

OFFICIAL BYLAWS
of the
IOWA STATE REGISTRY OF INTERPRETERS FOR THE DEAF (ISRID)

Article I. MISSION

As a Registry of Interpreters for the Deaf, Inc. (RID) affiliate chapter, our mission is to initiate, sponsor, promote, and execute policies and activities that will further the profession of interpreters of American Sign Language and transliterators of English.

As a Registry of Interpreters for the Deaf, Inc. (RID) affiliate chapter, this organization will be in compliance with the RID Bylaws Article VIII. "Affiliate Chapters" Sections 1-6.

As a Registry of Interpreters for the Deaf, Inc. (RID) affiliate chapter, RID Bylaws will supersede ISRID Bylaws. As needed, these bylaws will be amended to comply with RID mandates.

Article II. OBJECTIVES

- A. To maintain and promote the Code of Ethics of the RID, Inc. for interpreters and transliterators.
- B. To encourage and promote training opportunities for interpreters and transliterators through continuing education seminars and workshops in cooperation with existing interpreter training programs.
- C. To support and promote the National Testing System's certification and testing policies and procedures.
- D. To maintain and distribute a membership directory to ISRID members.
- E. To provide the public with information about interpreting and transliterating.
- F. To advocate for legislation of benefit to interpreters and transliterators.
- G. To prepare and distribute information regarding interpreting and transliterating issues both statewide and nationally.
- H. To support the activities of organizations: of and for deaf persons, and of and for interpreters, transliterators and translators, insofar as such activities are not in conflict with the purpose of this organization.
- I. To raise funds to support the purposes and activities of this organization.

Article III. MEMBERSHIP

Section 1. Categories of Membership

- A. Voting Member
- B. Associate Member
- C. Student Member
- D. Supporting Member

Section 2. Eligibility

- A. Voting Member: Any interpreter or transliterator of American Sign Language and/or English who is also a member of the National Registry of Interpreters for the Deaf, Inc.
- B. Associate Member: Any interpreter or transliterator of American Sign Language and/or English.
- C. Student Member: Any individual currently enrolled in an Interpreter Training Program at an accredited educational institution.
- D. Supporting Member: Any individual or organization with an interest in supporting the mission and objectives of this organization, who does not meet the eligibility requirements for Sections 2.A., 2.B., or 2.C. under Article III. Membership.

Section 3. Voting Rights

- A. Voting Members are members (at any level) in good standing with the National Registry of Interpreters for the Deaf, Inc. These members may make, second, or amend motions and shall be entitled to one (1) vote in meetings, referenda and elections.
- B. All members of this organization may participate in discussions related to motions prior to a vote.

Section 4. Termination of Membership

Non-payment of dues within thirty (30) days of the due date will result in termination of membership.

Section 5. Change of Membership Category

Any member who has a change in membership eligibility will immediately be entitled to the privileges and rights, including voting, of the new membership category. There will be no change in membership dues, fees, or assessments until the beginning of the next fiscal year. Beginning with the next fiscal year, all dues, fees, and assessments for that member shall be based on the new membership category.

Section 6. Transfer of Membership

Membership in this organization is not transferable or assignable. All rights of membership cease at the member's death.

Section 7. Veto Powers

Any decision of the Board of Directors may be vetoed by a two-thirds (2/3) majority vote of those eligible and voting during a regular or special meeting of the membership (see Article IV) or through mail referendum (see Article V.)

Article IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

General membership meetings shall be held annually, during the month of October, with a written notice of time and place of a meeting to be given at least forty-five (45) days prior to the meeting.

They shall be held for the purposes of providing for professional development of the membership, to conduct necessary business of the organization and to provide a forum for the exchange of information among members and the general public about interpretation and transliteration.

Section 2. Special Meetings

Special membership meetings may be called at any time by the Board of Directors or by written petition of not less than twenty percent (20%) of the voting members of this organization, sent to the Board of Directors. Written notice of the time and place of a special meeting shall be given at least forty-five (45) days prior to the special meeting.

Section 3. Place of Meetings

The Board of Directors may designate any one place as the place of the meeting for any annual or special meeting called.

Section 4. Quorum

One-fourth (1/4) of the Voting Members, as in Article III. Section 3, shall constitute a quorum for the transaction of business at any Annual or Special meeting.

