

**NORTH CAROLINA
REGISTRY OF
INTERPRETERS
FOR THE DEAF, INC.
BYLAWS**

As revised and adopted, June 2012

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ARTICLE I – OFFICE OF THE CORPORATION

Section 1 – Registered Office:

The registered office of the Corporation shall be maintained in the state of North Carolina at the home or work address of the current President.

Section 2 – Other Offices:

The Corporation may have other offices at such other places within the State of North Carolina, as the Board of Directors may determine or as the affairs of the Corporation may require.

ARTICLE II – PURPOSES

Section 1 – Principle Purposes:

The principle purposes of this Corporation are 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.

Section 2 – Objectives:

The objectives of this Corporation shall not be in conflict of RID.

- A. To be the affiliate chapter of Registry of Interpreters for the Deaf (RID) representing the State of North Carolina.
- B. To maintain and promote a NAD-RID Code of Professional Conduct for interpreters and transliterators.
- C. To provide for the professional development of the membership.
- D. To provide the public with information regarding interpreting and transliterating.
- E. To maintain and promote a list of RID Inc. Certified interpreters/translitterators within North Carolina.
- F. To prepare and distribute professional publications regarding interpreting and transliterating.
- G. To raise funds to support the purposes and activities of the Corporation.
- H. To support the activities or organizations of and for deaf persons and of and for interpreters, transliterators and translators, insofar as such activities are not in conflict with the purposes of the Corporation.
- I. To provide for the establishment and maintenance of regional committees of the Corporation.

ARTICLE III - MEMBERSHIP

Section 1 - Categories of Membership:

This Corporation shall have the following categories of membership:

- A. Voting
- B. Non-Voting
- C. Organizational
- D. Honorary
- E. Life-Time (Future Signs 25)

Section 2 – Eligibility:

Eligibility for membership are as follows:

A. Voting Member

1. Members in good standing with NCRID and RID, who have paid pay the current dues for voting membership, and who have an active interest in supporting the purposes and activities of the Corporation.

B. Non-Voting Members

1. Members in good standing with NCRID, who have paid pay the current dues for non-voting membership, and who have an active interest in supporting the purposes and activities of the Corporation.
2. Students who are currently enrolled at least part-time in an interpreter preparation program.

C. Organizational Membership

1. Organizations and agencies that support the purposes and activities of RID and NCRID.
2. Organizational members do not have voting privileges in NCRID.

Section 3 – Voting Rights:

Each voting member shall be entitled to one (1) vote in meetings, referenda and elections.

Section 4 – Termination of Membership:

An individual's membership in NCRID can be terminated for the following reasons:

- A. Suspension or expulsion for cause:

1. Any member whose membership within RID is suspended or revoked for cause by the RID Board of Directors will be suspended or expelled from the Corporation until such time as membership can be reinstated.

2. The Board of Directors shall review allegations of impropriety among members and, upon consideration, may suspend or revoke membership for cause. Cause is defined in the Policy and Procedure Manual. That member will then be suspended or expelled from the Corporation until such time as membership can be reinstated.

B. Non-payment of dues:

Non-payment of dues within sixty (60) days of the due date results in termination of membership.

C. Resignation:

Any member may resign before the expiration of membership by filing a written notice with the President of the Corporation and surrendering the Corporation membership card.

D. Loss of Rights and Privileges:

Upon termination of membership, all rights and privileges shall immediately cease. There shall be no refund of dues or assessments.

Section 5 – Reinstatement:

The reinstatement process is as follows:

A. Reinstatement following suspension or expulsion for cause:

1. A former member whose membership was suspended or revoked subsequent to their RID membership being suspended or revoked may apply for reinstatement in NCRID upon being reinstated by RID

2. A former member whose membership was suspended or revoked by action of the NCRID Board of Directors may apply for reinstatement upon notice by the Board of Directors.

B. Reinstatement following termination for non-payment of dues or resignation:

Upon re-application for membership and payment of annual dues for the current year, a member can be reinstated.

C. Application for reinstatement: A former member who satisfies the requirement

for reinstatement may make application by submitting an application form with the appropriate dues. Upon receipt of the application form and dues, membership shall be reinstated and all rights and privileges shall resume.

