

## **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. Mission Statement**

The mission of the Indiana Chapter of the Registry of Interpreters for the Deaf is to promote best practices in the profession of sign language interpreting throughout Indiana by fostering relationships with practitioners and the Deaf community (all encompassing parties) while advocating for equality, professionalism, and excellence. This organization fosters diversity, equity, inclusion, and accessibility (DEIA). ICRID as an organization believes in the value of diversity across all backgrounds, including but not limited to: race, ethnicity, national origin religion, gender expression, sexual identity, age, disability, language, hearing status, status as a veteran, socioeconomic status, and other groups thereof.

## **Article III. Membership**

### **Section 1. Membership Categories**

#### **A. Voting Members:**

1. Certified Member: Any interpreter of American Sign Language and English who holds valid certification accepted by RID.
2. Associate Member (non-certified): Any interpreter of American Sign Language and English who does not hold valid certification accepted by RID.
3. Student: Any non-certified individual currently enrolled in a course of study in interpretation of American Sign Language and English.

#### **B. Non-Voting Members**

1. Certified Member- Retired: A certified member aged fifty-five (55) or older who elects to retire from working as an interpreter.
2. Certified Member- Inactive: A certified member who experiences, voluntarily or involuntary, a life-altering event or activity which precludes them from working as an interpreter.
3. Organizational/Institutional Member: Any organization or institution with an interest in supporting the purposes and activities of the corporation.
4. Supporting Member: Any individual not engaged in interpreting with an interest in supporting the purposes and activities of ICRID who does not meet eligibility requirements for other membership categories under Article III Section 1.

## **Section 2. Change of Membership Category**

- A. Upon notification to the Board of Directors, a member who has a change of membership category shall be immediately classified into the appropriate category and awarded the rights thereof.
- B. Beginning with the next membership year, all dues and fees for that member shall be based on the new category.

## **Section 3. Voting Rights and Requirements**

### A. Voting Members

1. Certified members in good standing with ICRID and RID shall have one vote on all matters open to membership.
2. Associate members in good standing with ICRID shall have one vote on matters open to membership except those pertaining to evaluation and certification.
3. Student members in good standing with ICRID shall have one vote on matters open to membership except those pertaining to evaluation and certification.

### B. Non-voting Members

1. Certified Member- Retired, Certified Member- Inactive, Organizational/ Institutional, and Supporting members hold a non-voting status.

### C. ICRID does not issue or honor proxies.

D. Any decision made by the Board of Directors may be vetoed by a two-thirds majority vote of those eligible and voting during a regular or special meeting of the membership or through mail or electronic referendum.

## **Section 4. 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.

## **Section 5. Termination of Membership**

A. Membership in ICRID can be terminated for the following reasons:

1. Suspension or expulsion for cause as outlined in the Policies and Procedures Manual (PPM).
2. Non-payment of dues as outlined in the PPM.
3. Resignation.

## **Section 6. Reinstatement of Membership**

A. Application of Reinstatement: A former member who satisfies the requirements as outlined in the PPM may apply to be reinstated.

B. Appeals: Membership suspension or expulsion may be appealed by following guidelines set forth in the PPM.

## **Section 7. Transfer of Membership**

ICRID membership is non-transferable between individuals or other RID Affiliate Chapters.

## **Section 8. NAD-RID Code of Professional Conduct Compliance**

Individual members, 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. Board of Directors and Leadership**

## **Section 1. 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 2. Number and 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
2. Five (5) Directors
- a. Director of Communication
  - b. Director of Programs
  - c. Director of Membership
  - d. Director of Engagement
  - e. Director of Deaf Community Relations

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.

D. Only those Deaf or hearing members in good standing of both ICRID and RID shall be eligible to serve and vote on the BOD as Officers.

E. Only those Deaf or hearing members in good standing of ICRID shall be eligible to serve and vote on the BOD as Directors.

### **Section 3. Terms of Office**

A. Terms for the following positions shall be two years. Terms will be up for election on even-numbered years and commence on July 1 (or after the annual business meeting of the membership).

