

ASSOCIATION BYLAWS

Registry of Interpreters for the Deaf, Inc.

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Registry of Interpreters for the Deaf, Inc.

Updated April 2020

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Article I. NAME

The name of this corporation shall be the Registry of Interpreters for the Deaf, Incorporated (RID).

Article II. OBJECTIVE

The principal objective of this corporation is to initiate, sponsor, promote, and execute policies and activities that will further the profession of the interpretation of American Sign Language and English and the transliteration of English.

Article III. MEMBERSHIP

Section 1. Categories of Membership

This corporation shall have the following categories of non-transferable membership:

- A. Voting Members
 - 1. Certified Member
 - 2. Associate Member
- B. Non-voting Members
 - 3. Certified Member: Inactive
 - 4. Certified Member: Retired
 - 5. Student Member
 - 6. Supporting Member
 - 7. Organizational/Institutional Member

Section 2. Eligibility

- A. Certified Member: Any interpreter or transliterator of American Sign Language and/or English who holds valid certification accepted by the RID.
- B. 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.
- C. Certified Member: Inactive - A certified member who experiences, voluntarily or involuntarily, a life-altering event or activity which precludes them from working as an interpreter or transliterator.
- D. Certified Member: Retired - A certified member who upon reaching the age of fifty-five (55) or older elects to retire from working as an interpreter or transliterator.
- E. 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.
- F. 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 Sections 2.A, 2.B, or 2.C under **Article III. MEMBERSHIP**.
- G. Organizational/Institutional Member: Any organization/institution with an interest in supporting the purposes and activities of the corporation.

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Section 3. Voting Rights and Requirements

- A. In order to be a voting member of the RID, a person must be a member in good standing, belong to a voting category, and be a member of an Affiliate Chapter.
- B. Each voting member of this corporation shall be entitled to one (1) vote in meetings, referenda, and elections. Meetings, referenda, and elections pertaining to evaluations, certifications, and standards/ethics may only be voted upon by active certified members.
- C. In order to be guaranteed eligibility to vote at a National Convention, a member's dues must be received in the national office by July 1st of the fiscal year in which the convention occurs. Any member renewing their membership after July 1st will only be permitted to vote at the National Convention if their renewal can be verified prior to the convention.
- D. Any decision of the Board of Directors may be vetoed by a two-thirds ($\frac{2}{3}$) vote of those eligible and voting during a regular or special meeting of the membership or through referendum.

Section 4. Termination of Membership and/or Certification

- A. Membership: An individual's membership in the RID can be terminated for the following reasons:
 - 1. Suspension or expulsion for causes outlined in the Policies and Procedures Manual.
 - 2. Non-payment of dues as outlined in the Policies and Procedures Manual.
 - 3. Resignation.
- B. Certification: An individual's certification in the RID can be terminated for the following reasons:
 - 1. Suspension or revocation for cause as defined in the Policies and Procedures Manual.
 - 2. Non-payment of dues as outlined in the Policies and Procedures Manual.

Section 5. Reinstatement

- A. Application for Reinstatement: A former member who satisfies the requirements as outlined in the Policies and Procedures Manual may apply to be reinstated.
- B. Appeals: Membership and/or certification suspension or revocation may be appealed by following the guidelines set forth in the Policies and Procedures Manual.

Section 6. Change of Membership Category

A member who has a change in membership category will immediately be entitled to the privileges thereof. Beginning with the next fiscal year, all dues, fees, and assessments for that member shall be based on the new membership category.

Section 7. Membership Sections

This corporation may establish membership sections which shall be open to all members of the corporation. Membership sections must follow the guidelines set forth in the Policies and Procedures Manual.

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Section 8. NAD-RID Code of Professional Conduct Compliance

Individual members of the RID, while interpreting, shall follow the NAD-RID Code of Professional Conduct established and implemented by the association and shall be subject to the Ethical Practices System.

Article IV. DIRECTORS

Section 1. Composition of Board of Directors

The Board of Directors shall be comprised of a President, Vice President, Secretary, Treasurer, Member-at-Large, Deaf Member-at-Large and one Representative from each region. In addition, the immediate Past President may serve as a non-voting ex-officio member of the Board of Directors for one term.

Section 2. Powers and Limitations

All corporate powers shall be exercised by or under the authority of the Board of Directors except as limited by Sections A and B below. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it monetarily liable for any purpose or in any amount. All charges, responsibilities, and membership directives shall persist until fulfilled regardless of any changes to the makeup of the Board of Directors. Specific powers and limitations are defined in the Policies and Procedures Manual and are in accordance with the RID's Articles of Incorporation.

