



# Bylaws

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# MINNESOTA REGISTRY OF INTERPRETERS FOR THE DEAF

## BYLAWS

### ARTICLE I - NAME and PURPOSE

The name of this corporation shall be the Minnesota Registry of Interpreters for the Deaf (MRID). The purpose of the MRID is to promote the interpreting profession and professionalism in interpreting for people who are Deaf, Deaf-Blind, Hard of Hearing, and Hearing. The MRID strives to be fully accessible in all aspects to its diverse membership as well as the communities it serves; therefore, the official language for all MRID events, meetings, workshops, etc. will be American Sign Language.

### ARTICLE II – MEMBERSHIP

#### SEC. 1: Categories of Membership

This corporation shall have the following categories of membership:

- A. Certified Member
- B. Associate Member
- C. Student Member
- D. Community Member
- E. Organizational Member

#### SEC. 2: Eligibility/Definitions of Categories

- A. Certified:** Individuals holding current valid certification recognized by RID.
- B. Associate:** Individuals who meet one or more of the following criteria:
  - i. Graduated from an interpreting program.
  - ii. Meet the requirements set by RID to sit for a RID Written or Performance Certification Exam.
  - iii. Holds a credential not recognized by RID.
  - iv. Working as a non-certified interpreter.
- C. Student:** Individuals currently enrolled at least part-time in any interpreting program, or currently pursuing the completion of their deaf interpreter training requirements as prescribed by RID.

**D. Community:** Individuals who support the MRID but are not engaged in interpreting, and who do not meet any of the eligibility requirements in Sections 2.A, 2.B, 2.C. under Article II, Membership.

**E. Organization Member:** Any organization/institution with an interest in supporting the purposes and activities of the MRID.

### SEC. 3: Voting Rights

Each member category A-D of this corporation shall be entitled to one vote in meetings, referenda and elections provided they are also a member in good standing with the RID, Inc.

### SEC. 4: Membership Fees

The membership fee for all categories shall be the amount recommended by the MRID Board and approved by the membership at the annual business meeting. The only exemptions from annual dues will be those members who are Golden 100 Members or Lifetime Members. Golden 100 Members will remain exempt until the year 2087. Lifetime Members will forever remain exempt.

## ARTICLE III - MEETINGS

SEC. 1: There shall be an annual business meeting of the organization during the month of October.

SEC. 2: All members will receive notice in writing of the date, time and location of the annual business meeting at least thirty days in advance.

SEC 3: The official language of all MRID board or annual meetings will be American Sign Language.

SEC. 4: Special meetings may be called for by the Board as required, with at least thirty days advance written notice to members.

SEC. 5: A special meeting shall be called when a written petition has been signed by twenty-five percent of active voting members and said petition is received by the Board of Directors sixty days prior to the meeting.

SEC. 6: Fifty percent of the voting membership credentialed for the annual business meeting or special meetings must be present to constitute a quorum.

## ARTICLE IV - BOARD OF DIRECTORS

### SEC 1: Composition

The MRID Board of Directors shall be made up of seven (7) voting positions: President, Operations Director, Membership Director, Finance Director, Community Relations Director, Programs Director, and Communications Director.

### SEC 2: Elections and Nominations

Election for board members shall be held annually.

- A. All nominees for any board position shall be members in good standing in both the RID and the MRID at the time of election.
- B. Candidates receiving the highest number of votes for each seat will be awarded that seat.
- C. Each voting member will have 1 vote for each seat of election.

### SEC 3: Qualifications

All board members must be current members of both RID and MRID and remain in good standing throughout the duration of their term. In addition, the President and the Operations Director must have at least five years of interpreting experience and hold RID national certification.

### SEC. 4: Terms of Office

All positions shall have a two (2) year term

- A. President, Membership Director, and Programs Director shall be elected on odd years and serve from January the following even year until December 31 of the following odd year.
- B. Operations Director, Finance Director, Communications Director, and Community Relations Director shall be elected on even years and serve from January the following odd year until December 31 of the following even year.
- C. Board members may serve up to two (2) consecutive terms in the same 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.

#### SEC. 6: Officer Duties

Each director shall perform the duties outlined below in addition to any other duties assigned to them by the board:

##### **A. President**

Has general supervision and direction of the affairs of the corporation and other duties, as may be prescribed by the Board of Directors, the membership, and the RID.

- Oversees the overall health of the MRID, working closely with all directors to stay up to date on all things related to the organization.
- The President shall preside at all meetings of the MRID and the Board of Directors. The President may designate a representative to act in their stead.
- Has co-signature responsibility with the Finance Director on all checks and drafts for the withdrawal of organization funds.
- Responsible to sign all legal contracts and documentations in the name of the MRID, ensuring any and all legal obligations are met, unless responsibility is expressly delegated to another officer under the bylaws.

##### **B. Operations Director**

The mission of the Operations Director is to ensure the MRID runs smoothly and efficiently. In the President's absence, the Operations Director shall assume all of the President's duties.

- Record the minutes of all meetings of the MRID and the Board of Directors.
- Shall be responsible for keeping the corporate records current.
- Shall be an authorized signatory on all checks and drafts for the withdrawal of organizational funds.

### **C. Membership Director**

Responsible to represent the interests of the MRID members by cultivating and maintaining relationships with individuals from various communities within the MRID.

