

BYLAWS
OF THE GEORGIA REGISTRY OF INTERPRETERS FOR THE DEAF, INC.
(GaRID)

ARTICLE I

Name

The name of this corporation will be the Georgia Registry of Interpreters for the Deaf, Inc.
(GaRID)

ARTICLE II

Purpose

The principal objective of this corporation is to initiate, sponsor, promote and execute policies and activities that will further the profession of sign language interpreting.

ARTICLE III

Membership

This corporation will have the following categories of non-transferable membership:

Section 1. Voting Members

- A. Certified: any individual who is a Certified member in good standing of RID.
- B. Associate: any individual who is an Associate member in good standing of RID.

Section 2. Non-voting Members

- A. Student Member: any individual who is currently enrolled in a sign language interpreting program/interpreter training program and who is a Student member in good standing with RID.
- B. Supporting Member: Any individual, organization or business with an interest in supporting the purposes of GaRID.

Section 3. Voting Rights and Requirements:

- A. In order to be a voting member of this Chapter, a person must be a member in good standing and belong to a voting category.
- B. Each voting member of this corporation will be entitled to one vote in meetings, referenda and elections.
- C. In order to guarantee eligibility to vote at the annual meeting of the membership, a member's dues must be received by June 30th of the fiscal year in which the meeting occurs. Any member renewing their membership after June 30th would only be permitted to vote at the annual meeting of the membership if their renewal can be verified prior to the meeting.

D. GaRID does not issue or honor proxy voting.

Section 4. Mail Referendum

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

- A. Mail, email, or listserv referenda may be drafted and submitted by the Board, by a committee at the request of the Board, or by written petition of at least ten percent (10%) of the voting members of the corporation and sent to the board,
- B. Written notice of the referendum, stating and describing all motions, procedures and deadlines for voting will be mailed, emailed, or posted to the organization's listserv to the attention all voting members at least thirty (30) days prior to the referendum deadline.
- C. Results of the referenda will be determined by a majority of the valid ballots received except when a higher percentage is required by these Bylaws.
- D. Results of the referenda will be disseminated to the membership within forty-five (45) days after the referenda deadline either my mail, email, or by posting to the organization's listserv.

Section 5. Dues, Fees and Assessments:

- A. The annual dues will be set amounts to be established by the Board. The Board will not increase or decrease membership dues by more than twenty percent (20%) without a majority vote of the membership either at the annual meeting, special meeting or by a referendum. The dues will be equal for all members in each category, but different dues may be set for each category. Notification of any changes in dues structure, fees, or assessment will be given to the membership at least sixty (60) days prior to anticipated implementation. The Board may determine to assign the payment of a reasonable late fee and/or reinstatement fee.
- B. The fiscal year is defined as July 1 through June 30.
- C. Each member will pay annual dues directly to the corporation. A member who has paid the established annual dues for the current calendar year and any applicable late fees will be considered a member in good standing. 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. Dues are considered delinquent as of August first of each fiscal year and are subject to a late fee as set forth in Section 5.A.

Section 6. Termination of Membership:

- A. *Suspension or expulsion for cause:* Any member whose membership is suspended or revoked for cause by the Board will automatically be suspended or expelled from this corporation until such time as membership can be reinstated.
- B. *Non-payment of dues:* Failure to pay annual dues by August 1st of that calendar year will result in the termination of membership.
- C. *Resignation:* Any member may resign before the expiration of membership by surrendering their membership card to the Treasurer. Resignation invalidates all rights and privileges of organizational membership. Membership dues are non-refundable and the resigning member will remain culpable for any and all accrued dues or charges unpaid.
- D. *Appeals:* Suspension or revocation of membership may be appealed to the Board.

Section 7. Transfer of Membership:

Membership in this corporation is not transferable or assignable.

ARTICLE IV

Section 1. Composition of the Board:

A. The Board will be comprised of President, Vice President, Secretary, Treasurer, and three (3) Members at Large. These Board Members will perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the corporation.

B. The Immediate Past President may serve as an ex-officio member of the Board for one term.

C. Board Members will be either Certified or Associate members in good standing of GaRID.

D. The GaRID Executive Committee will be comprised of the President, Vice President, Secretary, and Treasurer. In the event that the entire Board is unable to convene, the Executive Committee will be given full power and authority to take action on emergency issues.