- A. The Board may add certificates to or add or change categories for membership in the RID only with prior approval of two-thirds ($\frac{2}{3}$) of the eligible membership voting on the issue.
- B. The Board may enter into a contract that changes, adds to, or amends certification or membership status only with prior approval of two-thirds ($\frac{2}{3}$) of the eligible membership voting on the issue.

Section 3. Duties

A. General Duties:

- 1. Perform duties as prescribed by the voting membership, the Board of Directors or as required by law.
- 2. Appraise the performance of the Chief Executive Officer of the corporation.
- 3. Approve the budget of the corporation annually.
- 4. Provide a comprehensive corporate report no later than ninety (90) days after the end of each fiscal year.
- 5. Serve as a liaison to assigned committees, councils, task forces, and member sections.
- 6. Attend all Board meetings and submit required Board reports.
- 7. Assist in onboarding incoming Directors.

B. Officers:

- 1. President
 - a) Represent the corporation in all appropriate activities.

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- b) Preside at meetings of the members and/or Directors.
 - c) Appoint committees.

 - d) Retain authority to co-sign checks with the Treasurer or any other designated person through action of the Board of Directors.
 - e) Provide at least quarterly reports to the membership concerning business, Board of Directors activities, and financial status of the corporation.
 - f) Serve as liaison to the national office as the Board representative.
 - g) Oversee the performance of the Chief Executive Officer of the corporation as guided by the Board of Directors.
2. Vice President
- a) The Vice President of the Board is prepared at all times to assume the role of Board President, if necessary. The Vice President may serve in the President's place for Board activities and in the spokesperson capacity.
 - b) The President may delegate special assignments to the Vice President, who also works closely with the organization's CEO to carry out the Board's vision and directives.
 - c) Oversee the training of incoming Board members and committee chairs.
3. Secretary
- a) Keep a complete and accurate record of the proceedings of the Board of Directors.
 - b) Serve as Secretary of the corporation. Ensure the integrity of the governance framework, being responsible for the efficient administration of the association. Ensure compliance with statutory and regulatory requirements and implementation of decisions made by the Board of Directors.
 - c) Supervise the keeping of all corporation records.
 - d) Retain authority to co-sign checks with the President or any other person designated through action of the Board of Directors.
 - e) Ensure timely response to member correspondence to the Board.
4. Treasurer
- a) Oversee the RID's overall financial position.
 - b) Collaborate with the national office leadership to:
 - i) Prepare the association's annual budget and present it to the Board.
 - ii) Monitor income and expenditures by comparing the actual and budgeted figures.
 - iii) Review financial statements at least quarterly.
 - iv) Monitor the association's investments.
 - v) Consult on programs and services (new and old) which impact the budget during monthly meetings.
 - vi) Ensure the timely and accurate filing of required tax documents.

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- c) Chair the Finance Committee.
 - d) Meet with auditor to review annual reports and management letters.
5. Member-at-Large
- a) Assist with the coordination of activities and communication within the association.
 - b) Work with the Deaf Member-at-Large to oversee the maintenance and revisions of the *Policies and Procedures Manual* and volunteer leadership documents.
6. Deaf Member-at-Large
- a) Assist with the coordination of activities and communication within the association.
 - b) Work with the Member-at-Large to oversee the maintenance and revisions of the *Policies and Procedures Manual* and volunteer leadership documents.
7. Region Representative
- a) Provide reports regarding the activities of the RID Board of Directors, national committees, and the national office to each Affiliate Chapter within the region via e-mail or conference calls. Conference calls are generally held on a quarterly basis.
 - b) Provide reports at least quarterly to the Board and the national office during meetings. Reports should reflect the special issues and/or concerns expressed within the region.
 - c) Convene and preside at any regional meetings/conference and teleconference calls, including Presidents' council meetings, and facilitate development of regional activities.
 - d) Attend workshops and conferences in the region, when able and funds are available, using region budget and funds from the hosting Affiliate Chapter.
 - e) Serve as a resource person to Affiliate Chapter Presidents and members within the region.
 - f) Submit regular reports to the association newsletter.
 - g) Assist Affiliate Chapters within the region in their ability to meet affiliation requirements.
 - h) Assist any chapter not in compliance with the RID's affiliation requirements in moving toward compliance or dissolution. In the event of dissolution or no further recognition of a chapter, the Region Representative will ensure the collection and forwarding of all required information to the national office.
 - i) Serve as one of the national conference committee core group members and participate in the recruiting of conference chair(s) when the national conference is being hosted in the region.
8. Immediate Past President
- Serve in an ex-officio non-voting capacity for one term, assist the President during the transition into office, serve as an advisor to the President, assume special assignments

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as determined by the President, and attend Board meetings.

