeguards against fraud,
- e. Assist in monitoring and managing the strategic plan of the organization,
- f. Report to the Board, at each meeting, the financial situation of the organization and on variances from the approved budget,
- g. Provide a Report to the Annual General Meeting on the financial status of the organization,
- h. Oversee and work with the Bookkeeper to ensure all the financial documents of the organization are properly maintained,
- i. Ensure the organization's financial records are adequate, protected, backed-up and accessible,
- j. Manage the organization's banking along with the Bookkeeper,
- k. Ensure all recurring payments are maintained,
- l. Working with the Bookkeeper, collect and receive all money due to the organization and make all payments authorized by the organization,
- m. Prepare and oversee the Annual Organizational Budget,

- n. Oversee and manage the Annual Conference Budgets along with Board Liaisons,
- o. Ensure the organization's compliance with all applicable tax arrangements,
- p. Promote the organization in the community as opportunities arise,
- q. Serve on Board committees as required,
- r. Perform other duties as assigned.

### Board Director

- a. Be familiar with the expected roles and responsibilities as a Director,
- b. Be familiar with all Governance Documents related to the organization,
- c. Consider, debate, and vote on issues in the best interests of the members and the organization,
- d. Comply with all rules, policies and standing orders of the organization,
- e. Review and approve the organization's strategic plan, and its implementation,
- f. Attend all meetings. If unavoidable, notify the President or Secretary in advance of absence,
- g. Read all information circulated to the Board and consider all issues prior to the Board meetings,
- h. Serve on Board Committees as required and as assigned by the President,
- i. At all times remain fiscally responsible for the organization's funds,
- j. Promote the organization in the community as opportunities arise,
- k. Actively seek any potential fundraising and/or grant opportunities,
- l. Avoid any improper use of their position, or information acquired for financial or personal gain for themselves or others, to the detriment of the organization,
- m. Inform the Board immediately if there is any direct or indirect conflict of interest in any contract with the organization and abstain from voting on that issue,
- n. Conduct all Board business in a civil manner,
- o. Actively participate in organized CODA events,
- p. Encourage and initiate CODA events and activities,
- q. Represent CODA International at major events,
- r. Communicate with relevant stakeholders,
- s. Represent the Membership on the Board,
- t. Keep Members updated on CODA events, retreats, or gatherings,
- u. Be a source of information for CODA International,
- v. Perform all other duties as assigned.

## **10. Board Meetings**

See the Bylaws Article 4 for information regarding the Annual Business Meeting.

Board meetings are held a minimum of six (6) times a year. Dates and times are decided on via a Doodle Poll system to find the most suitable dates for all Directors. The following outlines information you will need to effectively participate in these meetings.

### **Virtual Agendas**

To provide collaborative and efficient use our time during conference calls, the following procedures should be followed:

- All contacts, information gathering, and report preparation will occur before the conference call so the time can be used to update,
- Agenda items are to be sent to the Secretary one (1) week prior to the call,
- A draft agenda will be distributed to the Board one (1) week before the call,
- Be prepared to address any Action Items you are involved with during the meeting,
- Limit discussion of any item to 15 minutes, then table. Unless allotted extra time by an Executive Board member.

### **10.1 Robert's Rules of Order**

Our Board meetings adhere to Robert's Rules of Order. It is necessary that you familiarize yourself with these Rules so you can effectively participate in the meetings.

For more information on Robert's Rules of Order, go to: <http://www.robertsrules.org>

### **Virtual Meetings**

All Conference Calls are held via Zoom unless otherwise noted. The Secretary will initiate the Zoom call.

If a Conference Call is required to be conducted using a teleconference line, CODA International will bear the costs of the teleconference facilities. The Secretary will initiate the Conference Call. You will be required to dial into the teleconference facilities depending on where you reside.

Zoom Meeting has a Dial by your location feature.

- +1 669 900 6833 US (San Jose)
- +1 346 248 7799 US (Houston)
- +1 253 215 8782 US (Tacoma)
- +1 301 715 8592 US (Germantown)

+1 312 626 6799 US (Chicago)

+1 646 876 9923 US (New York)

Each Zoom meeting has a “find your local number” link to dial in for that specific meeting.

### Previous Meeting Minutes

You are expected to familiarize yourself with the contents of the minutes before the next upcoming Board meeting.

At the end of each Board meeting, the Secretary will email the meeting minutes, within one (1) week to your official CODA International email address. If you cannot locate your copy of the meeting minutes, previous minutes can be found in Google Drive. Select the Board Minutes, then select the corresponding year and date.

