

Constitution and Bylaws of the Indiana Chapter of Registry of Interpreters for the Deaf, Inc. (ICRID)

Revised: ~~11-11-11~~, 10-5-16



Article I: Name

This organization shall be known as the Indiana Chapter of the Registry of Interpreters for the Deaf, Inc., (hereinafter referred to as ICRID).

Article II: Purpose

Section 2.01. To advocate for best practices in interpreting by fostering relationships with the Deaf community and practitioners to provide support and development of equality, professionalism, and excellence through the profession of sign language interpreting throughout Indiana.

Section 2.02. The principle goals of ICRID shall be to advance the professional standard(s) of Interpretation / Transliteration and professional skills, interests and welfare of its members:

- A. Provide opportunities for training through professional development opportunities, meetings, lectures, etc.; and
- B. To disseminate all pertinent information to membership; and
- C. Promote an environment conducive to mutual growth and support in membership; and
- D. Promote the highest standards in the use of American Sign Language (ASL), Spoken English, and other methods of communication used by deaf, hard-of-hearing, and hearing persons; and
- E. To operate within the National Registry of Interpreters for the Deaf, Inc. (hereinafter referred to as RID) Code of Professional Conduct and bylaws; and
- F. To work within the framework of RID and all applicable Federal, State and Local laws.

Article III: Membership

Section 3.01. Membership in good standing:

- A. A member will be considered in good standing by supporting the purposes of ICRID and whose dues are paid.
- B. Good standing will be considered if dues are paid by July 31 of each year.
- C. Each member who holds dual membership status in both ICRID and RID is entitled to one (1) vote in any issue where votes are taken.
- D. Non-payment of dues within thirty (30) days of due date (July 1) shall terminate membership.
- E. A member whose membership has been terminated for a period longer than one fiscal year may reinstate membership upon payment of dues for the current year.
- F. No individual, who is now or later becomes a member, shall personally be liable to this organization's creditors for any indebtedness or liability. Any and all creditors shall look only to the assets of this organization for payment.

Section 3.02. Membership Categories

A. Voting Members:

- a. **RID member:** Dues paying members in good standing of both ICRID and RID. Able to participate in all activities of ICRID.
- b. **Student / Senior Citizen (55+) RID Member:** Dues paying members in good standing of both ICRID and RID who are currently enrolled in an interpreter training

program (ITP) at a college or university or who are age 55 and older. Able to participate in all activities of ICRID.

B. Non-Voting Members:

- a. **Non-RID member:** Dues paying members in good standing of ICRID. Special opportunities and participation are available to these members.
- b. **Student / Senior Citizen (55+) Non-RID Members:** Dues paying members in good standing of ICRID, and who are currently enrolled in an interpreter training program (ITP) at a college or university or who are age 55 or older. Special opportunities for professional development and participation will be available to these members.
- c. **Organizational Members:** Dues paying member in good standing of ICRID. Limited to members of an organization or business with an interest in supporting the field of interpreting, the purposes of ICRID and the people ICRID serves. Special opportunities will be available for professional development and public relations.

Section 3.03. Dues

- A. The Board of Directors has the authority to set the amount of the annual dues.
- B. Notification of any changes in dues will be given to the membership at least sixty (60) days prior to the implementation.
- C. The membership (and fiscal) year is defined as the period from July 1 to June 30.

Article IV: Board of Directors and Leadership

Section 4.01. Function

The business, property, and affairs of the organization shall be managed and controlled by a Board of Directors (hereinafter referred to as the BOD).

Section 4.02. Number & Size of the Board of Directors

- A. The number of members serving on the BOD shall be a minimum of five (5) and no more than fifteen (15).
- B. The BOD of this organization shall be:
 1. **Four (4) Officers**
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - ii. **Four (4) Members-at-Large** (referred to as MALs)
 - iii. **Immediate Past President:** may serve as a member of the BOD for a two year term
 - iv. **Liaisons:**
 - a. One (1) from the Indiana Association of the Deaf) referred to as (IAD) Representative (non-voting)
 - b. One (1) from each of Indiana's Indiana Interpreter Training Programs (ITP)
- C. The type and number of members on the BOD may be amended by resolution adopted by no less than a majority of the BOD.

Only those members in good standing of both ICRID and RID shall be eligible to serve and vote on the BOD.

Section 4.03. Terms and Duties

- A. Each member of the BOD shall be elected every two (2) years.
- B. The President and Secretary shall be elected in the even years.
- C. The Vice-President and Treasurer shall be elected in the odd years.
- D. Member-at-Large 1 and 2 (MAL1 and MAL2) shall be elected in the even years.
- E. Member-at-Large 3 and 4 (MAL3 and MAL4) shall be elected in the odd years.

- F. Each member of the BOD shall serve on one or more committees as either an active member or liaison to the BOD.
- G. No member of the officers shall hold the same office for more than two consecutive terms; all other BOD positions will have no term limitations.

Section 4.04. President

- A. Shall preside at all meetings of the BOD and membership.
- B. Shall be the Chief Executive Officer (CEO) of ICRID.
- C. Shall have and exercise general charge and supervision of the affairs of ICRID.
- D. Shall do and perform other such duties as the Bylaws provide or as assigned by the BOD.
- E. Shall be a co-signer on any checks disbursed from the ICRID checking account with the Treasurer.

