FRID

FLORIDA

Registry of Interpreters for the Deaf

BYLAWS

OF THE ORGANIZATION

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Article I -- NAME

The name of the organization shall be the Florida Registry of Interpreters for the Deaf, Inc. (FRID), hereinafter referred to as the Corporation.

Article II -- PURPOSE

The principal purposes of this Corporation are to initiate, sponsor, promote, and execute policies and activities that shall further the profession of interpreting and transliterating, to include, but not be limited to American Sign Language, English, and Spanish.

Article III -- MEMBERSHIP

Section 1 - Categories of Membership

This Corporation shall have the following categories of membership:

A. Voting Members

1. Nationally Certified Member
2. Pre-Certified Associate Member

B. Non-voting members
    1. Supporting Member
    2. Organizational Member

Section 2 – Eligibility

A. Nationally Certified Member: Any individual who is an Active Certified Member of the Registry of Interpreters for the Deaf, Inc. (RID).

B. Pre-Certified Associate Member: Any individual who is a member of the RID and meets one of the following criteria:
    1. holds a current Florida Quality Assurance (QA) or Educational Interpreter Evaluation (EIE) level, or
    2. holds another credential recognized by the Corporation, or
    3. has passed the NIC Knowledge Test and is, therefore, a Candidate for Certification by the RID, or
    4. qualifies as a Deaf Interpreter as defined by the Corporation

C. Supporting Member: Any individual with an interest in supporting the purposes and activities of the Corporation who does not meet eligibility requirements in Article III, Section 2A or 2B to be a Nationally Certified or Pre-Certified Associate Member. Persons holding a Florida QA or EIE level are ineligible for this membership category.

D. Organizational: Any organization/institution with an interest in supporting the purposes and activities of the Corporation.

Section 3 - Voting Rights and Requirements

A. In order to be a voting member of the Corporation, a person must be a member in good standing and belong to a voting category.
B. Each voting member of this Corporation shall be entitled to one vote in local meetings, referenda, and elections.
C. In meetings, referenda and elections pertaining to RID issues concerning testing, certifications and standards/ethics may be voted on by RID Certified Members only.

Section 4 -- Termination of Membership

Upon termination of membership, all rights and privileges immediately cease. There shall be no refund of dues or assessments. Membership in the Corporation can be terminated for the following reasons:

A. Suspension or Expulsion for Cause: Any member whose membership is suspended or revoked for cause by the Board of Directors of the Corporation shall automatically be suspended or expelled from the Corporation until such time as membership can be reinstated.
B. Non-payment of dues, within sixty (60) days of due date, by a member in any category shall result in termination of membership.
C. Resignation: Any member may resign before the expiration of their membership by filing a written notice with the Board of Directors of the Corporation and surrendering the Corporation QA/EIE/Membership card. Such resignation renders membership invalid. Furthermore, such resignation shall not relieve the member of paying dues, assessments or other charges theretofore accrued and unpaid.

Section 5 -- Termination of Quality Assurance Levels (QA) and/or Educational Interpreting Levels (EIE)

An individual's QA and/or EIE Level from the Corporation may be terminated for the following reasons:

A. Suspension or Revocation for Cause: Any QA or EIE screened member whose level is suspended or revoked for cause by the Board of Directors of the Corporation shall automatically lose all rights and privileges of a QA or EIE screened member until such time as those credentials are reinstated.
B. Non-payment of Dues/Fees: Non-payment of dues or maintenance fees within sixty (60) days of the due date results in an invalidation of screening, and individuals thus forfeit all rights and privileges of such status.
C. Renewing membership as a non-voting category: Renewing membership in any non-voting category of the Corporation invalidates any QA or EIE level previously earned.

Section 6 -- Appeals of Suspension or Revocation of Membership and/or QA and/or EIE Levels

Suspension or revocation of membership and/or level(s) may be appealed to the Board of Directors following the guidelines set forth by that Board.

