

# ARID Bylaws

*Approved by General Membership on September 5, 2020*

## **Article I**

### **Organization Name**

The name of this organization shall be the Arkansas Registry of Interpreters for the Deaf, Inc., but shall hereinafter be referred to as ARID. ARID is an affiliate chapter of the Registry of Interpreters for the Deaf, Inc.

## **Article II**

### **Organization Objective**

The principal objective of ARID shall be to initiate, sponsor, promote and execute policies and activities that will further the profession of the interpretation of American Sign Language and English and the transliteration of English.

## **Article III**

### **Membership**

#### **Categories of Membership:**

- A. Voting Members: A voting member of ARID shall be a member in good standing with RID, and carries the privilege of voting for officers and issues of concern at ARID business meetings.
- B. Associate Members: An associate member in ARID shall be one who supports ARID and may or may not be a member in good standing with RID. Associate members do not have voting privileges.
- C. Student Members: A student member in ARID shall be one who supports ARID, who does not yet hold a bachelor's degree (or higher), and one who is currently registered in an accredited institution of higher education. Student members do not have voting rights.
- D. Organizational Members: An organizational member is any organization, agency, and/or individual who support the purpose and interests of ARID and the Deaf Community. Organizational members do not have voting rights.

## **Article IV**

### **Directors**

#### **Section 1 Composition:**

The Board of Directors shall be comprised of seven (7) members: President, Vice-President, Secretary, Treasurer and three Members-at-Large. In addition, the immediate past President may serve as a non-voting ex-officio member of the Board of Directors as needed.

## **Section 2 Governing Authority:**

The management of the affairs of the organization between quarterly meetings of the membership shall be delegated from the membership to the Board of Directors. Decisions of the Board of Directors may be overruled by a three-fourths (3/4) vote of the membership during a general membership meeting in which a quorum is present.

## **Section 3 Geographic Representation:**

Directors of the ARID shall be residents of Arkansas.

## **Section 4 Terms of Office:**

- A. The term of office for the Board of Directors of this organization shall be two (2) years. The President, Vice President, Secretary, Treasurer and three (3) Members-at-Large will be elected during ARID's Biennial Conference. Their terms of office shall commence on July 1st, immediately following said election.
- B. No individual may hold any elected position more than two (2) consecutive terms.
- C. Directors shall not concurrently serve as an elected officer on the national Board of Directors of RID.

## **Section 5 Qualifications:**

- A. All directors must meet the following qualifications:
  - 1. Possession of RID certification, EIPA or other state screening credentials;
  - 2. Quality of organizational involvement; and
  - 3. Membership in good standing of RID and ARID.
  - 4. In addition, the Treasurer must be bondable.
- B. Exceptions: There shall be an exception for persons who are deaf or hard of hearing until such time that national certification and/or state screening are available to persons who are deaf or hard of hearing.

## **Section 6 Duties:**

- A. General Duties: To perform any and all duties imposed on them by law, the Articles of Incorporation, these Bylaws or as directed by the membership, and to approve an annual budget for the maintenance and operation of this organization.
- B. President:
  - 1. Have general supervision and direction of the affairs of the corporation and other duties, as may be prescribed by the board, the membership, and the national RID;
  - 2. Appoint any committees, including standing, special and/or ad hoc, composed of members in good standing;
  - 3. Have co-signature responsibility with the treasurer on all checks and warrants for the withdrawal of corporate funds; and
  - 4. Set the agenda and conduct all board meetings, the biennial conference business meeting, and any special meetings of the membership.
- C. Vice-President:
  - 1. Preside in the place of the President whenever needed, in case of absence, resignation, death, or delegation of authority by the President;

2. Assist the President and/or the Board of Directors in the completion of duties as needed;
3. Chair the Planning Committee of the Biennial Conference; and
4. Serve as liaison to committees.

D. Secretary:

1. Keep correct minutes of all meetings of the organization and of the Board of Directors;
2. File all papers belonging to the organization and superintend the publication of the same if so ordered by the Board of Directors;
3. Conduct the general correspondence of the organization;
4. Notify each member of the Board of Directors of the location and time of the Board of Directors meetings of the organization; likewise, inform the membership of the time and location of the quarterly general membership business meetings and Biennial Conference;
5. Within thirty (30) days following each meeting of the Board of Directors, shall make available to the Board the minutes of the business which transpired;
6. At least thirty (30) days prior to each General Membership Meeting, make available to the membership the minutes of the business which transpired at the previous General Membership Meeting; and
7. Serve as liaison to committees.

E. Treasurer:

1. Receive and deposit all monies belonging to the organization as the Board of Directors may determine;
2. Make all disbursements in payment of the authorized debts by check within thirty (30) days of receipt of the bill;
3. Maintain the financial records of the organization, making at least quarterly financial reports to the membership;
4. Forward to the RID Regional Representative and to the national office of RID within thirty (30) days after the expiration of each fiscal year a certified copy of the organization's financial statement. The financial statement shall include a description of the source of all receipts and a description of all disbursements;
5. Forward to the IRS, Regional Representative and to the national office of RID by November 15th of each year the 501(c)3 tax exempt reporting form (IRS form 990, Return of Organizations Exempt from Income Tax); and
6. Serve as liaison to committees.