9. Executive Committee

- a) Comprised of the President, Vice President, Secretary, Treasurer, Member-at-Large and Deaf Member-at-Large.
- b) In the event that the entire Board is unable to convene, the Executive Committee shall be given full power and authority to take action on emergency issues.

Section 4. Qualifications

All candidates for the Board of Directors, except the Members-at-Large, shall have been certified members in good standing for at least four (4) consecutive years immediately prior to candidacy. The Members-at-Large must have been certified and/or associate members in good standing for at least four (4) consecutive years immediately prior to candidacy. Furthermore, all candidates for Region Representative shall have been residents of their respective regions for at least two (2) consecutive years immediately prior to candidacy.

Section 5. Term of Office

- A. Directors on the Board shall serve three (3) year terms. No officer shall be elected to the same office for more than two (2) consecutive terms. They shall be elected by ballot every three years, and their term shall commence on September 1st of that election year.

Section 6. Nominations and Elections

- A. Officers: (President, Vice President, Secretary, Treasurer, Member-at-Large and Deaf Member-at-Large) Candidates must receive nominating signatures of at least twenty-five (25) voting members in good standing, representative of all regions.
- B. Region Representative: Candidate must receive nominating signatures of at least twenty-five (25) voting members in good standing from within the candidate's respective region.
- C. Procedures governing nominations, acceptance of nominations, and elections are contained in the Policies and Procedures Manual.

Section 7. Vacancies

Vacancies of the Board of Directors are created upon the death, resignation, incapacitation, or removal of any Director due to legal action or for cause against the Director. Additionally, a vacancy will be created when a Region Representative moves from one region to another more than six (6) months prior to the completion of their term. This situation would require the Representative's immediate resignation.

- A. Removal of Directors: The Board of Directors may declare vacant any office for which the Director has been removed due to legal action or for cause as detailed in Robert's Rules of Order Newly Revised. A decision for removal of a Director must be approved by three-fourths ($\frac{3}{4}$) of the Board of Directors present and voting. Notification shall be given to the entire Board of Directors at least seven (7) days prior to such a meeting.
- B. Appointment to Fill a Vacancy:

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- a) In case of vacancy of the President, the Vice President automatically become President for the unexpired term.
- b) In case of vacancy of the Vice President, Secretary, Treasurer, Members-at-Large, or Regional Representatives with less than one (1) year remaining in the term, the office may be filled by the affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor's office. If the unexpired term is more than one year, a special election must be held within six months of the vacancy. Until such elections occur, a person may be appointed to the vacant office by an affirmative vote of a majority of the remaining Directors.

Section 8. Meetings of Directors

- A. Biennial Meetings: Biennial meetings of the Board of Directors shall be held immediately before and/or after, and at the same place as, the biennial meeting of members.
- B. Other Regular Meetings: Other regular meetings of the Board of Directors shall be held on a quarterly basis at such time and place as fixed by the Board of Directors. Announcement shall be provided to membership at least sixty (60) days prior to such meetings.
- C. Special Meetings: These may be called by the President or by any two (2) Directors, with a majority vote of approval by the Board of Directors. Notification shall be given to the entire Board of Directors at least seven (7) days prior to such a meeting.
- D. 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 9. Quorum

A majority of the Board of Directors are required to attend in order to constitute a quorum.

Article V. COMMITTEES

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, with the exception of the Nominations Committee and the Elections Committee. Each entity shall be composed of three or more voting members in good standing, who shall serve for a specified term. Any vacancies in the membership of any entity shall be filled following the same procedure. For each entity, the President shall designate a member of the Board of Directors to serve as a non-voting liaison. A majority of the entity's membership shall constitute a quorum during its meetings.

Standing Councils and Committees: Permanent entities that meet regularly, and report directly to the RID Board of Directors.

Section 1. Councils

- A. Council of Elders
- B. Deaf Advisory Council

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C. Diversity Council

Section 2. Committees

- A. Audit Committee
- B. Certification Committee
- C. Elections Committee
- D. Finance Committee
- E. National Bylaws Committee
- F. Nominations Committee
- G. Professional Development Committee
- H. Scholarships and Awards Committee

Administration: Detailed charges, timelines, and the scope of work for each entity—standing councils and committees, special and/or ad hoc committees, and task forces—shall be contained in the RID *Policies and Procedures Manual* or in enabling documents.

Article VI. MEETINGS OF MEMBERS

The time and place of general membership biennial meetings will be designated by the Board of Directors with a written notice given to the membership at least nine (9) months prior to the meeting. Special membership meetings may be called at any time by the Board of Directors or by written petition sent to the Board of Directors from a minimum of ten percent (10%) of the voting members of the corporation. Written notice of the time and place of special meetings shall be given at least two (2) months prior to the meeting. A quorum to conduct business at biennial and special meetings shall consist of no less than two hundred (200) voting members.

