

BYLAWS

Tennessee Registry of Interpreters for the Deaf

Voted upon and passed 4/27/19

ARTICLE I NAME

The name of this corporation shall be Tennessee Chapter of Registry Interpreters for the Deaf (TRID).

ARTICLE II OBJECTIVES

The principal objective of this organization is 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

Section 1. Categories of Membership

TRID will have the following categories of non-transferable membership

- A. Voting Members
 - 1. Certified Member
 - 2. Associate Member
- B. Non-voting Members
 - 1. Student Member
 - 2. Organizational / Institutional member
 - 3. Supporting Member

Section 2. Membership Categories Defined

- A. **Certified Member:** Any interpreter or transliterator of American Sign Language and/or English who holds valid certification accepted by the Registry of Interpreters for the Deaf (RID).
- B. **Associate Member:** (pre-certified): Any individual who is actively engaged in the interpretation of American Sign Language and English and/or the transliteration of English, but who does not hold valid certification accepted by the RID.
- C. **Student Member:** Any pre-certified individual currently enrolled in a course of study in interpretation of American Sign Language and English and/or the transliteration of English.
- D. **Supporting Member:** Any non-certified individual with an interest in supporting the purposes and activities of the organization who does not meet eligibility requirements for Sections 2.A, 2.B, or 2.C under Article III, Membership.
- E. **Organizational/Institutional Member:** Any organization/institution with an interest in supporting the purposes and activities of TRID.

Section 3. Voting Rights and Requirements

- A. TRID members will conduct voting and elections prior to and/or during TRID Annual Meetings, at district meetings held specifically for the election of TRID district representatives, and in other specified situations which are detailed regarding TRID methods of voting in the *Policies and Procedures Manual* (PPM).
- B. TRID members who belong to a voting membership category (as described in Article III, Section 1) and who are in good standing with TRID and RID shall be entitled to one ballot in each call for a vote. In order to be in good standing with TRID a member must have membership dues for the current fiscal year received by the TRID Treasurer no less than thirty (30) calendar days prior to a vote being cast.
- C. Any decision of the Board of Directors may be overturned by a two-thirds majority vote of the eligible members present and voting at a TRID Annual Meeting.
- D. TRID does not issue or honor proxies for votes.

Section 4. Termination of Membership

An individual's membership in TRID may be terminated for the following reasons:

- A. Non-payment of dues as outlined in the PPM.
- B. Resignation from TRID per written notification to TRID Member at Large.
- C. Suspension or expulsion for cause as outlined in the PPM.

Section 5. Reinstatement:

- A. 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 shall be reinstated.
- B. Reinstatement following suspension or expulsion for cause: Upon notice of reinstatement of membership from the board of directors, a former member may apply for reinstatement.

Section 6. Change of Membership Category:

- A. 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, fees, and assessments for that member shall be based on the new membership category.
- B. A member whose certification is revoked by RID will have their status automatically changed from Certified Member to Associate Member in TRID. When the member's certification is reinstated by RID the member's TRID status will be changed back to Certified Member.

Section 7. NAD-RID Code of Professional Conduct Compliance

Individual members shall adhere to the NAD-RID Code of Professional Conduct established and implemented by RID while engaged in the practice of interpreting, transliterating, and while engaging in activities sponsored by TRID.

ARTICLE IV DIRECTORS

Section 1. Composition of Board of Directors

- A. The Board of Directors shall be comprised of the five members of the Executive Board (president, vice-president, secretary, treasurer, and member-at-large) and one district representative from each district (Chattanooga, Knoxville, Memphis, Nashville, and Northeast). The Certification Maintenance Program (CMP) Coordinator and the Tennessee Association of the Deaf (TAD) Liaison may serve as non-voting ex-officio members of the Board of Directors. The immediate past president may serve as a non-voting ex-officio member of the Board of Directors for one term. Up to 60% of the Executive Board members may be elected from the district with the most active TRID members. If TRID is unable to recruit qualified candidates from a variety of districts for the other 40% of the Executive Board positions, an exception to the 60/40% restriction on the Executive Board can be made by the approval of $\frac{2}{3}$ of the eligible voting TRID members in attendance and voting during a TRID annual meeting.
- B. At no time shall cohabitating TRID members serve on the TRID Board of Directors together.