Section 6 - Change of Membership Category:

A member must change category when there is a change in eligibility upon expiration of current membership year. Furthermore, a new application must be filed along with the payment of annual dues for the new category within 90 days of due date for annual dues.

Section 7 – Transfer of Membership:

Membership in this Corporation is NOT transferrable or assignable. All rights of membership cease at the member's death.

Section 8 – Liabilities of Members:

No individual who is now or who later becomes a member of this Corporation shall be personally liable to its creditors for any indebtedness, or liability, and any and all creditors shall look only to the assets of this Corporation for payment.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1 – Annual Meetings:

General membership meetings shall be held annually at a time and place set by the Board of Directors. A written notice of the time and place of the meeting shall be given to the membership at least thirty (30) days prior to the meeting.

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 ten percent (10%) of the voting members of the Corporation, sent to the Board of Directors. Written notice of the time and place of special meetings shall be given at least thirty (30) days prior to the meeting.

Section 3 - Place of Meetings:

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

Section 4 – Quorum:

A quorum of the membership is met when:

- A. Ten percent (10%) of the voting membership of the Corporation determined by the membership roll at the commencement of the meetings, and
- B. Fifty-one percent (51%) of the proxy votes duly registered for the meeting.

Section 5 – Conduct of meetings:

Unless otherwise provided for by the membership, all meetings shall be conducted according to Robert Rules of Order (revised).

Section 6 – Conferences:

Annual state conferences shall be held for the purpose of providing for professional development of the membership, to conduct necessary business of the Corporation, and to provide a forum for the exchange of information among members and the general public on or about interpretation and transliteration.

ARTICLE V – MAIL REFERENDA

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

A. Mail/electronic referenda may be drafted and submitted by the Board of Directors or by written petition of not less than ten percent (10%) of the voting members of the Corporation and sent to the Board of Directors.

B. Written notice of the referendum stating and describing all motions, procedures and deadlines for voting shall be provided to all voting members at least thirty (30) days prior to the referendum deadline.

C. Results of referenda shall be disseminated to the membership no later than forty-five (45) days after the referendum deadline.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Composition of the Board of Directors:

The Board of Directors shall be comprised of President, Vice-President, Secretary, Treasurer, Seven (7) Regional Committee Representatives and the Chairs of the Professional Development, Media, Financial and Conference Committees.

Section 2 – Powers:

Subject to the limitations of the Articles of Incorporation, other sections of these Bylaws and of North Carolina law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors.

Section 3 – Duties:

A. Board of Directors:

1. To perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, by these Bylaws or by the mandate and direction of the voting membership of this Corporation or as agreed by the Board of Directors, other duties as assigned during a regularly scheduled directors meeting (June, 2004, General Membership meeting).

2. To adopt, make and use a corporate seal, corporate logo and to prescribe the forms of members' membership cards.

3. To approve a budget, annually.

B. Officers:

1. President:

a. The President shall have general supervision and direction of the business and affairs of the Corporation. S/he shall preside at all meetings of the members and /or directors and shall have other such duties as may be prescribed, from time to time, by the Board of Directors.

b. The President shall appoint such committees as may be provided for in the Bylaws and following the appointment procedures in Article VIII, Section 3, and may create such other committees as may be mandated by the membership or may be deemed necessary in promoting the purposes of the Corporation.

c. The President shall represent the Corporation in all activities except those expressly prohibited by law, by the Articles of Incorporation, or by these Bylaws.

e. The President shall provide reports to the membership, as appropriate, including the actions of the Board, the financial status of the Corporation and activities of all committees.

f. The President shall serve as a member of the Executive Committee.

2. Vice-President:

a. In the event of the absence or disability of the President, the Vice-President shall perform all duties of the President and in so acting shall have all the powers of the President. The Vice-President shall have other such powers and perform such duties as may be prescribed, from time to time, by the Board of Directors.

b. The Vice-President shall supervise the records pertaining to the membership of the Corporation. The duties of this office shall include outreach activities to recruit new members for NCRID.

c. The Vice-President shall serve as a member of the Executive Committee.