Article VII. REGIONAL ORGANIZATION

The composition and/or number of the regions must be approved by the Board of Directors. Changes in regional composition will occur when deemed necessary by the Board of Directors and/or the membership. A Presidents' council for each region consisting of the Affiliate Chapter Presidents within the region may be formed.

Article VIII. AFFILIATE CHAPTERS

Any group of at least twenty (20) individuals, each of whom qualifies for membership in the corporation as a voting member, may make application for affiliation following the procedures and requirements as outlined in the *Policies and Procedures Manual*. Any Affiliate Chapter may remain affiliated with the RID so long as it complies with the provisions of these Bylaws and the *Policies and Procedures Manual*. In order to be a voting member of an Affiliate Chapter, a person must also be a member in good standing with the RID. Elected officials, officers and Board members of any Affiliate Chapter of the RID must be members in good standing with this corporation.

Article IX. REFERENDUM

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

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- A. Referenda may be drafted and submitted by the Board of Directors, by a committee at the request of the Board of Directors, or by written petition of at least five percent (5%) of the voting members of the corporation, sent to the Board of Directors.
- B. Notice of the referendum, stating and describing all motions, procedures, and deadlines for voting, shall be provided to all voting members at least sixty (60) days prior to the referendum deadline. Notice shall be given in both American Sign Language and English.
- C. RID Headquarters shall prepare the referendum and disseminate it to the membership in accordance with the *Policies and Procedures Manual*.
- D. Results of all referenda shall be determined by a majority of the valid ballots returned except when a higher percentage is required by these Bylaws or by the parliamentary authority.
- E. Results of the referendum shall be disseminated to the membership within forty-five (45) days after the referendum deadline. The results shall be given in both American Sign Language and English.

Article X. INSPECTION RIGHTS AND CORPORATE SEAL

A copy of the corporation's Articles of Incorporation and Bylaws as amended to date shall be open to inspection by the members of the corporation during business hours. Inspection can also be made of the books, membership records, or minutes of proceedings of the members, the Board, or committees of the Board, upon written request to the corporation by a member with a ten (10) business days' notice for a purpose reasonably related to such person's interests as a member. Any inspection may be made in person, by agent, or by attorney, and the right to inspection includes the right to receive copies and/or extracts at reasonable cost. The corporate logo shall be used by the corporation and its Affiliate Chapters for official and/or approved purposes only. The corporate logo may not be used by an individual member for their personal use.

Article XI. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on July 1st and end on June 30th of each year.

Article XII. FEES, DUES, AND ASSESSMENTS

In order to remain in good standing, a member must pay annual dues in advance of July 1st of each fiscal year, in amounts to be fixed from time to time by the Board of Directors. (Gold and Silver Members of the corporation are exempt from annual dues.) Dues are in arrears as of August 1st of each fiscal year. The Board of Directors shall not increase or decrease membership dues by more than ten percent (10%) without a majority vote of the membership either at the biennial meeting or by referendum. The dues shall be equal for all members within each category, but different dues may be set for each category. Notification of any changes in dues structure, fees, or assessments must be published by the association at least ninety (90) days prior to the anticipated implementation. Furthermore, the Board of Directors may determine and assign the payment of a reasonable late fee and reinstatement fee.

Article XIII. AMENDMENT OF BYLAWS

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The Bylaws may be amended by approval of two-thirds ($\frac{2}{3}$) of the voting members of the corporation, eligible and voting during a regular or special meeting of the membership, with ninety (90) days prior notice, or by following the guidelines under **Article IX. REFERENDUM**. However, any amendment which would materially and adversely affect the rights of a specific category must be approved by two-thirds ($\frac{2}{3}$) of the members voting from that affected category.

Article XIV. NON-DISCRIMINATION POLICY

The RID shall not discriminate in matters of certification, testing, or membership on the basis of age, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex, sexual orientation, gender identity, or gender expression.

Article XV. AMENDMENT OF THE ARTICLES OF INCORPORATION, DUES, AND ASSESSMENTS

Amendments to the Articles of Incorporation may be adopted by a recommendation of the Board of Directors and the approval of two-thirds ($\frac{2}{3}$) of the voting members eligible and voting during a regular or special meeting of the membership or through referendum.

Article XVI. DISSOLUTION OF THE CORPORATION

Dissolution of the corporation will follow the procedure as specified in the Articles of Incorporation.

Article XVII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and consistent with these Bylaws and any special rules of order the corporation may adopt.

As revised by member motions C2019.05, C2019.06, C2019.07, C2019.08, C2019.09, C2019.10, C2019.11 (Formerly Motions A-N) during the 2019 biennial membership meeting, July 9-10, 2019 in Providence, RI.