Section 2. Powers and Limitations:

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

B. The Board Members shall receive no compensation for their services as Board Members.

C. The authority to expend corporation funds is vested with the Board. Requests for expense repayments or purchase/service orders duly approved by a majority vote of the Board, must include receipts and must be made in a timely manner.

Section 3. General Duties:

Board Members will:

A. Perform duties prescribed by the voting membership, the Board, or by law.

B. Attend Board Meetings.

C. Faithfully represent GaRID in an appropriate manner at all times.

Section 4. Duties of Board Members:

A. The President will:

1. Have general supervision and direction of the affairs of the corporation, and other such powers and duties as may be prescribed by the Board or the membership.

2. Appoint committees, including standing, special, and/or ad hoc, composed of members in good standing. The president will serve as an ex officio member of all committees.
3. Share with the Treasurer the right to sign checks and warrants for the operation of the corporation.
4. In consultation with other members of the Executive Committee set the agenda for all meetings, and will preside over all meetings of the members and/or Board Members.
5. Represent GaRID in all activities.
6. Serve as a member of the Executive Committee.

B. The Vice-President will:

1. In the absence of the President, perform all duties of the President and in so acting,
2. Monitor Board adherence to by-laws.
3. Have other powers and duties as may be prescribed by the Board or the membership.
4. Serve as a member of the Executive Committee.

C. The Secretary will:

1. Keep full and accurate record of the proceedings of Board meetings and all meetings of members as well as all actions requiring board approval made outside of regular meetings. Minutes of Board meetings will be submitted for Board approval no more than ten (10) days after the close of said meeting. Ratified minutes will be made available to the membership no more than twenty (20) days after the close of said meeting. Minutes of annual Board retreat will be submitted for Board approval no more than fifteen (15) days after the close of said retreat; ratified minutes of annual Board retreat will be made available to the membership no more than twenty-five (25) days after the close of said retreat.
2. Supervise the keeping of all corporation records.
3. Function as liaison between GaRID and other interested organizations.
4. Have other powers and duties as may be prescribed by the Board or the membership.
5. Serve as a member of the Executive Committee.

D. The Treasurer will:

1. Oversee the financial matters of the corporation by preparing and submitting financial reports, maintaining records of all financial transactions following standard business and reporting practices, and monitoring financial aspects of all contracts.
2. Ensure the timely payment of the corporation's financial obligations.
3. Share with the President the right to sign checks and warrants for the operation of the corporation.
4. Supervise the keeping of records pertaining to the membership of the corporation.
5. No later than thirty (30) days after the close of the corporation's fiscal year, prepare an annual report for the Board of Directors. The report and financial records shall be

audited by two (2) Board members or an accountant within sixty (60) days of the corporations fiscal year end.

6. Submit the annual report to the President for submission to the membership.

7. Have other powers and duties as may be prescribed by the Board or the membership.

8. Serve as a member of the Executive Committee.

E. The Members at Large will:

Each serve as a liaison to a special committee as assigned by the Executive Committee and perform other such duties as may be prescribed by the Board or the Membership.

Section 5. Nominations and Elections:

A. A call for nominations will be made to the membership no less than thirty (30) days prior to an election.

B. Nominations for vacancies on the Board will also be accepted from the membership during the annual meeting of the membership. All nominees must be present during elections for consent or provide a signed video to the board no later than one week before voting. Nominee videos will be presented to the membership during Call for Nominations.

C. Election of Board Members will take place at the annual meeting of the membership.

D. Election to any office will be made by a majority vote of those eligible members present and voting at the meeting of the membership.

E. The voting membership may agree to accept by acclamation any nomination if that position is running unopposed.

F. Installation of new Board Members will take place January 1st of the following year. The period between voting and December 31st will serve as a transition during which outgoing Board Members complete projects and train their replacement(s).

Section 6. Qualifications:

A. All candidates for the Board will be members in good standing of RID and GaRID.

B. All candidates for the President, Vice President, Treasurer and Secretary will be current members in good standing of RID and will have been members in good standing of GaRID or another state affiliate for at least one (1) year prior to candidacy. In addition, candidates for President will have been voting members of RID for at least one year prior to candidacy.