3. The Secretary

a. The Secretary shall keep a full and accurate record of the proceedings of the Board of Directors, shall keep the logo of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary and proper, shall supervise the keeping of the records of the Corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

b. The Secretary shall serve as a member of the Executive Committee.

4. Treasurer:

a. The Treasurer shall supervise the receipt and safekeeping of all funds of the Corporation and deposits that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the Corporation signed by the President, Treasurer or by such other officers as may be designated by the Board of Directors.

b. The Treasurer shall serve as a member of the Executive Committee.

c. The Treasurer shall preside as Chair of the Financial Committee.

5. Immediate Past President:

a. The immediate past President shall serve as an ex-officio member of the Board of Directors and serve at such other duties as maybe prescribed, from time to time, by the Board of Directors.

6. Standing Committee Chairs:

a. Standing Committee Chairs will serve as members of the Board of Directors. In the event that a committee chair is unable to attend board meetings another member of the committee who is a voting member in good standing of NCRID may attend as the committee Representative.

b. The Professional Development Committee Chair shall preside over the Professional Development Standing Committee and act as CMP Coordinator.

c. The Media Committee Chair shall preside over the Media Standing Committee.

d. The Conference Committee Chair shall preside over the Conference Standing Committee and act as chair of the annual conference.

- e. The 7 Regional Committee Representatives will serve as members of the Board of Directors with duties as described in Article VII section 4 F.

Section 4 - Term of Office:

A. The Executive Board Members: Shall be elected during the conference in even-numbered years. Their term of office shall commence on July 1st of that election year, providing they are not already serving an unfinished term of office.

B. Regional Committee Representatives: Shall be selected by the Board of Directors and endorsed by the membership based on letters of intent and a minimum of 10 signatures from NCRID members in good standing in June of odd numbered years. Their term of office shall commence on July 1st of that election year, providing they are not already serving an unfinished term of office.

C. Standing Committee Chairs: Shall be nominated by the Board of Directors and endorsed by the membership based on letters of interest and two references. These positions shall have no term limit and shall be reviewed annually.

D. Length of Term: The terms of office for President, Vice-President, Secretary and Treasurer shall be two (2) years.

E. Consecutive Terms:

1. The President and the Vice-President of the Corporation shall not be limited in consecutive terms; however, an affirmative vote of three-quarters ($\frac{3}{4}$) majority of the Board of Directors by secret ballot is required to be considered for re-election.

2. The Other officers shall not be limited in consecutive terms but shall stand for election/selection every 2 years.

3. The Chairs of the Professional Development, Media and Conference Committees shall not be limited in consecutive terms but shall stand for a review every year.

4. Regional Committee Representatives shall not be limited in consecutive terms but shall stand for selection every 2 years.

Section 5 – Qualifications:

A. All candidates seeking office or the position of standing committee chairs must be members in good standing of RID, Inc. (RID Bylaws, Article VII, Section 4) and NCRID.

B. All Candidates for the offices of President, Vice-President, Secretary, and Treasurer must have been members in good standing of this corporation for at least two (2) consecutive years immediately prior to their candidacy.

C. All candidates for Standing Committee Chairs must have been a member in good standing for at least one (1) year immediately prior to their candidacy.

D. The President of this Corporation must physically reside in the State of North Carolina during her/his term of office.

Section 6 – Nominations:

A. Any member in good standing with the Corporation may nominate candidates for the offices of President, Vice President, Secretary, and Treasurer

B. A call for nominations stating and describing the duties of the office open for election, the nominations and elections procedures, shall be submitted to the membership at least thirty (30) days prior to the annual membership meeting of the election year. Nominations may be received by the Board of Directors at any time prior to balloting.

Section 7 – Elections:

A. Election of Executive Board: Shall be during the annual meeting held in even-numbered years.

B. Board of Directors shall submit the list of the Regional Committee Representatives before the annual meeting and the voting membership shall endorse the nominations during the annual meeting in odd numbered years.

