

Organizational Bylaws

North Carolina Registry of Interpreters for the Deaf, Inc.



An Affiliate Chapter of the Registry of Interpreters for the Deaf, Inc.

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ARTICLE I – OFFICE OF THE CORPORATION

Section 1 — Name:

The name of this corporation shall be the North Carolina Registry of Interpreters for the Deaf, Incorporated (herein referred to as NCRID).

Section 2 — Registered Office:

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

Section 3 — Other Offices:

NCRID 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 NCRID may require.

ARTICLE II — PURPOSES

Section 1 — Principal Purpose:

The principal purpose of NCRID 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 within North Carolina.

Section 2 — Objectives:

The objectives of NCRID 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 prepare and distribute professional publications regarding interpreting and transliterating.
- F. To raise funds to support the purposes and activities of NCRID.
- G. To support the activities or organizations of and for Deaf, DeafBlind and Hard-of-Hearing persons insofar as such activities are not in conflict with the purposes of NCRID.

H. To provide for the establishment and maintenance of regional committees of NCRID.

ARTICLE III — MEMBERSHIP AND DUES

Section 1 — Categories of Membership:

NCRID shall have the following categories of non-transferable membership:

- | | |
|-------------------|----------------------|
| A. Voting | D. Honorary |
| B. Non-Voting | E. Future Signs 25 |
| C. Organizational | F. Student (IPP/ITP) |

Section 2 — Eligibility:

Eligibility for membership are as follows:

A. Voting Member:

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

B. Non-Voting Members

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

C. Organizational Membership

1. Organizations and agencies that have paid the current dues for organizational membership and that support the purposes and activities of NCRID.
2. This membership is non-voting.

D. Honorary Membership

1. A person who has provided outstanding service to NCRID and/or the people it serves, as voted on by the Board of Directors. This will be considered a life-time membership.
2. This membership is non-voting

E. Future Signs 25 Members: (This is a closed membership)

1. 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.
2. This is a voting membership.

F. Student (IPP/ITP):

1. Any person who is currently enrolled in an accredited IPP/ITP program and working toward a degree as an interpreter.
2. This membership is non-voting.

Section 3 — Annual Dues:

- A. Members who do not qualify for life-time membership must pay 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, by mail referendum, or digitally. 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.

Section 4 — Voting Rights:

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

Section 5 — Termination of Membership:

Upon termination of membership, all rights and privileges shall immediately cease. There shall be no refund of dues. 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 NCRID until such time as RID 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 NCRID for a length of time determined by the Board.
- 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 NCRID.

Section 6 — Reinstatement of Membership:

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 apply 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 7 — Change of Membership Category:

A member who has a change in membership category will immediately be entitled to the privileges thereof. Beginning with the next fiscal year, all dues and fees for that member shall be based on the new membership category.

Section 8 — Transfer of Membership:

Membership in NCRID is NOT transferable or assignable. All rights of membership cease at the member's death.

Section 9 — Liabilities of Members:

No individual who is now or who later becomes a member of NCRID shall be personally liable to its creditors for any indebtedness, or liability, and any and all creditors shall look only to the assets of NCRID 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 NCRID, 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: Attendance of at least ten percent (10%) of the current voting membership of NCRID at the commencement of 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 — Conference:

State conference shall be held for the purpose of providing for professional development of the membership, to conduct necessary business of NCRID, and to provide a forum for the exchange of information among members and the general public on or about the interpreting profession.

ARTICLE V — MAIL REFERENDA

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

- A. Mail or e-mail 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 NCRID 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, 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 NCRID shall be exercised by or under the authority of, and the business and affairs of NCRID 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 NCRID or as agreed by the Board of Directors, other duties as assigned during a regularly scheduled directors 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 NCRID. The president shall preside at all meetings of the members and/or directors.

- b. The President shall have other such duties as may be prescribed, from time to time, by the Board of Directors.
- c. The President shall appoint such committees as may be provided for in the Bylaws and following the appointment procedures in Article VII, 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 NCRID.
- d. The President shall represent NCRID 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 NCRID and activities of all committees.
- f. The President shall serve as a member of the Executive Committee.

2. Vice-President:

- a. The Vice-President of the board is prepared at all times to assume the role of the Board President, if necessary. The Vice-President may serve in the President's place for Board activities and in the spokesperson capacity.
- b. The Vice-President may have other such powers and perform such duties as may be prescribed, from time to time, by the Board of Directors.
- c. The Vice-President shall also conduct outreach activities to recruit new members for NCRID.
- d. 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 and shall keep the logo of NCRID and affix it to such papers and instruments as may be required in the regular course of business. The Secretary shall make service of such notices as may be necessary and proper and shall supervise the keeping of the records of NCRID.