Article V. 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 or by written petition of not less than twenty percent (20%) of the voting members of the organization sent to the Board of Directors.
- B. Written notice of the referendum, stating and describing all motion procedures and deadlines for voting, shall be provided to all voting members at least forty-five (45) days prior to the referendum deadline.
- C. Results of all mail referenda shall be determined by a majority of the valid ballots returned except when a higher percentage is required by these Bylaws or by Robert's Rules of Order.
- D. Results of mail referenda shall be disseminated to the membership thirty (30) days after the referenda's deadline.

Article VI. BOARD OF DIRECTORS

Section 1. Number of Directors

The number of directors shall be seven (7) unless and until the number of directors is changed by amendment to these Bylaws.

Section 2. Composition of the Board of Directors

The Board of Directors shall be composed of President, Vice-President, Secretary, Treasurer and three (3) Members-at-Large.

Section 3. Duties

A. President:

1. Shall preside at all Annual, Special, and Board of Directors' meetings of this organization.
2. Shall serve as ex-officio officer of all committees.
3. Shall appoint Ad-Hoc Committees whenever necessary to carry out the functions of this organization.
4. Shall be responsible to submit quarterly reports, annual financial reports and amendments to these Bylaws to the RID, Inc. National Office.
5. Shall perform other duties as designated by the Board of Directors.

B. Vice-President:

1. Shall, in the absence of the President, perform the duties of the President.
2. Shall represent ISRID in organizations serving and/or of deaf people.
3. Shall perform other duties as designated by the Board of Directors.

C. Secretary:

1. Shall prepare and maintain minutes of all Annual, Special, and Board of Directors' meetings.
2. Shall be responsible for distributing such to all Board of Directors' members within thirty (30) days following such meetings.
3. Shall distribute written notices of meetings, attaching any motions for amendments to these Bylaws.
4. Shall work cooperatively with the Treasurer to maintain a listing of all members, publish and distribute a directory of members, and distribute and maintain membership renewals and new memberships.
5. Shall perform other duties as designated by the Board of Directors.

D. Treasurer:

1. Shall collect all monies of the organization and make disbursements as authorized by the Board of Directors. Any disbursements in excess of \$175.00 shall require the signature of both the President and the Treasurer of this organization.
2. Shall make reports for each Annual Board of Directors' meeting and the Annual Financial Report is to be reviewed by two Directors.
3. S/he may be bonded at the discretion of the Board of Directors.
4. Shall work cooperatively with the Secretary to maintain a listing of all members, publish and distribute a directory of members, and distribute and maintain membership renewals and new memberships.

E. Members-at-Large:

1. Shall perform duties as designated by the Board of Directors.
2. Two Members-at-Large shall be appointed to review the Annual Financial Report.
3. Shall act as liaisons between the membership and the Board of Directors.
4. Shall actively recruit new members.

Section 4. Term of Office

- A. Directors: Officers shall be elected by ballot during annual meetings and their terms shall commence at the conclusion of the annual meeting, but no later than November first (1st) of that election year, providing they are not already serving an unfinished term of office.
- B. Terms: Terms of office for President, Vice-President, Secretary, Treasurer and three (3) Members-at-Large shall be for two (2) years unless the position shall be sooner terminated, a member be removed from such position, a member cease to qualify as a member thereof, or such member resigns.
- C. Elections: The President, Vice-President, Secretary and Treasurer will be elected on even numbered years; the three (3) Members-at-Large will be elected on odd numbered years.
- D. Consecutive Terms: No Officer shall hold the same office for more than two (2) consecutive terms.

Section 5. Qualifications

All candidates of the Board of Directors shall have been a voting member in good standing with ISRID for at least one (1) year immediately prior to candidacy. These persons shall be elected by the voting members of this organization.

Section 6. Nominations and Elections

- A. The President shall appoint a Nominations Coordinator for all elections. This appointment must be made by June first (1st) of each election year.
- B. Nominations Coordinator:
 - 1. Shall send out a call for nominations, stating and describing the offices open for election and the nominations and elections procedures using current technology available in addition to first class mail to the membership and postmarked by August tenth (10th).
 - 2. Shall receive all nominations from the membership.
 - 3. Shall send out a list of all qualifying nominees to the membership by September fifteenth (15th) or to appear in the September issue of the *ISRID Views* newsletter.
 - 4. Shall preside over elections at the Annual Business Meeting.
- C. Nominations shall be sent via first class mail, e-mail, facsimile or over the phone to the Nominations Coordinator by September first (1st) of each election year.
- D. Before a candidate's name may be placed on the ballot, that candidate must accept the nomination.