Section 2. Powers and Limitations

Unless so authorized by the Board of Directors, no officer, agent, or member of TRID shall have any power or authority to bind the organization 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. The Board of Directors may not make changes to the membership categories or membership fees without prior approval of two thirds ($\frac{2}{3}$) of the eligible membership voting on the issue. Specific powers and limitations are defined in the PPM.

Section 3. Duties

A. General Duties

1. Perform duties as prescribed within the bylaws established by the voting membership and the PPM.
2. Approve the budget of the organization annually.
3. Provide a comprehensive organizational report during the annual state conference business meeting.

B. Officers

1. The President shall:
 - a. Be general administrator of the business and affairs of TRID.
 - b. Preside over all TRID Affiliate Chapter, Board of Director, and Executive Board meetings.
 - c. Establish committees deemed necessary and assign specific duties to members of the Board of Directors.
 - d. With the Treasurer, submit to the Board of Directors a budget for

- approval.
 - e. Be the official liaison to RID.
 - f. Serve on the Board of the Tennessee Council for the Deaf, Deaf-Blind, Hard of Hearing (TCDDDBHH).
2. The Vice-President shall:
- a. In the absence or disability of the President, the Vice-President shall assume any/all duties of the President.
 - b. Assist in supporting incoming board members and committee chairs.
3. The Secretary shall:
- a. Keep complete and accurate record of the proceedings of the Board of Directors and Executive Board.
 - b. Supervise the keeping of all organization records.
 - c. Prepare and send required notices of Board and/or Executive Board meetings, member meetings, and other TRID correspondence as appropriate.
 - d. Work with the Member-at-Large (MAL) to maintain an updated registry of interpreters in the state and a roster of current TRID members.
 - e. Work with the TRID Web Administrator to post TRID Board meeting and Annual Meeting minutes on the TRID website after each meeting.
4. The Treasurer shall:
- a. Oversee TRID's overall financial position.
 - b. Be responsible for the collection, safekeeping, and expenditure of all funds and maintenance of accurate records thereof.
 - c. Monitor income and expenditures by comparing the actual and budgeted figures.
 - d. Review financial statements (usually quarterly) and present them to the Executive Board.
 - e. Shall, with the President, submit to the Board of Directors an annual budget for approval
 - f. Submit yearly reports to RID and the IRS to comply with the 501(c)3 status requirements.
 - g. Communicate regularly with the CMP Coordinator regarding funds received for CEUs.
5. Member-at-Large shall:
- a. Communicate quarterly with District Representatives to ascertain any specific needs, concerns, and issues for the respective districts or TRID as a whole and share findings with Executive Board during quarterly meetings.
 - b. Assist in coordinating dates and times of activities occurring within the various districts of TRID in order to promote effective and efficient collaboration amongst the districts.
 - c. Work with the Secretary to maintain an updated registry of interpreters

in the state and a roster of current TRID members.

6. District Representatives shall:
 - a. Reside within his / her respective district boundaries as determined by the Board of Directors.
 - b. Provide reports regarding the activities of the TRID Board of Directors to members of his / her respective districts. The report can be sent via email or at scheduled TRID District Meetings.
 - c. Provide quarterly reports to the Member-at-Large regarding any activities, special issues and/or concerns expressed within his / her respective districts.
 - d. Convene and preside at a minimum of one quarterly district meeting/conference and/or teleconference call, and facilitate the development of district activities.
 - e. Attend workshops and conferences in his / her respective district, when able.
 - f. Serve as a resource person to members within his/her district.
 - g. Actively pursue TRID membership growth.
 - h. Serve as one of the state conference committee core group members and participate in the recruiting of the conference chair(s) when the state conference is being hosted in his / her district.
 - i. Have voting privileges on the TRID Board of Directors
 - j. Refrain from conducting business under the auspice of TRID without approval of the TRID Executive Board, including but not limited to establishing bank accounts, making dues assessments, or otherwise conducting business separate from TRID.
7. Certification Maintenance Program (CMP) Coordinator shall:
 - a. Process all requests for Continuing Education Units (CEU) to RID's online database
 - b. Evaluate independent study activities to determine validity of the independent study and assign the appropriate number of CEUs to be awarded for completing the independent study.
 - c. Maintain records of all TRID sponsored CEU generating activities.
 - d. Participate in ongoing biannual CMP audits as required by RID to maintain TRID's RID CMP sponsorship eligibility.
 - e. Act as the CMP reference person for interpreters.
 - f. Coordinate with the Treasurer to make sure payments are received before processing CEUs
8. Tennessee Association of the Deaf (TAD) Liaison shall:
 - a. Be appointed by the TAD
 - b. Work with the Board of Directors to facilitate communication and coordination with TAD regarding activities, events, and workshops of interest to the Deaf community and interpreters / transliterators.