C. All candidates for the Board will live in the state of Georgia.

Section 7. Terms of Office:

A. Members of the Board will be elected to two-year terms and may hold the same office for no more than three (3) consecutive terms.

B. Elections for all Board positions will be held during odd numbered years.

Section 8. Vacancies:

A. Vacancies of the Board are created upon the death, resignation or removal for cause of any Board Member. Additionally, a vacancy will be created when a Board Member moves out of the state of Georgia prior to the completion of his/her term. This event will require the Board Member's immediate resignation.

B. Any Board Member may resign upon giving at least a thirty (30) day prior written notice to the President or Secretary.

C. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Board Members. Individuals appointed to fill a vacancy will be appointed for the remainder of the term of their predecessor.

D. If a Board Member without any reason communicated to the Executive Committee or the President fails to attend three (3) consecutive regular meetings of the Board, the term of such Board Member will be terminated and his/her position declared vacant.

E. Any Board Member may be removed for cause by an affirmative vote of three-fourths of the entire Board.

Section 9. Meetings of the Board:

A. Annual Meetings of the Board will be held immediately before and/or after and at the same place as the annual meeting of the membership.

B. Regular meetings of the Board will be held on at least a quarterly basis. Announcements will be provided to members at least thirty (30) days prior to such meetings.

C. Special Meetings may be called by the President or any two Board Members. Notification will be given to the entire Board at least seven (7) days prior to such a meeting.

D. Any meeting, regular or special, with a majority of Board Members present may be held by electronic conference or similar communication equipment so long as all Board Members participating in the meeting can communicate with each other.

E. Any Board Member may at any time between Board meetings make a formal motion for Board consideration, discussion and vote via electronic mail.

Section 10. Quorum:

A majority of the Board will constitute a quorum for the transaction of business at any meeting of the Board. Should less than a majority of Board Members attend a Board meeting, the meeting will be adjourned and rescheduled.

Section 11. Executive Committee:

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

ARTICLE V

Meetings of Members

Section 1. Annual Meeting

An annual meeting will be held for the purpose of providing an opportunity for professional development of the members, to conduct necessary business of the corporation, and/or provide a forum for the exchange of information among the members and the general public on/about the profession of interpreting. Notice of the meeting will be given to the members no less than sixty (60) days prior to the date scheduled.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the Board, or by written petition of not less than ten percent (10%) of the voting members. Written notice of special meetings will be given at least thirty (30) days prior to the meeting.

Section 3. Quorum

Ten percent (10%) of the voting members as determined by the membership roll thirty (30) days prior to a meeting will constitute a quorum for the transaction of business at any meeting of the membership.

ARTICLE VI

Committees

Upon the Board's approval, the President will appoint any committees, including standing, special and/or ad hoc committees, composed of members in good standing to serve for a specified term. A majority of the entire committee will constitute a quorum.

ARTICLE VII

Dissolution of the Georgia Registry of Interpreters for the Deaf, Inc. In the event that the Georgia Registry of the Interpreters for the Deaf, Inc. is dissolved, all necessary steps will be taken to conclude the affairs of the organization. After all debts and liabilities incurred by the organization have been satisfied, any remaining funds or other resources will be given to an organization whose purposes and objectives are similar to those of the Georgia Registry of Interpreters for the Deaf, Inc. Said organization will qualify for 501c3 status of the Internal Revenue Act Code of 1954 or the corresponding provision of any future U.S. Revenue Law. The beneficiary organization will be selected by a majority vote of the GaRID Board of Directors.

ARTICLE VIII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised will govern this corporation in all cases to which they are applicable and consistent with these Bylaws and any special rules of order the corporation may adopt.

ARTICLE IX

Amendment of Bylaws

These Bylaws may be amended or repealed by approval of a two-thirds majority of those eligible members present and voting during a regular or special meeting of the membership, with 30 thirty days prior notice.

ARTICLE X

Non-Discrimination Policy

The Georgia Registry of Interpreters for the Deaf will not discriminate in the matters of membership or service to the organization on the basis of age, race, national origin, gender, hearing status, disability, religious affiliation, or sexual orientation.