

**Constitution and Bylaws of the
Indiana Chapter of the Registry of Interpreters for the Deaf, Inc.**

(as of 11-11-11)

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: Purposes

The purpose of this organization shall be:

1. To be a resource to those individuals, deaf, hard-of-hearing, or hearing who may be in need of interpreting services.
2. To recruit interpreters.
3. To provide workshops that will assist in the professional growth of interpreting.
4. To promote the highest standards in the use of American Sign Language, and other methods of communication used by deaf, hard-of-hearing, and hearing persons.
5. To cooperate with other organizations, university programs, and linguistic programs of and for deaf, hard-of-hearing, and hearing persons.
6. To operate within the National Registry of Interpreters for the Deaf (hereinafter referred to as RID) Code of Professional Conduct.
7. To work within the framework of the National RID.

Article III: Membership

This organization shall be composed of the following classes of membership:

Section 3.01. Categories of Membership

A. Voting Members:

1. **Certified:** Dues paying members in good standing of ICRID, and holding certification and dual membership in good standing with Registry of Interpreters for the Deaf, Inc. (RID). Able to participate in all activities of ICRID, with full voting privileges.
2. **Associate:** Dues paying members in good standing of ICRID, and holding dual membership in good standing with RID. Able to participate in all activities of ICRID, with full voting privileges.

B. Non-Voting Members:

1. **Supporting members:** Dues paying members in good standing of ICRID. Special opportunities for professional development and participation will be available to these members, with no voting privileges.
2. **Student members:** Dues paying member in good standing of ICRID who is currently enrolled in an interpreter training program (ITP) at a college or university. Special opportunities for professional development and participation will be available to these members, with no voting privileges.
3. **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. Participation will be available to these members with no voting privileges.

Section 3.02. Dues

- A. The Board of Directors has the authority to fix the amount of 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. A member who has paid the established annual dues for the current membership year shall be considered a member in good standing.
- D. A membership year is defined as the period from July 1 to June 30.

Section 3.03. Place of Meetings

All meetings of the membership shall be held at the place, either within or outside the state of Indiana, designated by the Board of Directors and specified in the respective notices.

Section 3.04. Annual Meetings

An annual meeting of the membership shall be held within six (6) months after the close of ICRID's fiscal year as designated by the Board of Directors and specified in any written notices. Written notice of the time and place of the annual meeting shall be mailed thirty (30) to sixty (60) days prior to the meeting. The Fiscal Year of ICRID shall be what is required by the Registry of Interpreters for the Deaf (RID).

Section 3.05. Special Meetings of the Membership

Special meetings of the membership may be called at any time, either by the Board of Directors OR by written petition of not less than twenty percent (20%) of the voting members of ICRID, sent to the Board of Directors. Written notice of the time and place of the special meeting shall be mailed at least thirty (30) to sixty (60) days prior to the meeting, and shall state the purpose for which the special meeting is called.

Section 3.06. Quorum

A quorum shall be fifty-one percent (51%) of the voting membership in attendance at an annual or special meeting where the membership will convene to address business.

Section 3.07. 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. The results of all referenda shall be determined by a majority of valid ballots returned.
- D. The results of mail referenda shall be published within forty-five (45) days after the referenda deadline.

Article IV: Board of Directors

Section 4.01. Function

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

Section 4.02. Number

The number of Directors shall be a minimum of five (5) and no more than fifteen (15). The BOD of this organization shall be: the four officers of ICRID, up to four members-at-large, and one IAD (Indiana Association of the Deaf) representative. In addition, the immediate past-president may serve as a member of the BOD for a two-year term. The type and number of Directors may be amended by resolution adopted by not less than a majority of the BOD. Only those members in good standing of both ICRID and RID shall be eligible to serve on the BOD.

Section 4.03. Elections

All Directors shall be elected by ballot at the annual meeting. Prior to electing the IAD Representative, IAD shall nominate a person for consideration by the membership. The term of the officer shall begin at the close of the annual meeting.