Section 7. Vacancies

Vacancies of the Board of Directors shall exist upon the death, resignation or removal of any director and whenever the number of directors is increased by amendment to these Bylaws.

- A. Resignation: Any director may resign upon giving written notice to the President and the Secretary.

- B. Removal of Directors:
 - 1. Removal for Cause: A move for removal of any director may be brought by the Board of Directors or by a majority of the voting membership only after it has been established that s/he has not been acting in good faith in the fulfillment of the duties inherent in the office. A two-thirds (2/3) majority vote of the Board of Directors is required for a resolution for removal, during a meeting in which reasonable notice of action has been given to the interested party. Following resolution for removal by either the Board of Directors or the voting membership, an ad hoc review committee that is mutually acceptable to the parties shall be appointed by the Board and shall be responsible for carrying out a formal review of cause. A decision for removal by the review committee and by the Board of Directors must be approved by twenty percent (20%) of the membership, eligible and voting.

- C. Appointment to Fill a Vacancy: Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, may be filled by the President and confirmed by the voting membership at the next Annual Membership Meeting. A director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office until the next Annual Membership Meeting.

Section 8. Meetings

- A. Annual Meetings: Annual meetings of the Board of Directors shall be held without other notice than these Bylaws, immediately before and/or after, and at the same place as, the annual meeting of members.

- B. Regular Meetings: Other regular meetings of the Board of Directors shall be held on a quarterly basis at such time, as shall from time to time, be fixed by the Board of Directors. Such meetings may be held at any place designated by the Board of Directors.

- 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, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the discretion of the President.

Section 9. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if fewer than a majority of the Board of Directors are present at said meeting, a majority present may adjourn the meeting without further notice.

Section 10. Notice of Meetings

Annual meetings of the Board of Directors may be held without notice. Other regular meetings of the Board shall be held upon a minimum of thirty (30) days notice by first-class mail or by telephone or by electronic mail, delivered to each director at their respective address as shown in the records of the organization. Furthermore, the same notice shall be provided to the membership in written form. Special meetings shall be held upon a minimum of seven (7) days notice by first-class mail, by telephone or by electronic mail, in the same manner as in the case of regular meetings. Notice of special meetings need not be given to the membership.

Section 11. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President or, in his/her absence, by the Vice-President, or by a Presiding Officer chosen by a majority of the directors present at the meeting. The Secretary shall act as recording secretary at all meetings of the Board. In his/her absence the Presiding Officer shall appoint another person to act as secretary of the meeting.

Section 12. Action by Unanimous Written Consent Without a Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Article VII. COMMITTEES

Section 1. Executive Committee

- A. The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer.
- B. The Executive Committee shall be responsible for preparing the agenda prior to the full Board of Directors meeting and shall have, from time to time, other duties and administrative responsibilities as prescribed by the full Board or members.
- C. In the event that the full Board is unable to convene, the Executive Committee shall be given full power and authority to take action on emergency issues.

Section 2. Type and Composition of Committees

The organization shall have Standing Committees and may have Special and/or Ad Hoc Committees. Committees shall be composed of at least three (3) voting, associate and/or student members, unless otherwise regulated by law or these Bylaws. No director may serve as a voting member of any committee other than the Executive Committee.

Section 3. Appointments

Unless otherwise specified in these Bylaws, the members of all committees shall be appointed by the President upon approval of a majority of the Board of Directors. Furthermore, the President shall designate a member of the Board of Directors to serve as an "ex-officio" member of each committee. The President may authorize committee chairpersons to select the other members of their respective committees.

Section 4. Committees

The President, upon approval by the Board of Directors, shall appoint any committees, including special and/or ad hoc committees, as may be deemed necessary to carry out the objectives and activities of the organization as set forth in these Bylaws and/or as mandated by the voting membership of the organization. Committees shall be comprised of voting, associate and/or student members in good standing; appointed by the President upon approval of the Board of Directors.

Section 5. Term of Office

Each member of a committee shall serve until his/her successor is appointed unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof, or such member resigns.

Section 6. Vacancies

Vacancies in the membership of any committee may be filled by appointment made in like manner to Article VII, Section 3 of these Bylaws.

Section 7. Quorum

Unless otherwise provided in these Bylaws or by resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum and the action of a majority of the members present at the meeting at which a quorum is present or voting on the matter shall be the action of the committee.