Section 8 – Vacancies:

Vacancies of the Board of Directors shall exist upon the death, resignations 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. Change of residence by a Regional Committee Representative from one region to another more than six (6) months prior to completion of term of office shall require immediate resignation.

B. Removal of Directors:

1. Removal Due to Legal Action: The Board of Directors may declare vacant the office of any Director who has been declared of unsound mind by final order of the court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty under North Carolina Nonprofit Corporation Law.

2. 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 she/he has not been acting in good faith on the fulfillment of the duties inherent in the office. A three-quarters (3/4) majority vote of the Board of Directors is required for resolution for removal during a meeting in which reasonable notice 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, mutually acceptable to the parties, shall be appointed by the Board and shall be responsible for carrying out a formal review of cause. At the review meeting, interested parties have the right to counsel. A decision for removal by the review committee and by the Board of Directors must be approved by two-thirds (2/3) of the membership.

C. Appointment to Fill a Vacancy:

1. Any vacancy occurring in the Executive Officers or Committee Chair to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board.

2. Any vacancy occurring in the Regional Committee Representatives shall be appointed by the Board of Directors for an interim position to complete the term.

Section 9 – Regular Meeting:

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

Section 10: - Special Meetings:

These shall 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.

Section 11 – Quorum:

A majority (50% +1) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Board of Directors is present at said meeting; a majority of the Board of Directors present may adjourn the meeting without further notice.

Section 12 - Notice of Meetings:

Regular meetings of the Board of Directors shall be held with a minimum of thirty (30) days notice. Special meetings shall be held upon a minimum of seven (7) days notice. Notice of special meetings need not be given to the membership.

Section 13 – Informal Action by Directors:

Any action required by law to be taken at a meeting of the Board of Directors may be taken without a called meeting via a conference call; if a consent (in writing) setting forth the action so taken is signed by all the Board of Directors.

Section 14 – Conduct of Meetings:

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

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 of Directors or members.
- C. In the event that the full Board of Directors 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 Corporation shall have Standing Committees, and may have Special and/or Ad Hoc Committees. Committees shall be composed of voting members, unless otherwise regulated by law, the Articles of Incorporation, or these Bylaws.

Section 3 - Appointments:

Unless otherwise specified in these Bylaws, the members of Ad Hoc 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 a liaison between the Board and Ad Hoc committee. The President may authorize Ad Hoc committee chairpersons to select the other members of their respective committees.

Section 4 – Standing Committees:

The Board of Directors by a two-thirds (2/3) majority vote, shall have the right to establish any standing committee deemed necessary to carry out the objectives of the Corporation as set forth in these Bylaws and/or mandated by the membership. The Chair of the standing committees shall serve on the Board of Directors. The standing committees of this Corporation may include, but are not limited to, the following:

- A. Executive Committee – duties described in Section 1 of this Article.
- B. Professional Development Committee
 - 1. The committee will be chaired by Professional Development Committee member selected by the Board of Directors based on letter of interest and 2 references (must include name and contact information) then voted on by general membership with an annual review. This position would not have a term limit.
 - 2. The committee will be made up of 7 CMP individuals selected to represent their region.
 - 3. The committee will approve CEUs.
 - 4. The committee will act as the planning committee for statewide events.
 - 5. The committee will monitor professional development events for each region and maintain a master calendar of events (including events hosted by sister entities such as NCAD, Fluent, DPI, etc.)
- C. Finance Committee
 - 1. The committee will be chaired by the Treasurer.
 - 2. The committee will be made up of 7 Finance individuals selected to represent their region.
 - 3. The committee will be responsible for the budget, finances and fundraising.
- D. Media Committee

1. The committee will be chaired by Media member selected by the Board of Directors based on letter of interest and 2 references (must include name and contact information) then voted on by general membership with an annual review. This position would have no time limit.

2. The committee will be made up of members from various regions with no number of members specified.

3. The committee will be responsible for the newsletter, website, printed materials and other media (such as Facebook, etc)

E. Conference Committee.

1. The Committee will be chaired by Conference member selected by the Board of Directors based on letter of interest and 2 references (must include name and contact information) then voted on by general membership with an annual review. This position would have no time limit.

