



# INDIANA CHAPTER OF REGISTRY OF INTERPRETERS FOR THE DEAF

Bylaws Revised September 2021

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## Article I. Name

Section 1.01 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 equity, professionalism, and excellence through the profession of sign language interpreting throughout Indiana.

Section 2.02 The principal 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 D/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 June 30 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 (June 30) 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.

Section 3.02 Membership Categories

- (a) Voting Members: are members in good standing as described in Section 3.01
  - (i) *Certified Member*
  - (ii) *Associate Member*
  - (iii) *Student Member*

(b) B. Non-Voting Members:

- (i) 1.Supporting Member
- (ii) 2.Organizational/Institutional Member

(c) C. Eligibility:

- (i) *Certified Member: Any interpreter or transliterator of American Sign Language and/or English who holds valid certification accepted by RID.*
- (ii) *Associate Member (non-certified): Any individual who is actively engaged in the interpretation of American Sign Language and English and/or the transliteration of English, but who does not hold valid certification accepted by the RID.*
- (iii) *Student Member: Any non-certified individual currently enrolled in a course of study in interpretation of American Sign Language and English and/or the transliteration of English.*
- (iv) *Supporting Member: Any non-certified individual with an interest in supporting the purposes and activities of the corporation who does not meet eligibility requirements for Article III Section 3.02 A.*
- (v) *Organizational/Institutional Member: Any organization or institution with an interest in supporting the purposes and activities of the corporation*

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 thirty (30) 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

- (a) 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:
- (c) Four (4) Officers
  - (i) *President*
  - (ii) *Vice-President*
  - (iii) *Secretary*
  - (iv) *Treasurer*
- (d) Four (4) Members-at-Large (referred to as MALs)
- (e) Immediate Past President: may serve as a member of the BOD for a two-year term
- (f) The type and number of members on the BOD may be amended by resolution adopted by no less than a majority of the BOD.
- (g) 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 term of office shall be for 22 – 26 months, according to scheduling of elections as stated in the Policies and Procedures Manual.
- (b) No officer shall hold the same office for more than two (2) consecutive terms. In addition, no officer shall serve more than three (3) consecutive terms on the board of directors.
- (c) The terms of office for all Directors shall commence at the conclusion of the meeting during which they are elected.
- (d) The outgoing Board will serve an additional two months during the transitional period without voting privileges.

#### 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 stated in the Policies and Procedures Manual.

#### 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 such duties as stated in the Policies and Procedures Manual.

#### 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 complete all reports required by RID.
- (d) Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### 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 furnish, at meetings or when requested, a statement of the financial condition of ICRID.
- (g) Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### Section 4.08 Members-at-Large

- (a) Works with membership and the BOD assisting with the coordination of activities and communication in and among the association.
- (b) Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### Section 4.09 Resignations

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

#### Section 4.10 Removal

- (a) Any member on the BOD may be removed with or without cause due to legal action or for cause detailed in Robert's Rules of Order Newly Revised
- (b) A formal motion will be required for the removal.
- (c) The BOD may declare vacant any office for which the BOD member has been removed

#### Section 4.11 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 current BOD may still elect a replacement.
- (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 4.12 Elections

- (a) All members of the BOD shall be elected according to Section 4.03.
- (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

### Section 5.01 Regular Meetings of the BOD

- (a) Regular meetings of the Board of Directors shall be held on a quarterly basis at minimum at such time and place as fixed by the Board of Directors. Announcement shall be provided to membership at least two (2) days prior to such meetings.
  
- (b) Annual Business meetings of the Board of Directors shall be held immediately before and/or after the annual meeting of members. Announcement shall be provided to membership at least thirty (30) days prior to such meetings.

### Section 5.02 Annual Meeting of the Membership

- (a) An annual meeting of the membership shall be held within ICRID's fiscal year.
- (b) Notice of the annual meeting of membership will be provided to the membership at least thirty (30) days prior to the meeting.

### Section 5.03 Special meetings of the BOD

- (a) A special meeting of the BOD may be called by the President or by any two (2) BOD. Notifications shall be given to the entire Board of Directors at least one (1) day prior to such meeting.
- (b) Meetings by Electronic Conference: Any meeting, regular or special, may be held by electronic conference or similar communication equipment, so long as all Directors participating in the meeting can communicate with one another.

### Section 5.04 Quorum

- (a) Regular Meetings of the Board: To obtain quorum, a majority of the BOD shall be in attendance.
- (b) Annual Business Meeting: To obtain a quorum, a majority of the attendees shall be voting members in good standing and a majority of the BOD shall be in attendance.

### Section 5.05 Meeting Access

- (a) 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 5.06 Action without meeting

- (a) Any action permitted or required will be stated in the PPM.

#### Section 5.07 Committees

- (a) The President, with the Board of Directors' approval, shall appoint the members of all standing councils and committees, special and/or ad hoc committees, and task forces.
- (b) Each entity shall be composed of three or more voting members in good standing, who shall serve for a specified term as stated in the Policies and Procedures Manual.
- (c) Any vacancies in the membership of any entity shall be filled following the same procedure.
- (d) For each entity, the President shall designate a member of the Board of Directors to serve as a liaison.
- (e) Standing Committees: Permanent entities that meet regularly, and committee chair reports directly to the RID Board of Directors
- (f) Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### Section 5.08 Referendum

- (a) Motions may be voted on by the membership by referendum in the following manner:
- (b) Written notice of the referendum that has been drafted and submitted by the BOD, stating and describing all motions, rationale, procedures and deadlines for voting, shall be provided to all voting members at least thirty (30) days prior to the referendum deadline.
- (c) Notices of the referendum may be accepted via 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 referenda shall be published within thirty (30) days after the referenda deadline.

### Article VI. Disbursements

Section 6.01 The treasurer shall follow the Policies and Procedures Manual for all cases under this category.

## Article VII. Amendments

Section 7.01 Amendments of the Bylaws may be made by a majority of the members present at any annual or other meeting of the membership or referendum, with notice given as set forth in Article V.

## Article VIII. Dissolution

### Section 8.01 Process

- (a) In the event of dissolution of ICRID, assets remaining after payment of all debts of ICRID shall be transferred by the BOD following the guidelines of the Policies & Procedures Manual to a designated organization while remaining 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.
- (b) 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

Section 9.01 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:
  - (i) *Standards of Conduct- Such a person acted:*
    - 1) In good faith;
    - 2) With care an ordinary prudent person in a like position would have exercised under similar circumstances, and
    - 3) In a manner such person reasonably believed was in the best interest of ICRID.
  - (ii) *Such a person's breach of or failure to act in accordance with the standards of conduct set forth in subsection (a) 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
- (i) *ICRID's records*
  - (ii) *Information, opinions, reports or statements (including financial statements and other financial data) prepared or presented by*
    - 1) One of more other persons whom such Corporate Persons reasonably believes to be competent in the manners presented.
    - 2) 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
    - 3) A committee, of which such Corporate Person is not a member, if such Corporate Person believes such committee or Appointed Committee merits confidence
    - 4) The Board, if such Corporate Person is not a BOD member and reasonably believes the Board merits confidence.

## Article X. Liabilities of Members

Section 10.01 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. Prohibited Activities

Section 11.01 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.