

ORGANIZATION BYLAWS AND CONSTITUTION

Kentucky Registry of Interpreters for the Deaf, Inc.



Article I. Name

This organization shall be known as the Kentucky Registry of Interpreters for the Deaf (KYRID), an affiliate chapter of the national Registry of Interpreters for the Deaf, Inc. (RID). Henceforth in this document, KYRID shall be referred to as “the organization.”

Article II. Purpose

KYRID is to be a non-profit organization of interpreters/transliterators for deaf and hard of hearing persons, students of interpreting and consumers. The principle objective of KYRID is to initiate, sponsor, promote and execute policies and activities that will further the profession of interpretation of American Sign Language and English and the transliteration of English. KYRID shall be affiliated with RID, and shall uphold the purposes and abide by the rules and procedures established for affiliated chapters of RID.

Article III. Membership

Section 1. Membership Categories

The organization shall be composed of the following categories of membership:

A. Voting Members:

1. Certified Member
2. Associate Member

B. Non-Voting Members:

1. Certified Member: Inactive
2. Certified Member: Retired
3. Student Member
4. Supporting Member
5. Organizational/Institutional Member

Section 2: Eligibility of Membership

A member in good standing shall be defined as one whose membership fees are current and who is not under any disciplinary action by an RID-related grievance committee. Any member failing to pay annual fees by July 31 shall be in arrears with the organization. Payment of fees shall be the sole responsibility of the individual member.

- A. A Certified Member shall be any interpreter or transliterator holding valid certification recognized by RID.

- B. An Associate Membership shall be any interpreter or transliterator actively practicing in the field of interpretation of American Sign Language and English and/or transliteration of English but not yet holding a certification recognized by RID.
- C. A Certified Member: Inactive shall be a Certified Member who experiences a life altering event which precludes them from working as an interpreter or translator.
- D. A Certified Member: Retired shall be a Certified Member who upon reaching the retirement age of 55 elects to retire from the field of interpreting or transliterating.
- E. A Student Member shall be any individual actively enrolled in an interpreter training program (ITP) with proof of at least part-time status.
- F. A Supporting Member shall be any non-certified individual with an interest in supporting the objectives and activities of the organization.
- G. An Organizational/Institutional Member shall be any organization or institution with an interest in supporting the objectives and activities of the organization.

Section 3. Membership Fees

- A. Membership fees for all categories shall be the amount recommended by the Board of Directors and approved by the membership.
- B. Fees payable upon acceptance of the application for membership and thereafter due on July 1 each year.
- C. First-time member fees shall be pro-rated in a manner consistent with RID guidelines.
- D. New members transferring membership to the organization from another RID State Affiliate Chapter shall maintain good standing status and voting privileges, provided they were in good standing with their previous chapter.

Section 4. Voting Rights and Requirements

- A. Each voting member, as defined in Article 3, in good standing with the organization and who is also a voting member in good standing with RID shall be entitled to one vote in all state meetings, referenda, and elections.
- B. Voting privileges shall be determined by the Secretary of the organization or their designee(s) prior to voting.
- C. Non-voting members may participate in discussions in meetings, however, they may not vote, make motions or second motions.
- D. The organization shall not recognize voting by proxy.
- E. The organization may conduct business meetings by mail ballots. Motions may be voted on by the membership by mail referendum in the following manner.
 - 1. Written notice of the referendum, stating and describing all motions procedures and deadlines for voting, shall be provided by mail or electronic notification, to all voting members at least sixty (60) days prior to the referendum deadline.
 - 2. Results of the mail referendum shall be determined by 2/3 of ballots received.

Section 6. Member Liability

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 assets of this organization for payment.

Article IV. Board of Directors

Section 1. Governance

Between meetings of the membership, the affairs of the organization shall be governed by the Executive Committee composed of the organization President, Vice President, Secretary, Treasurer and Immediate Past President.

Section 2. Composition

There is no monetary compensation for service as a member of the Board of Directors. However, procedures for reimbursement of actual expenses incurred on behalf of the organization shall be established by the Treasurer and approved by the Board of Directors.