2. The committee will be made up of members from various regions with no number of members specified.

1. The committee will be responsible for annual conference planning and logistics.

F. Regional Committees

1. Regional Committee Representatives shall be selected by the Board of Directors based on letter of interest and 10 signatures of NCRID members then voted on the general membership bi-annually on odd numbered years. These positions will not be limited in number of consecutive terms.

2. Regional Committee Representatives shall provide reports of committee actions, reflecting the special issues and/or concerns of the local membership and shall faithfully bring issues of their region to the attention of the Board of Directors.

3. Regional Committees shall provide regional representation and coordinate professional development opportunities in their areas.

4. The Regional Committees shall be made up of members from their relative region with no number of members specified.

Section 5 – Special or Other Committees:

Ad Hoc Committees – Ad Hoc Committees are temporary and are formed to address specific short term needs of the organization. Ad Hoc Committees may be appointed by the Executive committee at their discretion or by direction of the body during a regular business session. At their formation, the membership, length of service and specific duties will be established, as well as when they will report back to the Executive Board or the body of the organization. Any monetary needs of the committee should be addressed at the time of appointment. If possible, the size of the committee should be between 3-7 members. A chair should be appointed at the time of the formation. The chair will be responsible for communication with the Executive Committee and the members of the Ad Hoc Committee. If a vacancy should occur the Executive Board of Directors will appoint a replacement.

Section 6 – Term of Office:

The Executive Committee term of office is specified in Article VI, Section 4. Each member of a committee shall serve until her/his successor is selected, unless the committee shall be terminated, or unless such member is removed from such committee, or ceases to qualify as a member thereof, or resigns from the committee.

Section 7 – 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 8 – Quorum:

Unless otherwise provided in the Bylaws or by resolution of the Board of Directors, a majority of the whole committee shall constitute a Quorum.

ARTICLE VIII – CORPORATE RECORDS

Section 1 – Maintenance of Corporate Records:

NCRID will maintain the following records:

A. Minutes of all meetings of the Board of Directors and meetings of the members indicating the 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.

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.

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.

D. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2 – Directors' Inspection Rights:

Every Board of Director shall have the absolute right to any reasonable time to inspect and copy all books, records and documents of every kind.

Section 3 – Members' Inspection Rights:

Each and every member shall have the right to inspect and copy for a purpose reasonably related to such person's interest as a member, the books, records, and documents of the Corporation, upon written request to the Corporation by the member, and with a ten (10) business days' notice, which notice shall state the purpose for which the inspection is requested.

ARTICLE IX – FEES, DUES, AND ASSESSMENTS

Section 1 – Life Time Membership:

All members who have paid the One Hundred Dollars (\$100.00) Future Signs 25 membership dues, prior to May 1, 1983, will be considered life-time members.

Section 2 – Annual Dues:

- A. Members who do not qualify for life-time membership under Article IX, Section 1 of these Bylaws 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.

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

- C. Payment of Dues: Shall be in advance of the first (1st) day of July of each calendar year.

ARTICLE X – AMENDMENT OF BYLAWS

Section 1 – Amendment by Members:

New bylaws or amendments to these bylaws must be reviewed by a Bylaws Committee. New bylaws may be adopted or these bylaws may be amended or repealed by approval of two-thirds (2/3) majority of the voting members of the Corporation, eligible and voting during a regular or special meeting of the membership or through mail referendum. Furthermore, no amendment may be voted on during the same meeting, whether regular or special, without thirty (30) days prior notice.

Section 2 - Transitory Provisions

In any transition period, the Board of Directors shall prescribe the necessary mechanisms for implementing any changes resulting from changes in the bylaws unless otherwise directed by the voting membership.

ARTICLE XI – DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of this organization, the President shall forward all assets and records to the Registry of Interpreters for the Deaf, Inc. (National Office).

Dissolution may occur for any of the following reasons:

- A. Upon a two-thirds (2/3) majority vote during a membership meeting.
- B. Non-recognition of affiliated status by RID for failure to comply with provisions required of affiliate chapters set forth in the RID Bylaws.