

ORGANIZATION BYLAWS AND CONSTITUTION

Kentucky Registry of Interpreters for the Deaf, Inc.

Fall 2015 Proposed Changes, recommended by the Bylaw committee

This is a copy of the current bylaws and constitution with the proposed changes submitted by the Bylaw Committee. This is intended to be used as a tool to identify and understand the proposed changes-forgive any misspells or format disrupts. To review the actual document being submitted to the membership for vote at the Fall Conference, please look at "KYRIDbylaws_proposal_2015".

Article I. Name

This organization shall be known as the Kentucky Registry of Interpreters for the Deaf (KYRID), ~~an affiliate chapter of the national Registry of Interpreters for the Deaf, Inc. (RID). Henceforth in this document, KYRID shall be referred to as “the organization.”~~

RATIONALE: Moved the rest of the paragraph to Purpose & Objective since it was more aligned with that section.

Article II. Purpose

~~KYRID is to be a non-profit organization of interpreters/transliterators for deaf and hard of hearing persons, students of interpreting and consumers. The principle objective of KYRID is to initiate, sponsor, promote and execute policies and activities that will further the profession of interpretation of American Sign Language and English and the transliteration of English. KYRID shall be affiliated with RID, and shall uphold the purposes and abide by the rules and procedures established for affiliated chapters of RID.~~

Article II. Purpose and Objective

The principle purpose of the organization is to initiate, sponsor, promote and execute policies and activities that will further the profession of interpretation of American Sign Language and English and the transliteration of English.

*The principle objective of the organization shall be an affiliate chapter of the national **Registry of Interpreters for the Deaf, Inc. (RID)**. This organization shall uphold the mission, vision and diversity statement of RID. And, this organization shall abide by the rules, policies and procedures established for affiliated chapters of RID.*

RATIONALE: adding “Objective” in Article coincides with RID’s as well as the verbage used within the Article; moving the “affiliate chapter...” here is more in line with this Article rather than Article I

Article III. Membership

Section 1. Membership Categories

The organization shall be composed of the following categories of membership:

A. Voting Members:

1. Certified Member

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2. Associate Member

B. Non-Voting Members:

1. Certified Member: Inactive
2. Certified Member: Retired
3. Student Member
4. Supporting Member
5. Organizational/Institutional Member

Section 2: Eligibility of Membership

A member in good standing shall be defined as one whose membership fees are current (**adding** “with the organization and RID”) and who is not under any disciplinary action by (**adding** “a grievance committee serving any one of the following organizations, jurisdictions or affiliates thereof: RID, National Association of the Deaf (NAD), or the Kentucky Board of Interpreters for the Deaf and Hard of Hearing (KBI) (**Moved** to Section 3.B an RID-related grievance committee. Any member failing to pay annual fees by July 31 shall be in arrears with the organization. Payment of fees shall be the sole responsibility of the individual member.)

RATIONALE: KyRID should consider grievances filed with other entities with similar goals. And fee statement should be under Fee section.

- A. A Certified Member shall be any interpreter or transliterator holding valid certification recognized by RID.

- B. An Associate Membership shall be any interpreter or transliterator actively practicing in the field of interpretation of American Sign Language and English and/or transliteration of English but not yet holding a certification recognized by RID.
- C. A Certified Member: Inactive shall be a Certified Member who experiences a life altering event which precludes them from working as an interpreter or translator.
- D. A Certified Member: Retired shall be a Certified Member who upon reaching the retirement age of ~~55~~ (**change to "65"**) elects to retire from the field of interpreting or transliterating.

RATIONALE: Social Security Administration says is the current retirement age.

- E. A Student Member shall be any individual actively enrolled in an interpreter training program (ITP) with proof of at least part-time status.
- F. A Supporting Member shall be any non-certified individual with an interest in supporting the objectives and activities of the organization.
- G. An Organizational/Institutional Member shall be any organization or institution with an interest in supporting the objectives and activities of the organization.

Section 3. Membership Fees

- A. Membership fees for all categories shall be the amount recommended by the Board of Directors and approved by the membership.
- B. Fees payable upon acceptance of the application for membership and thereafter due on July 1 each year. (**Moved from earlier deletion:** "Any member failing to pay annual fees by July 31 shall be in arrears with the organization. Ensuring payment of fees have been received shall be the sole responsibility of the individual member.")
- ~~C. First-time member fees shall be pro-rated in a manner consistent with RID guidelines.~~

RATIONALE: KyRID's fees are minimal therefore seems unnecessary to pro-rate. And, it is not presently practiced.