Section 4.05. Vice-President

- A. Shall exercise and perform all powers and duties of the president during the President's absence or disability.
- B. Shall serve as the Chairperson for the Annual Conference Committee.
- C. Shall do and perform other duties as the Bylaws provide or as assigned by the BOD and President.

Section 4.06. Secretary

- A. Shall maintain complete and accurate minutes of all meetings (including the committees meeting minutes) of ICRID.
- B. Maintain, file and preserve accurate records of ICRID business.
- C. Shall give and serve notices of ICRID.
- D. Shall do and perform other duties as the Bylaws provide or as assigned by the BOD and President.

Section 4.07. Treasurer

- A. Shall keep correct and complete records of all accounts, showing accurately at all times the financial condition of ICRID.
- B. Annually, the Treasurer shall complete all forms as required by the Federal and State government.
- C. Shall be the legal custodian of all monies, notes, securities and other valuables that may come into ICRID's possession.
- D. All funds of ICRID's coming into the Treasurer's hands shall be promptly be deposited in some reliable bank or depository designated by the BOD.
- E. Shall furnish, at meetings or when requested, a statement of the financial condition of ICRID.
- F. Shall be the co-signer on any checks disbursed from the ICRID checking account with the President.
- G. Shall do and perform other duties as the Bylaws provide or as assigned by the BOD or President.

Section 4.08. Members-at-Large

Shall do and perform other duties as the Bylaws provide or as assigned by the BOD or President.

Section 4.09. Liaisons

- A. Shall be a communication link between ICRID and the respective schools or organizations.
- B. Shall be appointed by their respective schools or organizations.
- C. Shall serve a term specified by their respective schools or organizations or until successors are appointed.
- D. Shall perform duties as assigned by the BOD or President.

Section 4.10. Resignations

Any member on the BOD may resign at any time by giving written notice to the BOD, the President or the Secretary of ICRID. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation is not necessary to make it effective.

Section 4.11. Removal

- A. Any member on the BOD may be removed with or without cause.
- B. The BOD may declare vacant any office for which the BOD member has been removed due to legal action or for cause detailed in *Robert's Rules of Order Newly Revised*.

Section 4.12. Vacancies

- A. Any vacancy among the BOD caused by death, resignation, removal or otherwise may be filled by the remaining BODs.
- B. The BOD shall elect a person to fill the vacancy, and the person so elected shall hold office and serve the remainder of the term
- C. If the remaining members of the BOD constitute fewer than quorum, by affirmative vote a majority of the members of the BOD.
- D. A member of the BOD may be elected to hold office until expiration of the term of that board member causing the vacancy and until a successor shall be elected and qualified.

Section 4.13. Elections

- A. All members of the BOD shall be elected according to Section 4.03., and shall serve the terms identified in said section.
- B. Elections shall take place during the Annual Meeting of the Membership unless otherwise specified with thirty (30) days' notice of a change.
- C. In the event of a BOD position with no opposition presented, the nominee shall be elected by acclamation.

Article V: Meetings and Voting

Section 5.01. Regular Meetings of the BOD

- A. The BOD shall have six (6) or more regular meetings each year to consider any business that may be properly brought before the meeting.
- B. One (1) of these meetings will be designated as the annual meeting. (***See Section 5.02.***)
- C. The BOD shall provide notice to the membership regarding the time and place of any regular meeting.

Any ICRID member is able to attend regular meeting of the BOD

Section 5.02. Annual Meeting of the Membership

- A. An annual meeting of the membership shall be held within six (6) months after the close of ICRID's fiscal year.
- B. Notice of the annual meeting will be provided to the membership at least thirty (30) days prior to the meeting.

Section 5.03. Special meetings of the Membership

- A. Special meetings of the membership may be called at any time, either by the BOD; or
- B. By written petition of not less than twenty percent (20%) of the voting members of ICRID, sent to the BOD.
- C. Notice of the time and place of the special meetings shall be provided at least thirty (30) days prior to the meeting and shall state the purpose for which the special meeting is called.

Section 5.04. Special meetings of the BOD

- A. A special meeting of the BOD may be called by the President or shall be called by order thereof upon the written request of at least two (2) members of the BOD.
- B. The written request for the special meeting shall set forth the business to be conducted at said meeting.

Section 5.05. Quorum

- A. **Membership meetings:** A quorum shall be fifty-one percent (51%) of the voting members in attendance at an annual or special meeting where the membership will convene to address business.
- B. **BOD meetings:** A quorum of the BOD at any annual, regular or special meeting of the BOD shall be a majority of the duly qualified members of the BOD then occupying office.
- C. In no case shall there be less than three (3) members of the BOD present.
- D. An act of a majority of the members of the BOD present at a meeting who constitute a quorum shall be the act of the BOD.

Section 5.06. Meeting Access

Any or all meetings of the BOD or of any ICRID Committee may participate in a meeting by or through any means of communication by which all persons participating have access to communication with each other during the meeting.