9. Immediate Past President shall:

- a. Serve in an ex-officio capacity for one two-year term,
- b. Advise and assist the President during his / her transition into office.
- c. May assume special assignments as determined by the President and may attend Board of Directors and Executive Board meetings.

Section 4. Qualifications

Each officer serving on the Board of Directors of TRID, except the TAD Liaison, shall:

- A. Hold RID recognized certification. If a district is unable to put forth a District Representative candidate from their respective district that is certified the district may petition the Board of Directors for a temporary waiver of the certification requirement. Any waiver of the RID certification requirement, if granted by the Board of Directors, will expire at the next election of District Representatives.
- B. Be a member in good standing with RID and TRID or other state affiliate chapter for at least one (1) year and a resident of Tennessee for at least six (6) months immediately prior to nomination to office.

Section 5. Terms of Office:

- A. Executive Officers: (President, Vice-President, Secretary, Treasurer, Member-at-Large) shall serve two year terms. No officer shall hold the same office for more than two consecutive terms. Officers shall be elected by majority vote during the annual state conference business meeting that occurs in odd-numbered years. The officer's term shall commence at the conclusion of the state conference in which they were elected.
 1. In the event that an officer has served two two-year terms in one position and is then elected to a different office of the Board of Directors, they will be entitled to the same two-term limit for the new office to which they were elected.
 2. Officers are limited to a total of four consecutive terms unless an exception is approved by majority vote of eligible members present and voting at the election during the annual state conference.
- B. District Representatives shall serve two-year terms for no more than three consecutive terms. District Representatives shall be elected by majority vote of the membership of his/her district within the 30 days prior to the TRID annual state conference business meeting in even-numbered years. The results of the district election shall be announced during the TRID state conference. The District Representatives' terms of office shall commence at the conclusion of the state conference before which they were elected. Detailed policies and procedures regarding TRID District Representative elections can be found in the PPM.

Section 6. Nominations and Elections:

- A. The President shall appoint a Nominating Committee at least 90 days prior to the annual state conferences which include Board of Directors elections.
- B. Procedures governing nominations, acceptance of nominations, and elections are contained in the PPM.

Section 7. Board of Directors Vacancies and Appointments

A. Causes

1. Vacancies on the Board of Directors shall occur upon resignation, removal (following *Roberts Rules of Order Newly Revised*), or death of any officer or district representative.
2. Default Vacancy - Any elected officer who is absent from two (2) consecutive Board/Executive Board meetings without communication is considered in default and the position shall be deemed vacant.
3. Vacant by Revocation - Should an officer of the Board of Directors have their certification revoked by RID the officer shall be required to resign from elected office.

- ### B. Appointments -
- Upon the occurrence of any vacancy, the President may appoint, with the majority approval of the remaining Board of Directors, an individual to fill the unfinished portion of the term. That appointed individual shall be eligible to be elected for two more consecutive terms on the Board unless they have previously served the limit of four consecutive terms.

Section 8. Meetings of Directors:

- ### A. Annual Meeting -
- The Board of Directors shall meet, in full, annually at the state conference business meeting, with a quorum of the Board being 51% of the filled positions of members of the Board of Directors physically present for the meeting. The Board of Directors quorum listed here and the membership quorum listed in Article VI, Section 1, B must be met in order to conduct business at the TRID Annual Meeting. More thorough information about the Annual Meeting is addressed in the PPM.
- ### B. Special Meetings -
- Special meetings of the Board of Directors or Executive Board may be called by the President or by any two TRID Board members as deemed necessary for the purpose of addressing critical issues outside of the normal and routine business of TRID. Officers and the TRID membership will be notified of the called special meeting at least seven (7) days prior to such meeting.
- ### C. Regular Board Meetings -
- The TRID Board of Directors shall meet at least quarterly, with a quorum being 50% of the filled positions of voting Board members with at least two districts in attendance. The President is responsible for establishing the dates that the Board of Directors will meet to conduct the regular business of TRID. Board members may attend the meeting via electronic means and be included in the count for quorum. More thorough information about the Board meetings is addressed in the PPM.