- b. The Secretary shall discharge such other duties of the office as prescribed by the Board of Directors.
 - c. 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 NCRID and deposits that may be designated by the Board of Directors. Those funds shall be paid out designated by the Board of Directors.
 - b. The Treasurer shall supervise the records pertaining to the membership of NCRID.
 - c. The Treasurer shall
 - i. Prepare the association's annual budget and present it to the Board
 - ii. Monitor income and expenditures by comparing the actual budgeted figures
 - iii. Review financial statements at least quarterly
 - iv. Monitor the association's investments
 - v. Consult on programs and services (new and old) which impact the budget during monthly meetings
 - vi. Ensure the timely and accurate filing of required tax documents.
 - d. The Treasurer shall serve as a member of the Executive Committee.
5. Immediate Past President: The immediate past President may serve as an ex-officio member of the Board of Directors and serve at such other duties as may be 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 E.

Section 4 — Term of Office:

- A. The Executive Board Members: Shall be elected during the annual membership meeting 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. These positions have a term of 2 years.
- B. Regional Committee Representatives: Shall be selected by the Board of Directors in 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. These positions have a term of 2 years.
- C. Standing Committee Chairs: Shall be nominated by the Board of Directors. These positions shall have no term limit and shall be reviewed annually.
- D. The Past-President: This position will have a term of 1 year.
- E. Consecutive Terms:
 - 1. The President and the Vice-President of NCRID 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 Secretary, Treasurer, and Regional Committee Representatives shall not be limited in consecutive terms but shall stand for election/selection every two (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.

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 NCRID for at least two (2) full 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) full year immediately prior to their candidacy.
- D. All Directors of NCRID must physically reside in the State of North Carolina during their term of office.

Section 6 — Nominations:

- A. Any member in good standing with NCRID 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 decision for removal of a Director must be approved by three-fourths (3/4) of the Board of Directors present and voting at the meeting. Notification shall be given to the entire Board of Directors at least seven (7) days prior to such a meeting.

C. Filling Vacancies:

1. In case of vacancy of the President, the Vice President automatically becomes President for the unexpired term.
2. In case of vacancy of the Vice-President, Secretary, Treasurer with less than one (1) year remaining in the term, the office may be filled by the affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor's office.
3. In case of vacancy of the Vice-President, Secretary, Treasurer with more than one (1) year, a special election must be held within six months of the vacancy. Until such elections occur, a person may be appointed to the vacant office by an affirmative vote of a majority of the remaining Directors.
4. Any vacancy occurring in the Regional Committee Representatives or standing Committee Chairs 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 — Conduct of Meetings:

Meetings of the Board of Directors shall be presided over by the President or, in their 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 their 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:

NCRID shall have Standing Committees and may have Special and/or Ad Hoc Committees. Committees shall be composed of members in good standing, unless otherwise regulated by law, the Articles of Incorporation, or these Bylaws. Committees

may seek input from outside sources, though those persons may not be official members of the committee.

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 NCRID 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 NCRID 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 Professional Development Chair will be selected by the Board of Directors based on letter of interest and 2 references (must include name and contact information) then endorsed by general membership with an annual review. This position has no term limit.
 - 2. The committee may be made up of 7 CMP individuals selected to represent their region.
 - 3. The committee will approve CEUs.
 - 4. The committee will monitor professional development events for each region and maintain a master schedule of events to include events hosted by other entities within the state of North Carolina.

- C. Media Committee
 - 1. The Media Chair will be 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 has no term limit.
 - 2. The committee may 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 material, and other media distributed to social media websites.
4. The committee will be responsible for media operations at the conference.

D. Conference Committee

1. The Conference Committee Chair will be 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 has no term limit.
2. The committee may be made up of members from various regions with no number of members specified.
3. The committee will be responsible for annual conference planning, ~~and~~ logistics and on-site management.

E. 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 endorsed by 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 their 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, 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 NCRID's Articles of Incorporation and Bylaws as amended to date.

Section 2 — Directors' Inspection Rights:

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

Section 3 — Members' Inspection Rights and Corporate Seal:

All members shall have the right to request to inspect and receive copies of the books, records, and documents of NCRID. The purpose of this request must reasonably be

related to such person's interest as a member. The request, including the purpose, must be submitted in writing with a ten (10) business days' notice.

The corporate logo shall be used by NCRID for official and/or approved purposes only. The corporate logo may not be used by an individual member for their personal use.

ARTICLE IX — 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 NCRID, during a regular or special meeting of the membership or through mail/electronic 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 X — 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.