- 1. President
- 2. Secretary
- 3. Director of Communications
- 4. Director of Membership
- 5. Director of Deaf Community Relations

B. Terms for the following positions shall be two years. Terms will be up for election on odd-numbered years and commence on July 1 (or after the annual business meeting of the membership).

- 1. Vice-President
- 2. Treasurer
- 3. Director of Programs
- 4. Director of Engagement

C. 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.

D. The terms of office for all Board positions shall commence at the conclusion of the meeting during which they are elected.

E. The outgoing Board will serve an additional two months during the transitional period without voting privileges.

#### **Section 4. Board of Directors' Duties**

##### **A. President**

1. The President shall have general supervision and direction of the affairs of ICRID and other duties as prescribed by the board or the membership, and

RID. Additionally, the President:

- a. Appoints or disbands any committees, including special and/or ad hoc, composed of voting members in good standing.
- b. Has co-signature responsibility with the Director of Finance on all financial accounts of corporate funds.
- c. Ensures any and all legal obligations are met unless responsibility is expressly delegated to another officer under the bylaws.
- d. Sets the agenda and presides over all board meetings, the annual conference business meeting(s), and any special meetings of the membership.
- e. Is accountable to the Registry of Interpreters for the Deaf (RID) for the activities and reporting of ICRID.
- f. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

##### **B. Vice-President**

1. Works with the President to set the agenda and presides over all board meetings, the annual conference business meeting(s), and any special meetings of the membership.
2. Shall exercise and perform all powers and duties of the President during the President's absence or disability, or may designate a representative to act in their stead.
3. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

##### **C. Secretary**

1. Shall maintain complete and accurate minutes of all meetings (including the committees meeting minutes) of ICRID.
2. Maintain, file, and preserve accurate records of ICRID business.
3. Shall complete all reports required by RID.
4. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### D. Treasurer

1. Shall keep correct and complete records of all accounts, showing accurately at all times the financial condition of ICRID.
2. Annually, the Treasurer shall complete all forms as required by the Federal and State 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 furnish, at meetings or when requested, a statement of the financial condition of ICRID.
6. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### E. Director of Communications

1. Oversees communications to the membership and broader community, including:
  - a. Updating the ICRID website
  - b. Managing ICRID social media accounts
  - c. Publications
2. Works in conjunction with the Director of Membership and Director of Engagement.
3. Provides periodic reports on communications to the BOD.
4. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### F. Director of Programs

1. Oversees professional development programs in conjunction with the CMP coordinator.
2. Establishes budgets for all programs (e.g., Annual Conference Committee, Professional Development Committee).
3. Provides periodic reports on programming to the BOD.
4. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### G. Director of Membership

1. Provides periodic reports on membership numbers to the BOD.
2. Works in conjunction with the Director of Engagement to promote membership and participation in the organization.
3. Engages in outreach activities with ITPs/IEPs to encourage student membership and participation in ICRID.

4. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### H. Director of Engagement

1. Creates activities within the organization to foster relationships between the interpreting community, the Deaf community, and other stakeholders.
2. Represents ICRID in region meetings, and acts as the AC Representative.
3. Provides periodic reports to the BOD regarding RID updates.
4. Meets with Deaf community organizations and other stakeholders in conjunction with the Director of Deaf Community Relations.
5. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

#### I. Director of Deaf Community Relations

1. Meets with Deaf community organizations, community members, and other stakeholders in conjunction with the Director of Engagement.
2. Acts as POC and liaison for the Deaf community and stakeholders
3. Shares updates from national level Deaf organizations with the BOD.
4. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

### **Section 5. Resignations**

- A. Any member of 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.
- D. Notice of resignation will be made official in accordance with meeting minutes.

### **Section 6. Removal**

- A. Any member of the BOD may be removed from office by a two-thirds (2/3) vote of the Board of Directors with or without cause.
- B. A formal motion will be required for removal.
- C. The BOD may declare vacant any office for which a BOD member has been removed.