F. Members-at-Large:

1. Assist ARID board members with the coordination of activities and communication in and among the membership;
2. Have other powers and duties as prescribed by the board and/or the membership; including:
3. Are members of the Sunshine Committee, reach out to the membership of their district on a monthly basis, reporting to the Sunshine Chair.

## **Section 7 Vacancies:**

Vacancies of the Board of Directors shall occur upon the death, resignation 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 or Secretary.

- B. Removal of Directors: Removal of any Board member requires a three-fourths majority vote or a majority of the voting membership. The Board of Directors may declare vacant the office of any director who
  - 1. Does not attend three (3) consecutive Board of Directors meetings;
  - 2. Has not acted in good faith in the fulfillment of the duties inherent in the office.
- C. Appointment to Fill a Vacancy: Any vacancy of an elected office must be filled by an appointment of a majority vote by the Board of Directors until the next election year. Such an appointment will not constitute a term of office. Any vacated position must be filled by a person satisfying the qualifications for the office.

### **Section 8 Meetings of the Board of Directors:**

- A. The Board of Directors shall meet at the beginning of their term to schedule dates and determine locations for quarterly established board meetings and general membership meetings for their full term. This information shall be made available to membership within thirty (30) days of such meeting.
- B. The Board of Directors shall meet at least once each quarter on dates and in locations selected by the board. Special meetings of the Board of Directors may be called at the discretion of the President. All Board of Directors meetings are open unless the President declares otherwise.
- C. The quorum for meetings of the Board of Directors shall be five (5). A simple majority will be required for action of the Board. Should less than a quorum attend a board meeting, the meeting will be adjourned and rescheduled.
- D. Board meetings will be interpreted upon request. Requests for interpreters must be placed at least two (2) weeks prior to the meeting date. Requests placed less than two (2) weeks before the meeting will be honored if possible, but not guaranteed.
- E. ARID may utilize audio/visual or telecommunication devices to hold or participate in meetings, regular or special, with a majority of the board present.

### **Section 9 Delegating a Representative:**

The Board of Directors shall delegate a representative to the RID Biennial Conference. When financially feasible, a funding stipend may be granted to the appointed representative by vote of the board or membership.

### **Section 10 Compensation:**

- A. The members of the Board of Directors of ARID shall receive no compensation for their services as directors.
- B. The directors may be reimbursed by ARID for reasonable expenses incurred for the purpose of attending any regular, annual or special meetings of the board, and for reasonable expenses made for the purpose of doing affiliate chapter business.

## **Article V**

### **Voting & Elections**

#### **Section 1 General:**

- A. Voting may occur during membership meetings or by email communication, and MALs coordinate activities within their respective districts via email referendum.

- B. Each voting member of this organization and RID shall be entitled to one (1) vote in meetings, referenda, and elections.
- C. A quorum for a business meeting shall be twenty percent (20%) of the voting membership.

### **Section 2 Nominations for Board of Directors:**

- A. A call for nominations shall be made to the membership no less than thirty (30) days prior to the election.
- B. Members seeking election must be members in good standing of ARID and RID; and be nominated and seconded by members in good standing of ARID.
- C. Nominations may be entertained from the floor.

### **Section 3 Election of Board of Directors:**

- A. Voting for election of the President, Vice President, Secretary, Treasurer and three (3) Members-at-Large shall occur at the close of the business meeting during the Biennial Conference.
- B. The balloting for directors shall be by this sequence: President, Vice-President, Secretary, Treasurer, and Members-at-Large.
- C. A quorum must be present for the election of the Board of Directors.
- D. A simple majority of the ballots cast by the membership present at the Biennial Conference.
- E. There shall be no proxy votes for the election of directors.
- F. In the event of a tie, a run-off election shall be held until a simple majority of the ballots cast is reached.

### **Section 4 Email Referendum:**

- A. Email 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 five percent of the voting members of ARID, 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 sixty (60) days prior to the referendum deadline.
- C. The Board of Directors will conduct the email ballot. The ballot shall be sent to all voting members from the list of voting members in good standing. A return of at least fifty percent (50%) of the ballots shall validate the result. A simple majority of the ballots cast will determine the outcome of the issue except when a higher percentage is required by these Bylaws [or Robert's Rules of Order Newly Revised].
- D. Results of email referenda shall be disseminated to the membership within forty-five (45) days after the referenda deadline.

## **Article VI Committees**

### **Section 1 Type and Composition of Committees:**

ARID shall have standing committees and may also have special and/or ad hoc committees.

## **Section 2 Qualifications of Committee Chairperson:**

Committee chairpersons shall be members in good standing of ARID.