Section 7 -- Reinstatement of Membership of QA and/or EIE Levels

A. Reinstatement Following Suspension or Revocation for Cause: An individual who successfully appeals to the Board of Directors may make application for reinstatement to the Board of Directors with the appropriate fees. Upon receipt of the application and fees by the Board of Directors, membership and/or QA and/or EIE Levels shall be reinstated and all rights and privileges shall resume.
B. Reinstatement Following Termination for Non-Payment of Dues/Fees or Resignation: Upon application for reinstatement and payment of any dues or fees outstanding and reinstatement fees as determined by the Corporation Board of Directors, membership and/or QA and/or EIE Levels shall be reinstated.

Section 8 -- Transfer of Membership

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

Section 9 -- Member Sections

This Corporation may establish Member Sections which shall be open to all members of the Corporation who meet requirements for membership as shall be defined, from time to time, by the Board of Directors and approved by the membership of the Corporation. All Member Sections must be self-sustaining.

Section 10 -- 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 the Corporation for payment.

Section 11 -- 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.

Article IV -- MEETINGS OF MEMBERS

Section 1 -- Annual Meetings

General membership meetings shall be held annually with a written notice of time and place of meeting to be given at least sixty (60) days prior to the meetings. They shall be held for purposes of providing professional development of the membership, conducting the necessary business of the Corporation and providing a forum for the exchange of information among members and the general public on or 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 fewer than ten (10) 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 meetings.

Section 3 -- Minutes of Meetings of Members

Minutes of all meetings of Members shall be prepared in a timely manner by the Secretary. A committee shall be appointed by the President and approved by the Board of Directors to approve the minutes of these meetings within sixty (60) days of the conclusion of the meeting.

Section 4 -- Voting

All voting at any regular or special meeting of members shall be by show of hands, unless a secret ballot is called for. All contested elections shall be by secret ballot (See Article VI, Section 9).

Section 5 -- Quorum

A quorum to conduct business at any annual or special meeting shall consist of a majority of the voting membership registered to attend the meeting.

Article V -- ELECTRONIC REFERENDUM

Motions may be voted on by the membership by electronic voting in the following manner:

A. Referenda may be drafted and submitted by the Board of Directors, by a committee at the request of the Board of Directors, or by written petition of at least 5 percent (5%) 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 emailed to all voting members at least sixty (60) days prior to the referendum deadline.
C. Results of all referenda shall be determined by a majority of the valid ballots received except when a higher percentage is required by these Bylaws or by *Robert's Rules of Order Newly Revised*.

D. Results of referenda shall be disseminated to the membership via email and posted on the Corporation website.

Article VI -- BOARD OF DIRECTORS

Section 1 -- Number of Directors

The number of Directors shall be ten – (10) unless and until the number of Directors is changed by amendment to these Bylaws.

Section 2 -- Composition of Board of Directors

The Board of Directors shall be comprised of the President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, and four District Representatives (North, South, Central East, and Central West.) In addition, the immediate Past President may serve ex officio as a non-voting member of the Board for one year immediately following their term of office.

Section 3 -- Limitations

A. Directors shall not concurrently serve as an elected officer on the Board of any other state RID organization or on the National RID Board.
B. All members of the Board of Directors shall be members in good standing of the Corporation and the RID, and be Florida residents.
C. The elected Executive Officers must hold a valid certificate from the Registry of Interpreters for the Deaf, Inc.

Section 4 -- Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. All charges, responsibilities and membership directives shall persist until fulfilled, regardless of any changes to the makeup of the Board of Directors.

Section 5 -- Duties

A. Directors
    1. To perform any and all duties imposed on them collectively or individually by law, by these Bylaws or by the mandate and direction of the voting membership of this Corporation.
    2. To adopt, and make a corporate seal, corporate logo and to prescribe the forms of members' certificates/credentials, and membership cards.
    3. To approve a budget annually.