## **Section 7. Vacancies**

- A. Any vacancy among the BOD caused by death, resignation, removal, or otherwise may be filled by the remaining BOD.
- 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 8. Nominations and Elections**

- A. A call for nominations shall be issued no less than thirty (30) days prior to the opening of the voting time frame.
- B. The Director of Membership must verify nominees are members in good standing.
- C. All members of the BOD shall be elected according to the terms and election schedule stated in Article IV, Sections 3(A) and 3(B).
- D. Elections shall take place during the annual meeting of the membership, unless otherwise specified within thirty (30) days notice of the change.
- E. In the event of a BOD position with no opposition presented, the nominee shall be elected by acclamation.

## **Section 9. Compensation**

- A. ICRID Board members shall receive complimentary dual membership dues as the budget allows.
- B. ICRID Board members shall receive no monetary compensation for their services.
- C. Board members may be reimbursed by ICRID for reasonable expenses incurred while acting as a representative of ICRID as outlined in the PPM.

## **Article V. Meetings**

### **Section 1. Language**

The official language of all ICRID Board meetings (regular, annual, or special) shall be American Sign Language.

### **Section 2. Regular Meetings of the BOD**

A. Regular meetings of the BOD shall be held on a quarterly basis at minimum at such time and place as fixed by the BOD. Announcement shall be provided to membership at least two (2) weeks prior to such meetings.

B. Any meeting, regular or special, may be held virtually, so long as all members participating in the meeting can communicate with one another.

C. Any meeting, regular or special, may be held in person, so long as a hybrid option is also offered.

### **Section 3. Annual Meeting of the Membership**

A. An annual meeting of the membership shall be held within ICRID's fiscal year, during the Fall.

B. Notice of the annual meeting of the membership shall be provided to the membership at least thirty (30) days prior to the meeting.

C. Unless otherwise directed by the members, all meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

### **Section 4. Special Meetings of the BOD**

A. A special meeting of the BOD may be called by the President or by any two (2) BOD members.

B. Notification shall be given to the entire BOD at least forty-eight (48) hours prior to such meeting.

### **Section 5. Quorum**

A. Regular Meetings of the BOD: To obtain quorum, two-thirds (2/3) of the BOD shall be in attendance.

B. Annual Business Meeting: To obtain quorum, a majority of the attendees shall be voting members in good standing, and two-thirds (2/3) of the BOD shall be in attendance.

C. Should less than two-thirds (2/3) of BOD members attend a Board meeting, no matters of significance may be voted upon.

### **Section 6. Action without meeting**

Any action permitted or required will be stated in the PPM.

### **Section 7. Committees**

A. The President, with the BOD's approval, shall appoint the members of all standing councils and committees, special, and/or ad hoc committees, and task forces.

B. Each entity may be composed of three or more 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 may be filled following the same procedure.

D. For each entity, the President shall designate a member of the BOD to serve as a liaison.

E. Standing Committees: Permanent entities that meet regularly, and committee chair reports directly to ICRID BOD.

F. Shall do and perform other such duties as stated in the Policies and Procedures Manual.

### **Section 8. Referendum**

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

1. 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.
2. Notices of the referendum may be accepted via electronic means so that it is available to all voting members.
3. The results of all referenda shall be determined by majority of valid ballots returned.

4. The results of the referenda shall be published within thirty (30) days after the referenda deadline.

## **Article VI. Disbursements**

The Treasurer shall follow the Policies and Procedures Manual for all cases under this category.

## **Article VII. Amendments**

Amendments of the Bylaws may be made by a majority of the members present at any annual or other meeting of the membership, or by referendum, with notice given as set forth in Article V Section 8.

## **Article VIII. Dissolution**

### **Section 1. 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 and 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**

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:

1. Standards of Conduct - Such person acted:

a. In good faith;

- b. With care an ordinary 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 a person's breach of or failure to act in accordance with the standards of conduct set forth in Article IX subsection A(1) 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

- 1. ICRID's records
- 2. Information, opinions, reports, or statements (including financial statements and other financial data) prepared or presented by:
  - a. One or more other persons who such Corporate Persons reasonably believes to be competent in the manners presented.
  - b. Legal counsel, public accountants, or other such persons as to matter such that Corporate Persons reasonably believes are within such person's professional or expert competence.
  - c. A committee, of which such Corporate Person is not a member, if such Corporate Person believes such committee or Appointed Committee merits confidence.
  - d. 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 the organization for payment.

## **Article XI. 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.