Please see the Policy & Procedure Manual for details regarding minutes and sharing with the membership.

### Meeting Schedule

An agenda will be created before each Annual Face-to-Face meeting. If you are not able to attend a Board meeting, you must inform the President and CC the Secretary ASAP.

## **11. Communication**

CODA International utilizes Google Mail to facilitate communication between Directors. The CODA International Google Drive holds all activity reports, financial reports, and any documentation relating to the organization.

Upon being elected to the Board, at the Face-to-Face meeting, you will be given an official CODA International email address and password. If you need assistance, please contact the Secretary for assistance.

The Board of Directors also utilizes the group message chat feature in WhatsApp for Board communications.

## **12. Strategic Plan**

The 2020 Strategic Plan was presented to members at the 30th Annual CODA International Inc. Conference, Reading UK.

The By Laws, Policy and Procedures, and Board Handbook have been revised and updated. These documents are important to provide a strong foundation for the organization.

Appendix 1: 2020 Strategic Plan

## **13. Financial Management**

### **13.1 Year to date financial report**

Please refer to Google Drive for Financial Reports.

### **13.2 Bank Account Information**

CODA International has a bank account with Bank of America. Our account is managed with two authorized signatories: President and Treasurer. The Board may hold a vote at any time to determine if an additional signatory is required.

The President and the Treasurer will be the only positions that have access to a Debit Card for the organization. Prior approval from the Board of Directors is required to provide Debit Card access.

### **13.3 Physical Address, Bookkeeper & Accountant**

CODA International's physical address is 41041 Trimboli Way #1788  
Fremont CA USA 94538-4832.

Jitasa Inc. at 1750 W. Front Street, STE 200 Boise, Idaho 83702. Jitasa is currently the Bookkeeper/Accountant for the organization. For information, contact the Treasurer at [treasurer@coda-international.org](mailto:treasurer@coda-international.org) or the President at [president@coda-international.org](mailto:president@coda-international.org).

Our Legal Representation is Hurwit & Associates in Massachusetts.

Direct correspondence should occur via the Treasurer and/or President.

### **13.4 General Board Member Reimbursements**

Board Members may incur expenses while conducting work for CODA International. Any reimbursements require the prior approval of the President and Treasurer.

Members who incur internet expenses required to participate in CODA International related activities, may receive reimbursement contingent on a case-by-case basis. Related activities may include tasks such as checking emails and participating in Zoom meetings. Documentation must accompany any requests for reimbursement authorization.

### 13.5 Annual Conference Board Member Reimbursements

Active Board Members are reimbursed for:

- HALF of their travel expense to and from the Annual Conference
- Three (3) nights' accommodations at the Conference Hotel
- Registration waived for the Annual Conference

If a CODA conference is canceled, the Board may support outgoing board members with the cost of registration for the next occurring conference. This support will be limited to registration fees and will not include travel or lodging. (Board Motion passed 21 November 2020.)

### 13.6 Region Accounts

The seven (7) regions of CODA International have accounts housed within the operating budget. These line items are not a part of the general operating budget, and the funds belong 100% to the regions.

Region Representatives have total control of these funds and may contact the bookkeeper to release these funds to pay for regional activities.

### 14. Committees

You will be asked to be a Board Liaison and/or Chairperson for a Committee as determined by the President and/or Board decision. If you have skills and experience in a particular area, it is important that you make this information known to the President and the rest of the Board.

The current list of committees can be found in Google Drive. The Committee List includes the current Board Liaison and Chairperson of each.

### 15. Support

Taking on the position of Director on this Board is a huge responsibility. It is important that you take the initiative to reach out if you require support to effectively carry out your responsibilities. Your Board "buddy" is available to you for this reason. Any Director on this Board is also available for support.

## **16. Amendments of the Handbook**

The Vice President is responsible for amending the contents of this Handbook.

Version 1: Liza Clews. Drafted: June 2010. Approved: July 2010, Fremont, USA.

Version 2: S Chappell & R. Dragoo. Drafted: April 2016. Approved:

Version 3: Cedar Jones. Update information/edits June 2020. Approved August 2020.

Version 4: Trudy Schafer & Allyne Bettancourt Drafted May 2023. Approved: 3 June 2023.

## **17. Appendices**

In 2022, the board completed a review of the 2020 Strategic Plan. [Click here](#) for the report.