The Board of Directors shall be composed of:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Immediate Past President (ex-officio)
- F. Publications Coordinator
- G. Three (3) at-large Directors elected by the membership
- H. Ex-officio Directors for the following the organizations:
 - 1. One (1) representative chosen by the Kentucky Association of the Deaf;
 - 2. One (1) representative chosen by the Kentucky Commission on the Deaf and Hard of Hearing;
 - 3. One (1) full-time student representing and chosen by the Eastern Kentucky University Interpreter Training Program; and
 - 4. One (1) full-time student representing and chosen by the University of Louisville Interpreter Training Program.

Section 3. Duties of Officers.

All officers shall attend all Board of Directors meeting and events of this organization.

- A. The President shall preside at all meetings of the organization and Board of Directors. With the approval of the Board of Directors, the President shall appoint standing committees and shall serve as an ex-officio member of standing committees. The President shall appoint special committees

as necessary to carry out functions of the organization and perform other duties as designated by the Board of Directors. The President shall be a member of the RID Region III Presidents Council and liaison to RID. The President, or appointee, is a Commission member of the Kentucky Commission of the Deaf and Hard of Hearing as mandated in KRS 163.506 and shall perform all duties thereof.

- B. The Vice President shall, in the absence or inability of the President, perform the duties of President and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall be the conference coordinator and carry out other duties as assigned by the Board of Directors.
- C. The Secretary shall keep minutes of all meetings of the organization and of the Board of Directors. The Secretary shall be responsible for maintaining and updated a list of the organization membership, sending out notices of all meetings, acting as custodian of the organization's records and shall perform other duties as assigned by the President and/or the Board of Directors.
- D. The Treasurer shall be responsible for collecting, recording and disbursing the monies of the organization as ordered by the Board of Directors. The Treasurer is also responsible for any financial reporting to the United States Treasury and the Commonwealth of Kentucky Revenue Cabinet as necessary. All checks must be signed by two (2) officers and the procedures shall be determined by the Board of Directors. The Treasurer shall prepare financial reports for each Board of Directors meeting and an annual report audited by two (2) individuals, not members of the Board of Directors, appointed by the President. Monies for postage and newsletter material do not need prior approval by the Board of Directors.

Section 4. Terms of Office

- A. Each member of the Board of Directors shall be elected for a two-year (2) term beginning July 1 of the year elected and ending June 30 of the following election year.
- B. The Immediate Past President shall automatically become an ex-officio Director until the next election of officers.
- C. Resignations of officers and Directors shall be submitted in writing to the Board of Directors at least ten (10) days prior to the resignation date. Resignations become effective upon receipt by the Board of Directors.
- D. The Board of Directors shall fill vacancies between elections excluding a vacancy of the President. In the event of the President membership being vacant, the Vice President shall automatically assume the President membership for the duration of the term.
- E. Removal of any Director, officer or committee member may be enforced by the Executive Committee or a majority of the voting membership if it has been determined that the individual has not acted in good faith in the fulfillment of the duties inherent to the office. A two-thirds (2/3) vote of the Board of Directors is required for a resolution for removal. After resolution, the individual and the membership shall be notified of action.
- F. All Board of Directors members and committee members serving the organization shall remain members in good standing with the organization and RID for the duration of the term of office. If the

Director or committee member is not in good standing, the position shall be vacated by the officer immediately and a replacement shall be appointed by the Board of Directors.

- G. The Board of Directors may declare vacant the office of any Director who has been determined to be of unsound mind by court order, who has been convicted of a felony, or who has been found to have breached any duty established by the Board of Directors and/or the membership.
- H. Each Board of Director seat shall have a limit of two (2) consecutive terms. After not serving on the Board of Directors in that capacity for one (1) term, the member shall be eligible to serve in that capacity again.

Section 5. Area Delegate

Area delegates shall be appointed by the President and approved by the Board of Directors.