Section 5.07. Action without meeting

- A. Any action permitted or required to be taken at any meeting of the BOD or of any committee thereof may be taken without a meeting if all members of the BOD or of such committee take the action.
- B. The action must be evidenced by at least one (1) written consent describing the action taken, signed by each member of the BOD or of such committee, and included in the minutes or filed with ICRID records reflecting the action taken.

Section 5.08. Notice of Meetings

- A. Notice of meetings shall consist of the Date, Time, and location for the meeting
- B. For Regular meetings: The BOD shall provide notice of all meetings of the BOD to the membership at least two (2) days prior to the meeting.
- C. For the Annual Meeting: The BOD shall provide notice of the Annual Meeting to the membership at least thirty (30) days prior to the Annual Meeting.
- D. All meetings shall be held at the specified location unless circumstances prohibit use of that location on the day of the meeting (e.g. Building issues, technology issues, etc.).
- E. Notices for meetings may be by telephone, US Mail, email, website or other forms of communication that the members have provided to ICRID.
- F. Attendance at any meeting of the BOD shall constitute a waiver of notice of that meeting, except where a BOD Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.09. Committees

- A. The BOD, by resolution adopted by a majority of the BOD, may designate one or more committees, each of which shall consist of one (1) or more members of the BOD who may act as a liaison or an active member of the committee.
- B. Each committee, to the extent provided in said resolution shall have and exercise authority given by the BOD.
- C. The designation of any such committee and the delegation of authority shall not operate to relieve the BOD, or any individual BOD members, or any individual of the responsibility imposed by law.

- D. Any member in good standing of ICRID is eligible to serve on any committee.
- E. Minutes of committee meetings shall be sent to the ICRID Secretary.

Section 5.10. Mail Referendum

Motions may be voted on by the membership by mail referendum in the following manner:

- A. Mail referenda may be drafted and submitted by the Board of Directors
- B. Written notice of the referendum stating and describing all motions, rationale, procedures and deadlines for voting, shall be provided to all voting members at least sixty (60) days prior to the referendum deadline.
- C. Notices of the referendum may be by US Mail or a secure/safe electronic means that is available to all voting members.
- D. The results of all referenda shall be determined by majority of valid ballots returned.
- E. The results of the mail referenda shall be published within forty-five (45) days after the referenda deadline.

Article VI: Disbursements

The treasurer shall make such disbursements from the funds of this organization as may be authorized by the BOD. All checks must be co-signed by the Treasurer and the President.

Article VII: Amendments

Amendments of the Bylaws may be made by a 2/3 vote of the members present at any annual or other meeting of the membership, with notice given as set forth in Section 5.05., or by mail referendum (*cross reference Section 5.10*), of which notice has been given.

Article VIII: Dissolution

In the event of dissolution of ICRID, assets remaining after payment of all debts of ICRID shall be transferred by the BOD to the National RID, provided that RID remains qualified under one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

No BOD member or any private individual shall be entitled to share the distribution of any of the assets of ICRID on dissolution of ICRID.

Article IX: Limitation of Liability

The following provisions apply with respect to the liability on the part of an ICRID BOD member, a member of any standing committee of ICRID, or of another committee appointed by the BOD of ICRID (collectively, "Corporate Persons") for any loss or damage suffered on account of any action taken or omitted to be taken by a Corporate Person.

- A. No Corporate Person shall be liable for any loss or damage if, in taking or omitting to take action causing such loss or damage, either:
 - a. Such a person acted:
 - i. In good faith;
 - ii. With care an ordinary prudent person in a like position would have exercised under similar circumstances, and
 - iii. In a manner such person reasonably believed was in the best interest of ICRID.
 - b. Such a person's breach of or failure to act in accordance with the standards of conduct set forth in subsection (a)(i) above (the "Standards of Conduct") did not constitute a willful misconduct or recklessness.
- B. Any person shall be fully protected, and shall be deemed to have complied with the Standards of Conduct, in relying in good faith, with respect to any information contained therein, upon

- a. ICRID's records
- b. Information, opinions, reports or statements (including financial statements and other financial data) prepared or presented by
 - i. One of more other persons whom such Corporate Persons reasonably believes to be competent in the manners presented.
 - ii. Legal counsel, public accountants, or other such persons as to matters such that Corporate Person reasonable believes are within such person's professional or expert competence
 - iii. A committee, of which such Corporate Person is not a member, if such Corporate Person believes such committee or Appointed Committee merits confidence
 - iv. The Board, if such Corporate Person is not a BOD member and reasonably believes the Board merits confidence.

Article X: Liabilities of Members

No individual who is now or later becomes a member of this organization shall be personally liable to its creditors for any indebtedness, or liability and any and all creditors shall look to the assets of this organization for payment.

Article XI: Parliamentary Procedure

Robert's Rules of Order, latest edition, shall govern the conduct of business of this organization not otherwise specified in these bylaws.

Article XII: Prohibited Activities

Regardless of any other provisions of these bylaws, no member, BOD member, employee, or agent of ICRID shall take any action or carry on any activity by or on behalf of ICRID not to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions hereto.