B. Directors
    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 such other powers and duties as may be prescribed, by the Board of Directors, the members, or these Bylaws.
        b. The President shall appoint such committees as may be provided for in the Bylaws following the appointment procedures of the Corporation 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 share with the Treasurer and the Executive Committee the right to sign checks and warrants for withdrawal of corporate funds.
d. The President shall represent the Corporation in all activities except those expressly prohibited by law or by these Bylaws.
e. The President shall serve as a member of the Executive Committee.
f. The President shall serve as a committee liaison and/or member, except to the Nominations Committee, as determined by the board.

2. First Vice-President
    a. In the absence or inability of the President to perform the duties of the office, the First Vice-President shall perform all duties of the President.
    b. The First Vice-President shall supervise the Credentials Committee process for the annual and other membership meetings.
    c. The First Vice-President shall have such other powers and perform such other duties as may be prescribed, from time to time, by the Board of Directors, the members, or these Bylaws.
    d. The First Vice-President shall serve as a member of the Executive Committee.
    e. The First Vice-President shall serve as a committee liaison and/or member, as determined by the board.

3. Second Vice-President
    a. In the absence or inability of the President or First Vice-President to perform the duties of the office, the Second Vice-President shall perform all duties of the President.
    b. The Second Vice-President shall have such other powers and perform such other duties as may be prescribed, from time to time, by the Board of Directors, the members or these Bylaws.
    c. The Second Vice-President shall serve as a member of the Executive Committee.
    d. The Second Vice-President shall serve as a committee liaison and/or member, as determined by the board.

4. Secretary
    a. The Secretary shall keep a full and accurate record of all meetings of the Board of Directors and the organization's members. Minutes of all meetings shall be submitted to the Board of Directors prior to the following Board of Directors meeting for approval.
    b. The Secretary shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business.
    c. The Secretary shall make service of such notices as may be necessary or proper.
    d. The Secretary shall have such other powers to perform such other duties as may be prescribed, from time to time, by the board of Directors, the members, or these Bylaws.
    e. The Secretary shall serve as a member of the Executive Committee.
    f. The Secretary shall serve as a committee liaison and/or member, as determined by the board.

5. 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.

b. The Treasurer shall make financial reports for each Board meeting. The Treasurer shall prepare an annual report, no later than thirty (30) days after the close of the Corporation fiscal year. Two (2) Directors shall audit the annual report.
c. The Treasurer shall have the annual report printed and distributed at the Annual Business Meeting.
d. The Treasurer shall have such other powers and perform such other duties as may be prescribed, from time to time, by the Board of Directors, the members, or these Bylaws.
e. The Treasurer shall serve as a member of the Executive Committee.
f. The Treasurer shall serve as a committee liaison and/or member, as determined by the board.

6. District Representative – North
   a. The District Representative – North will serve as a committee liaison and/or member, as determined by the board.
   b. The District Representative – North shall have such powers and perform such duties as may be prescribed by the Board of Directors, the members, or these Bylaws.

7. District Representative – South
   a. The District Representative – South will serve as a committee liaison and/or member, as determined by the board.
   b. The District Representative – South shall have such powers and perform such duties as may be prescribed by the Board of Directors, the members, or these Bylaws.

8. District Representative – Central East
   a. The District Representative – Central East will serve as a committee liaison and/or member, as determined by the board.
   b. The District Representative – Central East shall have such powers and perform such duties as may be prescribed by the Board of Directors, the members, or these Bylaws.

9. District Representative – Central West
   a. The District Representative –Central West will serve as a committee liaison and/or member, as determined by the board.
   b. The District Representative – Central West shall have such powers and perform such duties as may be prescribed by the Board of Directors, the members, or these Bylaws.

10. Immediate Past President
    The Immediate Past President may serve ex officio as a non-voting member of the Board of Directors for one year immediately following their term of office, if s/he so chooses, and may perform such duties as may be prescribed by the Board of Directors, the members, or these Bylaws.