Article V. Meetings

Section 1. Annual meetings of the general memberships shall be held in the spring of each year. Additional conferences, workshops, seminars or clinics shall be determined by the Board of Directors. The Board of Directors shall set the date thereof at least thirty (30) days in advanced. There shall be as many other meetings of the organization as is deemed necessary by and called by the President or the Board of Directors, or at the written request of at least ten (10) members, a minimum of ten (10) days in advance. The Secretary shall be responsible for mailing or electronically sending notices of the general membership annual meetings of the organization at least thirty (30) days in advance. Notices of special meetings should be mailed or sent electronically at least ten (10) days in advance.

Section 2. The Board of Directors shall meet at least semi-annually as determined by the officers.

Article VI. Quorum

Section 1. General Membership

A quorum for all regular and special meetings of the membership shall be one-fourth (1/4) of voting members in good standing and present.

Section 2. Board of Directors

A quorum for meeting of the Board of Directors shall be a majority of voting members present.

Section 3. Eligible Voting List

A list of voting members in good standing maintained by the Secretary shall be readily available.

Article VII. Elections

Section 1. Nominations Committee

- A. The President, subject to approval by the Board of Directors, shall appoint the Nominations Committee, consisting of three (3) members, by November of odd-numbered years prior to the elections held during even-numbered years.
- B. The Nominating Committee shall meet prior to and during the general membership meeting to:
 - 1. draft a proposed slate of nominees,
 - 2. verify eligibility of nominees,
 - 3. obtain a brief biographical sketch from each nominee, and
 - 4. send the draft slate and biographical sketches to the general membership, along with the office notice of general membership meeting, at least thirty (30) days in advance.
- C. The Nominations Committee shall count voting members in good standing to confirm a quorum is present, then count votes by ballot or show of hands and verify results. The chair of the Nominations Committee shall announce election results. Election to any office shall be determined by a majority vote of the present quorum. In the case of a tie, a run-off election must be conducted between the two (2) nominees with the highest votes.

Section 2. Officers

- A. All nominees for President shall be members in good standing with this organization for at least two (2) consecutive years immediately prior to candidacy.
- B. All nominees for officer of the Board of Directors shall be a member in good standing with this organization for at least one (1) year immediately prior to candidacy.
- C. Election of officers shall be conducted by the Nominations Committee during the spring conference during even-numbered years.

Section 3. Board of Directors

- A. All nominees for the Board of Directors shall be members in good standing with the organization for at least one (1) year immediately prior to candidacy.
- B. Election of the Board of Directors shall be conducted by the Nominations Committee during the spring conference during even-numbered years.

Article VIII. Standing Committees

The Board of Directors, by a two-thirds (2/3) vote, shall have the right to establish any standing committee deemed necessary to carry out the objective of the organization as set forth in these bylaws and/or maintained by the voting membership. Standing committees shall be composed of members in good standing approved by the President with approval by the Board of Directors.

Article IX. Amendments

Amendments to the bylaws and constitution of this organization shall be approved by two-thirds (2/3) of voting members present or as stated in Referendum voting. A written notice of the meeting and copies of proposed amendments must be sent by the Secretary, at the direction of the Board of Directors, to all members at least thirty (30) days prior to the meeting.

Article X. Parliamentary Procedure

Robert's Rule of Order, current edition, shall be the parliamentary authority governing deliberations of this organization.

Article XI. Limited 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 of Directors or officer of the organization (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 the organization.
 - 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 Corporate 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. The organization'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 whom such Corporate Person reasonably believes to be competent in the manners presented;
 - b. legal counsel, public accountants, or other persons as to matters that such Corporate Person reasonable 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; or
- d. The Board of Directors, if such Corporate Person is not a Director and reasonably believes the Board of Directors merits confidence.

Article XII. *Prohibited Activity*

Regardless of any other provision of these bylaws, no member, Director, officer, employee, or agent of the organization shall take any action or carry on any activity by or on behalf of the organization 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.

Article XIII. *Dissolution*

In the event of the dissolution of this organization, all outstanding debts of the organization shall be paid. Any and all remaining assets, real and personal of nature, shall to be held in escrow for a period of ten years, or until reestablishment of a duly approved organization with similar goals, whichever occurs first. If no such organization exists, the assets shall be distributed to the national Registry of Interpreters for the Deaf, Inc.