Section 4.04. Term and Duties

- A. Each officer-member (president, vice-president, secretary, treasurer) of the BOD shall serve a term of two (2) years or until a successor is elected and qualified, or until the Director has resigned or been removed.
- B. Each "member-at-large" of the BOD shall serve a term of four (4) years or until a successor is elected and qualified, or until the Director has resigned or been removed.
- C. It shall be the duty of one of the "member-at-large" Directors to serve as Board Liaison to the Annual Spring Retreat (ASR) Committee.
- D. The IAD Representative on the BOD shall serve a term of two (2) years or until a successor has been elected and qualified, or until the Director has resigned or been removed.
- E. It shall be the duty of the IAD Representative to exchange information between ICRID and IAD.
- F. Incumbent Directors shall be eligible for re-election and the number of years a person may serve, as Director is not limited.

Section 4.05. Special Appointment -- Student Liaison

A student liaison is a non-voting communication link between the BOD and ITPs in Indiana.

Student Liaisons:

1. Shall communicate pertinent information between ICRID and their respective college/university.
2. Will also perform duties assigned by the president.
3. Will be appointed by their respective college/university.
4. Shall serve a term specified by their respective schools or until successors are appointed.
5. In the event that a student liaison holds RID Associate or Certified membership, they will be granted voting privileges in ICRID in accordance with the Bylaws. (cross reference section 3.01)

Section 4.06. Vacancies

Any vacancy among the Directors caused by death, resignation, removal, or otherwise may be filled by the remaining BODs, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 4.07. Resignation

Any Director 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 4.08. Removal

Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended. www.ai.org/legislative/ic/code/23

Section 4.09. Regular Meetings

The BOD shall have six (6) or more regular meetings each year to consider any business that may be properly brought before the meeting. One of these meetings will be designated as the annual meeting. The BOD shall provide by resolution the time and place, either within or outside Indiana, for the holding of the additional regular meetings of the BOD. No notice, other than said resolution, shall be necessary for holding these regular meetings. If the meeting designated as the annual meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the BOD specifically called for that purpose in the manner set forth herein.

Section 4.10. Special Meetings

A special meeting of the BOD may be called by the President, and shall be called by order thereof upon the written request of at least two (2) Directors, which request shall set for the business to be conducted at said meeting.

Section 4.11. Meeting by Telephone, etc.

Any or all members of the BOD or of any committee designated by the BOD may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 4.12. Action without meeting

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 BOD or of such committee take the action. 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 4.13. Notice of Meetings

Notice of all meetings of the BOD, except herein otherwise provided, shall be given by mailing, telephone, email, personal delivery, website, or facsimile at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of ICRID. Notice of any meeting of the BOD may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting.

Attendance at any meeting of the BOD shall constitute a waiver of notice of that meeting, except where a Director 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 4.14. Quorum

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, but in no case shall there be less than three (3) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the BOD.

Section 4.15. Committees

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 Directors. These committees, to the extent provided in said resolution, shall have and exercise authority given by the BOD in the management of ICRID. Other committees not having and exercising authority given by the BOD in the management of the Corporation may be designated by a resolution adopted by the majority of the Directors present at the meeting at which a quorum is present. The designation of any such committee and the delegation of authority shall not operate to relieve the BOD, or any individual Director, of any responsibility imposed by law. Any member in good standing of ICRID is eligible to serve on a non-management committee.

Article V: Officers

Section 5.01 Officers and Agents

The officers of ICRID shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and the officers that the BOD may, by resolution, designate from time to time. The same person may hold any two (2) or more offices. The BOD may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient, or expedient for carrying out the purposes for which ICRID was formed.

Section 5.02 Elections, Terms of Office and Qualification

All officers shall be chosen every two years by the membership at the annual meeting. Each officer shall hold office (unless the officer resigns, is removed, or dies) for a term of two (2) years, or until a successor is chosen or qualified. The term of the officer shall begin at the close of the annual meeting. Only members in good standing of ICRID and RID may hold an office.

Section 5.03 Vacancies

In the event that an office of ICRID become vacant by death, resignation, removal or otherwise, the BOD shall elect a person to fill the vacancy, and the person so elected shall hold office and serve until the next annual meeting of the membership or until a successor is elected and qualified, or until the officer's death, resignation or removal (see also Section 4.06.)