Section 8. Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these Bylaws. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Reports of all committee activities must be submitted in writing at every Membership and Board of Directors meeting. Any expenditure exceeding \$50.00 in total must have prior Board of Directors' approval.

Article VIII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, orders for payment of money and other evidence of indebtedness of the organization shall be signed by the Treasurer.

Section 3. Deposits

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 4. Gifts

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest or device for the nonprofit or public purpose of the organization.

Article IX. ORGANIZATIONAL RECORDS AND REPORTS

Section 1. Maintenance of Organizational Records

- A. Minutes of all meetings of Directors, committees of the organization and meetings of members, indicating time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof shall be recorded and maintained by the Secretary.
- B. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses, shall be recorded and maintained by the Treasurer.
- C. A record of its members, indicating their names and addresses, the category of membership held by each member, qualifying criteria for membership, the termination date of any membership and related information shall be recorded and maintained by the Secretary.
- D. A copy of the organization's Bylaws, as amended to date, shall be open to inspection by the members of the organization and shall be recorded and maintained by the Secretary.

Section 2. Inspection Rights

Every member and director of the organization shall have the absolute right at any reasonable time to inspect the books, records, or minutes of proceedings of the members or of the Board or committees of the Board.

Section 3. Annual Report

The Board of Directors shall cause an Annual Report to be furnished by the designated officers not later than ninety (90) days after the close of the organization's fiscal year to all the organization's directors and members. Such report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the organization as of the close of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

- C. The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses or disbursements of the organization, both for general and restricted purposes, during the fiscal year. The annual report shall be accompanied by any report thereon by the Members-at-Large who have audited the books and records of the organization.

Article X. FISCAL YEAR OF THE ORGANIZATION

The fiscal year of the organization shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June in each year.

Article XI. DUES

Each member in good standing must pay, within the time and on the conditions set by the Board of Directors and these Bylaws, the annual dues in amounts to be fixed from time to time by the Board of Directors. 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 annual meeting or by mail referendum. Notification of any changes in dues structure, fees or assessments must be published in the organization's newsletter at least ninety (90) days prior to anticipated implementation.

Section 1. Payment of Dues

Payment of dues shall be in advance of the first (1st) day of July of each fiscal year.

Section 2. Dues by Membership Category

The dues shall be equal for all members of each category, but different dues may be set for each category.

Section 3. Reinstatement Fees, Dues in Arrears and Late Fees

The Board of Directors may adjust from time to time the amount of a reinstatement fee, if any, and the manner in which such fees must be paid. Furthermore the Board of Directors may determine and assign the payment of a reasonable late fee. Dues are in arrears as of August first (1st) of each fiscal year. Reinstatement following termination shall be contingent upon payment of dues in arrears and such reinstatement and/or late fees as shall be assigned by the Board of Directors.

Article XII. AMENDMENTS

Section 1. Amendment by Members

New Bylaws or amendments to these Bylaws must be moved and seconded by voting members in good standing and reviewed by the Bylaws Committee. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a two-thirds (2/3) majority of the voting members of the organization, eligible and voting during a regular or special meeting of the membership or by following the guidelines in Article V. Mail Referendum, Parts A., B., and C. However, any amendment which would materially and adversely affect the rights of any other category of members as to voting or transfer, differently than such action affects another category, must be approved by a two-thirds (2/3) majority of the members of such affected category. Furthermore, no amendment may be voted on during the same meeting, whether regular or special, at which such amendment is proposed, without prior notice. All amendments to Article IV. Meetings of Members must be voted on and reported to the membership no later than forty-five (45) days prior to the beginning of any annual or special meeting.

Section 2. Transitory Provisions

In any transition period the Board of Directors shall, by a majority vote of the Directors, prescribe the necessary mechanisms for implementing any changes resulting from changes in the Bylaws.

Article XIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

Article XIV. NON-DISCRIMINATION POLICY

ISRID shall not discriminate in matters of membership on the basis of age, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex or sexual orientation.

Article XV. DISSOLUTION PROCEDURE

Upon the dissolution or winding up of this organization its assets, *remaining after* payment of, or provisions for payment of, all debts and liabilities of this organization, shall be transferred to the headquarters of the Registry of Interpreters for the Deaf, Inc., 333 Commerce Street, Alexandria, Virginia 22314, (703) 838-0030.

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