- Serve as member contact and liaison between the MRID and individual members.
- Seek a committee of representation from each region of Minnesota (Southern, Central, Metro, Northern) for outreach efforts and to assist with liaison responsibilities within the MRID membership.
- Oversee membership services, such as: recruitment, retention, and membership records.

### **D. Finance Director**

Responsible for fiscal management and longevity of the MRID.

- Keep accurate financial records for the corporation; and supervise the preparation of financial reports as necessary for the board and membership.
- Deposit all monies in the name of the MRID in the banks and/or accounts designated by the board.
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- Has co-signature responsibility with the President on all checks and drafts for the withdrawal of organization funds.
- Complete and submit all forms required by the federal and state governments as a 501(c)(3).
- Upon request, provide the MRID President and the Board of Directors an account of the transactions and overall status of the financial conditions of the organization.

### **E. Community Relations Director**

Directs partnership development within community at large by building rapport with community organizations and keeping abreast of happenings and current events in the ASL and broader community.

- Serve as community contact and liaison between the MRID and community organizations.
- Seek a committee of representation from each region of Minnesota (Southern, Central, Metro, Northern) for outreach efforts and to assist with liaison responsibilities within the community.

## **F. Programs Director**

Ensures that all of the MRID's activities are in line with the purpose of the organization- to promote the interpreting profession and professionalism in interpreting.

- Oversees all programs, workshops, and events hosted by the MRID.
- Create opportunities and resources to increase members' understanding and knowledge in the field.
- Keeps abreast of current issues in our communities and adapt organizational programs as needed.
- Seek a committee of representation from each region of Minnesota (Southern, Central, Metro, Northern).

## **G. Communications Director**

Responsible for official communications to the membership and the broader community. In the event that the Operations Director is either vacant or that individual assumes the responsibilities of the President, the Communications Director shall assume all of their duties of record keeping for the organization.

- Oversee the dissemination of information to the broader community, through social media, newsletter, and website.
- Ensures the standard of quality is consistent for all information released.

## **SEC. 7: Vacancies**

Vacancies on the Board of Directors shall occur upon resignation, removal, or death of any Officer or when the number of Board positions is increased by amendments to these Bylaws.

- A. Any Director may be removed from office by a 2/3 vote of the Board of Directors with or without cause.
- B. 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 President or their designee.
- C. 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: Board Meetings**

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 President. 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 President 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.
- G. A majority of the Board of Directors must be present to have a quorum.
- H. Board members cannot vote by proxy at Board meetings.
- I. All meetings of the Board of Directors shall be open meetings unless otherwise determined by the President or Board of Directors to be closed for reasons outlined in the PPM. Any portion of said meeting may be closed and reopened at the discretion of the President and/or the Board of Directors.

#### SEC. 9: Compensation and Reimbursement

Directors shall accept no monetary compensation for their services as members of the Board of Directors. Directors may establish reimbursement policies for actual expenses related to the organization incurred by Directors.

## **ARTICLE V - COMMITTEES**

SEC. 1: The President 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 President, 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 President or their 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.

## **ARTICLE VI - SEALS, BOOKS AND RECORDS, AUDIT FISCAL YEAR**

SEC. 1: This Corporation shall have no seal.

SEC. 2: The Board of Directors of the corporation shall cause to be kept:

- A. Correct and complete books of the financial accounts.
- B. Minutes of proceedings of meetings of members, the Board of Directors, and any committees having any authority of the Board of Directors.

SEC. 3: The Board of Directors will have the records and books of account of the corporation audited annually and at such times as it may deem necessary or appropriate.

SEC. 4: The annual accounting period of the Corporation shall be from July 1 to June 30.

SEC. 5: Every member or Director of the Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, at the place or places where usually kept, all records of the Corporation and to make extracts there from.

## **ARTICLE VII - AMENDMENTS**

SEC. 1: These Bylaws may be amended at the annual or special meeting by a two-thirds vote of those present and voting, and shall become effective immediately or as specified by the amendment. Such proposed amendments shall be submitted in writing to the presiding officer at least 30 days before the meeting and shall be sent to members with notification of time, date, and location of meeting.

## **ARTICLE VIII - DISSOLUTION OF CORPORATION**

SEC. 1: The Corporation does not and will not afford pecuniary gain, incidentally or otherwise, to any of its members. No part of the property or the income of the Corporation or any other pecuniary gain or profit shall inure to any member of the Corporation, except that reasonable compensation may be paid to a member of the Corporation for services rendered to or for the Corporation. In the event of dissolution of the Corporation, such dissolution shall be conducted under Court supervision if required under the Statutes of the State of Minnesota, or deemed desirable by the Corporation, in such manner as in the judgment of the Court will accomplish the general purposes for which the Corporation was organized. If a dissolution under Court Supervision is not so required or deemed desirable by the Corporation, the assets of the Corporation shall be distributed to or for the benefit of organizations, causes or projects, for and to which gifts are deductible from income of a donor under the Internal Revenue Code and under the Statutes of the States of Minnesota, as hereafter amended, do not provide for such a deduction, then the distribution shall be made to one or more state or local governments, for a public purpose. In the event of dissolution, none of the assets shall be transferred to or in any respect whatsoever inure to or for the benefit of any member of the Corporation.

## **ARTICLE IX – NON-DISCRIMINATION POLICY**

SEC. 1: The MRID is open to all individuals and organizations without regard to age, color, creed, disability, gender, hearing status, marital status, national or ethnic origin, political belief, race, religion, sexual orientation, or veteran status.