Section 6 -- Terms of Office

A. Terms of office for the Board of Directors shall be three (3) years. Terms of office shall commence immediately following an election. Elections for the positions of the President, District Representative -North, and District Representative -South shall be held at the

implementation of these Bylaws and every three (3) years thereafter. Elections for the positions of First Vice-President, Secretary, and District Representative -Central East shall be held at the implementation of these Bylaws, 2 years after the implementation of these Bylaws, and then every three (3) years thereafter. Elections for the positions of Second Vice President and District Representative - Central West shall be held at the implementation of these Bylaws. Elections for the positions of Second Vice President, Treasurer, and District Representative - Central West shall be held 1 year after the implementation of these Bylaws, and then every three (3) years thereafter.

B. Term Limits - An elected Director shall hold the same office for no more than two (2) consecutive terms.

Section 7 - Qualifications

All candidates for the Board of Directors shall have been voting members in good standing of the Corporation or another state affiliate of the RID for at least two (2) consecutive years immediately prior to candidacy.

Section 8 - Nominations

The President shall appoint three (3) voting members in good standing to comprise the Nominations Committee. The Nominations Committee is responsible for soliciting nominations for all open positions on the Board of Directors.

Section 9 – Elections

A. The Directors shall be elected at the Annual Business Meeting.
B. The election shall be by ballot; if there is but one candidate for an office, the election for that office may be by voice or show of hands.

Section 10 - Vacancies

Vacancies of the Board of Directors are created upon the death, resignation or disqualification of any Director or the removal of a Director for cause.

A. Removal of Directors for Cause: The Board of Directors, at a properly noticed Review Hearing, may declare vacant any office for which the Director has failed to attend three (3) consecutive, regular Board meetings or for which the Director has been removed for cause as detailed in Robert's Rules of Order Newly Revised.
B. Review Hearing: A hearing by the Board of Directors to determine cause and removal of a Board member may be initiated by either a three-quarters (3/4) majority vote of the Board of Directors at any meeting for which proper notice has been given, exclusive of the Board member facing removal, or a written request from no fewer than ten (10) voting members submitted to the Board of Directors.
C. Appointment to Fill a Vacancy: Any vacancy occurring in the Board of Directors shall be filled by appointment of the Board. The appointment will continue for the unexpired portion of the term, if that is less than one year. If the unexpired portion of the term has more than one year remaining, the appointment will continue until the Annual Business Meeting, at which time the position will be listed in the slate of open positions.

Section 11 - Meetings of Directors

A. Post Elections Meetings: The Board of Directors shall hold a post elections meeting of the Board of Directors without other notice than this Bylaws, immediately after, and at the same place as the Annual Meeting of Members.

B. Regular meetings of the Board of Directors shall be held at least on a quarterly basis at such time and place as shall be determined by the Board of Directors. Such meetings are open to the public.
C. Special Meetings: These may be called by the President or by any three (3) Officers.
D. Meetings by Electronic Conference: Any regular or special meeting may be held by electronic conference or similar communication equipment, so long as all Directors are able to actively participate in the meeting.

Section 12 - Quorum

A quorum to conduct business at meetings of the Board of Directors shall be a majority of its members.

Section 13 - Notice of Meetings

Post election meetings of the Board of Directors may be held without notice. Regular meetings of the board shall be held upon a minimum of thirty (30) days' notice by first-class mail, telephone, facsimile, or electronic mail, delivered to each Director at their respective addresses as shown in the records of the Corporation. 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, telephone, facsimile, or electronic mail, in the same manner as in the case of regular meetings.

Article VII -- EXECUTIVE COMMITTEE

Section 1 - Composition

The Executive Committee shall be comprised of the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer.

Section 2 - Responsibilities

The Executive Committee shall be responsible for preparing the agenda prior to meetings of the Board of Directors.

Section 3 - Authority

In the event that the Board is unable to convene, the Executive Committee shall be given full power and authority to take action on emergency issues.

Section 4 - Quorum

A quorum shall be a majority of the members of the Executive Committee.

Section 5 - Alternative Meeting Methods

The Executive Committee may meet by telephone or other electronic methods.