- D. New members transferring membership to the organization from another RID State Affiliate Chapter shall maintain good standing status and voting privileges, provided they were in good standing with their previous chapter (**Added:** "and, sufficient evidence is provided by the new member applicant").

RATIONALE: Necessary to protect the organization.

Section 4. Voting Rights and Requirements

- A. Each voting member, as defined in Article 3, in good standing with the organization and who is also a voting member in good standing with RID shall be entitled to one vote in all state meetings,

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referenda, and elections.

- B. Voting entitlement shall be verified (or confirmed) by the Secretary of the organization or their designee(s) prior to voting.
- C. **(Added)** *Members are solely responsible for ensuring the secretary of the organization has current contact information, such as email and mailing address. (see Appendix A)*

RATIONALE: Crucial for membership renewals and when the organization moves towards electronic motions and voting.

- D. Non-voting members may participate in discussions in meetings, however, they may not vote, make motions or second motions.
- E. The organization shall not recognize voting by proxy.
- F. **(Added to replace deletion below)** *Any decision of the board of directors may be vetoed by a two-thirds majority vote of those eligible and voting during a regular or special meeting of the membership, or through mail referendum.*
- G. ~~The organization may conduct business meetings by mail ballots. Motions may be voted on by the membership by mail referendum in the following manner.~~
 - 1. ~~Written notice of the referendum, stating and describing all motions procedures and deadlines for voting, shall be provided by mail or electronic notification, to all voting members at least sixty (60) days prior to the referendum deadline.~~
 - 2. ~~Results of the mail referendum shall be determined by 2/3 of ballots received.~~

RATIONALE: Necessary to protect the organization.

(Added)

Section 5. Termination and Reinstatement

Membership in KyRID can be terminated in accordance with RID's guidelines for termination. If allegations are made against a member by the organization, said membership, benefits and voting rights shall be suspended until resolution is found. This may lead to disciplinary actions up to membership termination, dependent on the findings. Resulting actions are at the discretion of the board of directors.

Reinstatement in KyRID will be granted with proof of RID's reinstatement.

Appeals can be made in writing by submitting a request to the secretary via certified mail.

RATIONALE: First, there wasn't a Section 5, the bylaws jumped to Section 6. Still, this seems to be necessary in light of recent events.

Section 6. Member Liability

No individual who is now or later becomes a member of this organization shall be personally liable to its creditors for any indebtedness, or liability (**Added:** *“unless it can be proven a member’s action(s) was deliberate and criminal or without required approval from the board of directors. Otherwise,”*), and any and all creditors shall look to assets of this organization for payment.

RATIONALE: The present board members requested further expansion of the liability statement resulting from recent events.

Article IV. Board of Directors

Section 1. Governance

~~Between meetings of the membership, the affairs of the organization shall be governed by the Executive Committee composed of the organization President, Vice President, Secretary, Treasurer and Immediate Past President.~~

Section 1. Governance

All organization powers shall be exercised by and 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 organization by any contract or engagement or to pledge its credit or to render it monetarily liable 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 affairs of the organization shall be governed by the Executive Committee composed of the organization’s President, Vice President, Secretary, Treasurer and Member-at-Large, between general meetings with members of the organization.

RATIONALE: Previously there was no directive for the board. Deleting “immediate past president” since their role is an advisor to the president-elect and, added “member-at-large” for better representation of the organization’s membership.

