

Change in Board Structure Motion: Be it moved that the following sections of the MRID's bylaws be updated to read:

ARTICLE IV - BOARD OF DIRECTORS

SEC. 1: The MRID Board of Directors be made up of seven (7) positions, effective January 1, 2019.

SEC 2: Positions listed below will consist of a one (1) year transition period for the 2019 year. Elections for all positions will be held in 2019.

SEC 3: All nominees for any board position shall be members in good standing in both the RID and the MRID within 30 days of being elected. Candidates receiving the highest number of votes for each seat will be awarded that seat. Each voting member will have 1 vote for each seat of election.

SEC. 4: Terms of Office

- A. All officers will begin their term on January 1st of the next year.
- B. No person shall be elected for more than 2 consecutive terms to the same Board position.

SEC. 5: Powers of the Board of Directors

Subject to limitations of the Articles of Incorporation and other sections of the Bylaws, all corporate powers of the corporation shall be exercised by or under the authority of, and the Board of Directors shall control the business and affairs of the corporation. The Board shall have the following powers:

- (a) To select and remove all officers, agents, and employees of the corporation: prescribe such powers and duties for them as may not be inconsistent with law, Articles of Incorporation, or the Bylaws; fix their compensation; and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, the MRID Bylaws or the RID Bylaws.
- (c) To borrow money and incur indebtedness for the purpose of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or evidence of debts and securities.

ARTICLE V - BOARD OF DIRECTORS

SEC. 1: The Officers shall be members of good standing of both the RID, Inc. and the MRID, Inc. throughout the duration of their term.

SEC. 2: The Officers shall be elected according to Article IV

SEC. 3: The specific terms and duties of office shall be:

MRID Director

Oversees the overall health of the MRID, working closely with all directors to stay up to date on all things related to the organization.

- Have 5 years of interpreting certification
- Hold national certification (RID certification)
- RID & Region III liaison.
- have general active management of the business of the corporation;
- when present, preside at meetings of the board and of the members;
- see that orders and resolutions of the board are carried into effect;
- sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the board to another officer or agent of the corporation;
- maintain records of and, when necessary, certify proceedings of the board and the members; and
- perform other duties prescribed by the board.

Operations Director

Ensures the MRID runs smoothly and efficiently. In the MRID Director's absence, the Operations Director shall perform all their outlined duties.

- record the minutes of all meetings of the MRID and the Board of Directors.
- S/he shall be responsible for keeping the corporate records current and shall keep an up-to-date list of members including their addresses.

Membership Director

Responsible to represent the interests of the MRID members, cultivating/maintaining relationships with all regions of the state.

- Seek a committee of representation from each region in Minnesota (Southern, Central, Metro, Northern)

Finance Director

Responsible for fiscal management and longevity of the MRID.

- keep accurate financial records for the corporation;
- deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board;

- endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit;
- disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the board;
- upon request, provide the MRID Director and the board an account of transactions by the Finance Director and of the financial condition of the corporation; and
- perform other duties prescribed by the board or by the MRID Director.

Community Relations Director

Develops partnerships within the community at large, building strength and camaraderie. Attends meetings of community organizations to keep abreast of the happenings and report back to the board (and membership) with relevant information, themes, collaboration opportunities, etc.

- Seek a committee of representation from each region in Minnesota (Southern, Central, Metro, Northern)

Programs Director

Oversees all programs, workshops, and events hosted by the MRID and provides all pertinent program information to Communications Director for public release.

- Seek a committee of representation from each region in Minnesota (Southern, Central, Metro, Northern)

Communications Director

Responsible for all outgoing external communication, including but not limited to: Board of Director meeting minutes, official memos, event announcements, responses to community inquiries, emails, social media posts, newsletters, vlogs, website.

SEC. 4: The Board of Directors will meet as necessary between Annual Business Meetings and at least 6 times per year.

A. The venue for each meeting shall be decided at the discretion of the **MRID Director**. All meetings must be accessible to the general membership in accordance with the Americans with Disabilities Act. All requests for reasonable accommodation as defined by the ADA must be made two weeks prior to the meeting.

B. All board meetings will be held in American Sign Language.

C. Notice of regular meetings shall be given at the previous meeting and written in the minutes of that meeting.

D. A special meeting of the Board of Directors may be called by the **MRID Director** or 5 members of the Board.

E. Notice of special meetings may be by mail, e-mail, fax, phone or in person.

F. Board action can be taken in written fashion without meeting.

SEC. 5: Any Director may be removed from office by a 2/3 vote of the Board of Directors with or without cause.

SEC. 6: Resignation of members of the Board of Directors shall be submitted in writing to the Board of Directors and shall become part of the official minutes of the organization. Resignation is effective when written notice is received by the **MRID Director** or his/her designee.

SEC. 7: Vacancies shall be filled by a majority vote of the remaining members of the Board of Directors. The person appointed shall fill the vacancy until a successor is elected.

SEC. 8: A majority of the Board of Directors must be present to have a quorum.

SEC. 9: Directors shall accept no monetary compensation for their services as members of the Board of Directors.

SEC. 10: Directors may establish reimbursement policies for actual expenses related to the organization incurred by Directors.

SEC. 11: Board members cannot vote by proxy at Board meetings.

SEC. 12: All meetings of the Board of Directors shall be open meetings unless otherwise determined by the **MRID Director** or Board of Directors to be closed. Any portion of said meeting may be closed and reopened at the discretion of the **MRID Director** and/or the Board of Directors.

ARTICLE VI - COMMITTEES

SEC. 1: The **MRID Director** shall appoint any committees, including standing, special and/or ad hoc committees.

SEC. 2: Members of all committees, standing or other, who volunteer or are appointed by the **MRID Director**, shall be members in good standing of the MRID and the RID within 30 days of volunteering or by being appointed.

SEC. 3: Standing committee members shall serve from January 1st to December 31st. Each standing committee shall have a chair or co-chairs

SEC 4: Resignation of committee chairs or co-chairs shall be submitted in writing to the Board of Directors and shall become part of the official minutes of the organization. Resignation is effective when received by the **MRID Director** or his/her designee.

SEC 5: Each committee shall meet as necessary.

A. Notice of regular meetings shall be posted on the MRID website calendar of events.

B. Each committee shall submit a written report directly to the Board of Directors after each meeting.

SEC 6: Each committee shall report directly to the Board of Directors.

SEC 7: Standing committees are: Conference, Membership, Bylaws, Fundraising, Professional Development, and Scholarships.

SEC 8: Ad hoc committees: Any committee deemed necessary by the board of directors.