Section 5.04 President

1. The President shall preside at all meetings of the BOD and membership.
2. Shall appoint chairmen and members of all standing and temporary committees, subject to the review of the BOD.
3. Shall be Chief Executive Officer of ICRID.
4. Shall have and exercise general charge and supervision of the affairs of ICRID.
5. Shall do and perform other such duties as the Bylaws provide or as assigned by the BOD.

Section 5.05 Vice-President

1. The Vice-President shall exercise and perform all powers and duties of the President during the President's absence or disability.
2. Shall serve as Chairperson of the Annual Conference Committee.
3. Shall do and perform other duties as the Bylaws provide or as assigned by the BOD or President.

Section 5.06 Secretary

1. The Secretary shall maintain the records and minutes of ICRID.
2. Shall attend all meetings of the BOD and membership, and keep a complete and accurate record of all meetings.
3. Shall keep a record of meetings of all standing committees of the BOD when required.
4. Shall give and serve all notices of ICRID.
5. Shall file and take care of all papers and documents belonging to ICRID.
6. Shall authenticate records of ICRID as necessary.
7. Shall do and perform other duties as Bylaws provide or as assigned by the BOD or President.

Section 5.07 Treasurer

1. Treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial condition of ICRID.
2. Annually, the treasurer shall complete all forms as required by the state and federal government.
3. Shall be the legal custodian of all monies, notes, securities and other valuables that may come into ICRID's possession.
4. All funds of ICRID's coming into the Treasurer's hands shall be promptly deposited in some reliable bank or depository designated by the BOD.
5. Shall keep the bank account in ICRID's name.
6. Treasurer shall furnish, at meetings or when requested, a statement of the financial condition of ICRID.
7. Shall do and perform other duties as Bylaws provide or as assigned by the BOD or President.

Section 5.08 Assistant Officers

The BOD may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Bylaws, BOD, or the President.

Section 5.09 Removal

The BOD may remove any officer from office, with or without cause.

Section 5.10 Resignations

Any officer may resign at any time by delivering notice to the BOD, the President, or the Secretary. 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. (Cross reference with Section 4.07.)

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 President.

Article VII: Amendments

Amendments of the bylaws may be made by a 2/3 vote of members present at any annual or other meeting of the membership, with notice given as set forth in section 3.05, or by mail referendum, 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 Registry of Interpreters for the Deaf, Inc., 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.

In the event that RID is not so qualified, the assets remaining after payment of all debts of ICRID shall be transferred by the BOD to the United States, the State of Indiana, the city of Indianapolis, or any instrumentality or subdivision thereof, or to any nonprofit corporation, trust, foundation, or other organization whose purposes are substantially the same as those of ICRID and which, at the time of transfer, is exempt from Federal income taxation under section 501(c)(3) of the code, provided, however, that any transfer to a governmental entity shall be for exclusively public purposes. Any such assets not so transferred by the BOD shall be disposed of by the Circuit Court of the County in which the registered office of ICRID is located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as the Court shall determine. No Director or Officer of ICRID, 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 liability on the part of a Director, a member of any standing committee or of another committee appointed by the Board or Officer 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
1. such person acted
 - a. in good faith,
 - b. with the care an ordinarily prudent person in a like position would have exercised under similar circumstances, and
 - c. in a manner such person reasonably believed was in the best interest of ICRID,

2. such person's breach of or failure to act in accordance with the standards of conduct set forth in subsection(a)(1) above (the "Standards of Conduct") did not constitute 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

1. ICRID's records
2. information, opinions, reports, or statements, (including financial statements and other financial data) prepared or presented by
 1. one or more other persons whom such Corporate Person reasonably believes to be competent in the manners presented
 2. legal counsel, public accountants, or other persons as to matters that such Corporate Person reasonably 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 Director 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 provision of these Bylaws, no member, Director, officer, employee, or agent of ICRID shall take any action or carry on any activity by or on behalf of ICRID not permitted 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.