## **Section 3 Appointments:**

Committee chairpersons shall be appointed by the President upon approval of a majority of the Board of Directors with the only exception being the Chairperson of the Planning Committee for the biennial conference which shall be the Vice President. Appointments to committees shall be made or reaffirmed biennially by each new Board after assuming office. The President may authorize committee chairpersons to select the other members of their respective committees except for the biennial conference Planning Committee which shall be appointed by the Board of Directors as stipulated in Article 8, Section 2 of these Bylaws. Furthermore, the President shall designate a member of the Board of Directors to serve as a liaison to each standing, special and/or ad hoc committee.

## **Section 4 Standing Committees:**

The Board of Directors shall have the right to establish any standing committee deemed necessary to carry out the objectives of the organization as set forth in these Bylaws and/or mandated by the voting membership. The standing committees shall include, but not be limited to the following:

1. Bylaws Committee
2. Diversity, Equity, and Inclusion Committee
3. Editorial Committee
4. Membership Development Committee
5. Program Committee
6. Nominations Committee
7. Sunshine Committee
8. Planning Committee for the Biennial Conference
9. Scholarship Committee
10. Fundraising Committee
11. Professional Development Committee
12. Technology Committee

## **Section 5 Special and Ad Hoc Committees:**

The President, upon approval by the Board of Directors, shall appoint any special and/or ad hoc committees as may be deemed necessary to carry out the objectives and activities of the organization as set forth in these Bylaws and/or as mandated by the voting membership. The purpose and life of the committees and their duties and responsibilities shall be proposed by the Board of Directors and outlined in the minutes of the general membership meeting.

## **Section 6 Terms of Office:**

Each member of a standing, special or ad hoc committee shall serve until a successor can be appointed, unless the committee shall complete its duties or be terminated by the Board of Directors, or a member becomes ill or is otherwise unable to fulfill the duties of the committee, or in the event that a member must be removed from a committee, or a member ceases to qualify as a member thereof, or in the event that a member resigns from the organization.

### **Section 7 Duties:**

The Chairperson of the committee shall be responsible for setting meeting dates and times for the purpose of carrying out the duties of the committee. All committee actions shall be subject to the approval of the Board of Directors and presented regularly to the membership by report during quarterly general membership meetings.

### **Section 8 Vacancies:**

Vacancies in the membership of any committee may be filled by appointment in accordance to the stipulations contained in Article 6 Section 3 of these bylaws.

## **Article VII**

### **Fees, Dues and Assessments**

#### **Section 1 Revising Dues:**

The decision to establish, raise, lower or prorate dues shall be authorized by the membership at the Biennial Conference. The Board of Directors shall not increase or decrease the dues by more than ten percent (10%) without a majority vote of the membership present at either the Biennial meeting or by email referendum. Notification of any changes in dues structure, fees, or assessments must be published in the ARID newsletter at least ninety (90) days prior to the anticipated implementation.

#### **Section 2 Date of Renewal:**

Membership fees for one (1) year shall be due no later than in the month of July. A member who has paid the established annual dues for the current membership year shall be considered a member in good standing.

#### **Section 3 Term of Membership:**

Membership year is defined as the period from July 1st to June 30th.

## **Article VIII**

### **Biennial Conference**

#### **Section 1 Purpose:**

A statewide conference shall be held biennially for the purpose of conducting the business of the organization, sharing and disseminating information on innovations, techniques and research on interpreting/transliterating, providing opportunities for education and professional development, and promoting fellowship and goodwill among the membership.

#### **Section 2 Planning Committee for the Biennial Conference:**

The Board of Directors shall appoint members of the Planning Committee. Under the direction of the Vice President, the Planning Committee shall be responsible for all conference planning and activities pending the approval of the Board of Directors.

### **Section 3 Business Meeting Time:**

Up to one-half working day (4 hours) shall be allotted for the business meeting held during the biennial conference.

### **Section 4 Meeting Procedure:**

The order of business shall follow this agenda:

1. Call to Order
2. Roll Call
3. Communications
4. Reading of Minutes
5. Reports:
  - a. Officer
  - b. Standing Committees
  - c. Special and/or Ad Hoc Committees
6. Unfinished Business
7. New Business
8. Elections
9. Adjournment

### **Section 5 Conference Fees:**

The Planning Committee may plan for entertainment, workshops, activities, etc. as part of the biennial conference fees and expenses pending the approval of the Board of Directors.

## **Article IX**

### **Fiscal Year of the Corporation**

The fiscal year of ARID shall commence yearly on the first day of July and end on the thirtieth day of June.

## **Article X**

### **Amendment of Bylaws**

The Bylaws may be amended or repealed by approval of two-thirds (2/3) of the eligible voting members in attendance and voting during a regular, annual, or special meeting of the membership, or by email referendum, with ninety (90) days prior notice. Amendments must be reviewed and approved by the Bylaws Committee prior to voting, or in the absence of a Bylaws Committee, by the Board of Directors.

## **Article XI**

### **Parliamentary Authority**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern this chapter in all cases to which they are applicable and consistent with these bylaws and any special rules of order the Registry of Interpreters for the Deaf (RID) corporation may adopt.

End bylaws.