Article VIII -- COMMITTEES

Upon the Board of Directors' approval, the President shall appoint all committees, including standing, special and/ or ad hoc committees, except the QA and EIE Committees. The QA and EIE Committees will be appointed by the Chair of each respective committee and approved by the Board of Directors. All committees shall be composed of at least three (3) voting members in good standing to serve for a specified term. Any vacancies in the membership of any committee that are filled will follow the same procedure. Furthermore, for each committee, the President shall designate a member of the Board of Directors to serve as a non-voting member. A majority of the committee shall constitute a quorum.

Article IX -- ADVISORY COUNCIL

The Board of Directors may, by a majority vote of Directors, designate professionals from various areas of interest and concern to the profession of interpreting, and the Corporation, to serve as members of the Advisory Council. The Board may assign to the Advisory Council such duties as may be appropriate, so long as duties are not in conflict with these Bylaws.

Article X -- EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 - Execution of Instruments

Unless authorized, no officer, agent, or employee shall have any power of authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. The Board of Directors may not, for any purpose of the Corporation, borrow or incur indebtedness greater than an aggregate sum of $100,000.

Section 2 - Promissory Notes

In order to authorize the signing of any promissory note, the Board of Directors must cast a two-thirds (2/3) majority vote for approval of such authorization.

Section 3 - Indebtedness

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 Corporation, shall be signed by the Treasurer and countersigned by the President or such other Director as may be designated by the President as authorized to sign.

Section 4 - Deposits

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 5 - Gifts

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

Article XI-- INSPECTION RIGHTS AND CORPORATE SEAL

The Corporation's Bylaws as amended to date shall be open to inspection by the members of the Corporation. Inspection can also be made of the books, membership records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written request to the Corporation by the members and with a ten (10) business days notice for a purpose reasonably related to such person's interests as a member. Any inspection may be made in person or by an agent or attorney, and the right to inspection includes the right to receive copies and/or extracts at reasonable cost. The Corporation logo shall be used by the Corporation for official and/or approved purposes only. The corporate logo may not be used by an individual member for her/his personal use.

Article XII -- FISCAL YEAR OF THE CORPORATION

The Fiscal year of the Corporation shall begin on the first (1st) day of July, and end on the thirtieth (30th) day of June each year.

Article XIII -- FEES, DUES AND ASSESSMENTS

In order to remain in good standing, a member must pay annual dues in advance of the first day of July of each fiscal year, in amounts to be fixed from time to time by the Board of Directors. Dues are in arrears

on July 31st of each fiscal year. The Board of Directors shall not increase or decrease membership dues by more than ten percent (10%) one dollar increments that may not exceed five dollars without a majority vote of the membership either at the Annual Meeting or by mail referendum. The dues shall be equal for each member in a category, but different dues may be set for each category. Notification of any changes in dues structure, fees, or assessments must be posted on the Corporation website and sent to the members via email at least ninety (90) days prior to the anticipated implementation. Furthermore, the Board of Directors may determine and assign the payment of a reasonable late fee and reinstatement fee and establish dues structures for any category without a dues structure.

Article XIV -- AMENDMENT OF BYLAWS

The Bylaws may be amended or repealed by approval of a two-thirds (2/3) vote of the members of the Corporation, eligible and voting during a regular or special meeting of the membership with sixty (60) days prior notice or by following the guidelines in Article V - Electronic Referendum with a quorum of not fewer than ten percent (10%) of the voting members. However, any amendment which would materially and adversely affect the rights of a specific category of members must be approved by a two-thirds (2/3) majority of the members voting from that affected category. 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 amendments to the Bylaws.

Article XV - PARLIAMENTARY AUTHORITY

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

Article XVI -- NON-DISCRIMINATION POLICY

The Corporation shall not discriminate in matters of screening/evaluation, testing or membership on the basis of age, color, creed, disability, ethnicity, hearing status, national origin, race, religion, gender or sexual orientation.

Article XVII -- DISSOLUTION OF THE CORPORATION

Upon dissolution of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for educational purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.