ARTICLE V COMMITTEES

The President shall appoint any committees, including standing, special and/or ad hoc committees, composed of at least two voting members in good standing. Any appointed committee shall remain in effect until their assigned task(s) is completed and / or the committee is deemed no longer necessary by the President, Executive Board, or Board of Directors. Vacancies in the membership of a committee shall be filled by the President appointing a new committee member. For each committee the President

shall designate a member of the Board of Directors to serve as a non-voting committee member. A majority of the entire committee shall constitute a quorum.

ARTICLE VI MEETINGS OF MEMBERS

Section 1. Annual State Conference and Meeting

- A. A meeting of the TRID membership shall be held during the annual state conference business meeting for the purpose of conducting the necessary business of TRID, and to provide a forum for the exchange of information. Notice of the meeting shall be given to the members no less than 60 days prior to the date scheduled.
- B. A quorum to conduct business at the annual meeting and special meetings shall be ten percent (10%) of the voting members determined by the membership roll of TRID thirty (30) days prior to the meeting. The Board of Directors quorum listed in Article IV, Section 8, A and the membership quorum listed here must be met in order to conduct business at the TRID Annual Meeting.

Section 2. Special Membership Meeting

Special meetings of the TRID membership may be called at any time by two or more members of the Board of Directors, or a written petition of not less than ten percent (10%) of the voting members. Notice of the time and place of special meetings of the TRID membership shall be given at least thirty (30) days prior to the meeting.

ARTICLE VII DISTRICT ORGANIZATION

- A. The composition and/or number of the districts must be approved by the Board of Directors. Changes in district composition will occur when deemed necessary by the Board of Directors and/or the membership of TRID.
- B. Members may elect to associate with one (1) district of their choosing, or by default, the district in which they reside.
- C. Members may change affiliation to another district within the membership year by notifying the Member-at-Large.
- D. Members who have changed district affiliation shall be ineligible to vote for District Representative for a period of thirty (30) days. Said members may vote for a District Representative in only one district.

ARTICLE VIII INSPECTION RIGHTS AND TRID LOGO

- A. A copy of TRID's Bylaws as amended to date shall be open to inspection by the TRID membership. Inspection can also be made of the books, membership records, or minutes of proceedings of the members' meetings or of the Board of Directors, Executive Board, or committees, upon written request to the TRID Secretary with a ten business day notice for a purpose reasonably related to such member's interests. Any inspection may be made in person or by agent or attorney and the right to inspection includes the right to receive copies and/or extracts at reasonable cost.

- B. The TRID logo shall be used for official and/or approved purposes only. The TRID logo may not be used by an individual member and/or organization for private use.

ARTICLE IX FISCAL YEAR OF THE ASSOCIATION

The fiscal year of TRID shall begin on the first day of July and end on the thirtieth day of June.

ARTICLE X 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 accordance to an amount determined by membership approval as specified in Article IV. If membership dues are paid after June 30th voting privileges will take effect 30 days after said payment. Whereas any other privileges will be in effect immediately after payment of dues. At no time will TRID prorate or refund dues. The Board of Directors shall not increase or decrease membership dues by more than ten percent without a majority vote of the eligible voting membership. The dues shall be equal for all members of each category, but different dues may be set for each category of membership. Notification of any changes in dues structure, fees, or assessments shall come from a two thirds (2/3) majority vote of eligible voting membership, with at least a 90-day window to vote. Results of the vote shall be announced to the membership at least ninety days prior to the anticipated implementation.

ARTICLE XI AMENDMENT OF BYLAWS

Amendments to the bylaws 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. The bylaws may be amended or repealed by approval of two-thirds ($\frac{2}{3}$) of the eligible voting members in attendance and voting during a regular, annual, or special meeting of the membership, with ninety (90) days prior notice of said meeting and intentions.

ARTICLE XII NON-DISCRIMINATION POLICY

The TRID shall not discriminate membership and activities on the basis of age, color, creed, disability, ethnicity, hearing status, national origin, race, religion, sex, or sexual orientation.

ARTICLE XIII DISSOLUTION OF TRID

Upon the dissolution of TRID, any assets lawfully available for distribution shall be delivered to RID. In the event that an asset cannot be delivered to RID then any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization(s) have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving organization or relating to the Deaf community. The organization to receive the assets of TRID shall be selected by the Board of Directors.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's 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.