Section 2. Composition

~~There is no monetary compensation for service as a member of the Board of Directors. However, procedures for reimbursement of actual expenses incurred on behalf of the organization shall be established by the Treasurer and approved by the Board of Directors.~~

~~The Board of Directors shall be composed of:~~

- ~~A. President~~
- ~~B. Vice President~~
- ~~C. Secretary~~
- ~~D. Treasurer~~
- ~~E. Immediate Past President (ex-officio)~~
- ~~F. Publications Coordinator~~
- ~~G. Three (3) at-large Directors elected by the membership~~
- ~~H. Ex-officio Directors for the following the organizations:~~
 - ~~1. One (1) representative chosen by the Kentucky Association of the Deaf;~~
 - ~~2. One (1) representative chosen by the Kentucky Commission on the Deaf and Hard of Hearing;~~
 - ~~3. One (1) full-time student representing and chosen by the Eastern Kentucky University Interpreter Training Program; and~~
 - ~~4. One (1) full-time student representing and chosen by the University of Louisville Interpreter Training Program~~

The board of directors shall be composed of a president, vice-president, secretary, treasurer, and three (3) members-at-large (when possible, at least one Deaf member-at-large). In addition, the immediate past president, and delegates from the following, may serve as non-voting ex-officio members:

- 5. One (1) representative chosen by the Kentucky Association of the Deaf;*
- 6. One (1) representative chosen by the Kentucky Commission on the Deaf and Hard of Hearing;*
- 7. One (1) full-time student representing and chosen by the Eastern Kentucky University Interpreter Training Program;*
- 8. One (1) full-time student representing and chosen by the University of Louisville Interpreter Training Program; and,*
- 9. One (1) representative from the five regional areas of the commonwealth as defined by the [Kentucky Board of Interpreters for the Deaf and Hard of Hearing's Interpreter Directory](#) (or another approved division if not available) appointed by the organization's president and approved by the board of directors.*

RATIONALE: The deleted statement of compensation was irrelevant to the composition of the directors and is moved to Section 3.B. The deletion of the Publication Coordinator was because this member is acting chair for a Standing Committee and should only report to the board of directors, not sit as a directors. The addition of the Deaf member-at-large is intended to draw interest from the community the interpreter profession serves and to support the direction of our national organization. The addition of the regional representative is intended to draw interest for a more accurate representation of the state, for the organization.

Section 3. Duties of Officers.

~~All officers shall attend all Board of Directors meeting and events of this organization.~~

A. *General Duties:*

1. *Perform duties as prescribed by the voting membership, executive committee or as required by law.*
2. *Supervise the executive committee.*
3. *Approve the budget of the organization.*
4. *Provide a comprehensive organization report to the membership no later than ninety days after the end of each fiscal year, as required by law.*
5. *Attend majority of board of directors meetings and events of this organization.*

B. *Officers:*

There is no monetary compensation for service as a member of the board of directors. However, reimbursement of reasonable expenses incurred while performing duties on behalf of the organization may be approved by the board. Procedures for such reimbursement shall be established by the Treasurer and approved by the board of directors. Furthermore, all directors and committee members shall remain in good standing with the organization and RID for the duration of the term of office.

RATIONALE: General Duties adds accountability and more standard structure, checks and balances. Adding Procedures for reimbursement will ensure expenses are monitored and approved by the board; allow some flexibility; should clarify questions of expectations of reimbursement for ALL, prior to decisions to spend on behalf of the organization; and, protect the treasurer. Other items were appropriately moved from elsewhere.

- A. The President shall preside at all meetings of the organization and Board of Directors. With the approval of the Board of Directors, the President shall appoint standing committees and shall serve as an ex-officio member of standing committees. The President shall appoint special committees

as necessary to carry out functions of the organization and perform other duties as designated by the Board of Directors. The President shall be a member of the RID Region III Presidents Council and liaison to RID. The President, or appointee, is a Commission member of the Kentucky Commission of the Deaf and Hard of Hearing as mandated in KRS 163.506 and shall perform all duties thereof.

(Reformatted to a list (see proposal copy) and Added: the president's option to appoint an ex-officio; "work with the secretary to ensure good faith attempts are made to fill each board of directors' position.")

RATIONALE: Giving the president to option to serve or appoint someone to serve, is intended to reduce the overwhelm-ness of the position. Presently, there is no accountability for the board of directors to ensure there is the diverse representative by seeking members to serve.

B. The Vice President shall, in the absence or inability of the President, perform the duties of President and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall be the conference coordinator and carry out other duties as assigned by the Board of Directors.

(Reformatted to a list (see proposal copy) and Changed: "...shall be the conference coordinator..." to "...serve as chairperson for the Conference and Professional Development Committee"; the president's option to appoint an ex-officio; Added: "assist with preparation of the organization's annual budget" and, "have authority to co-sign debit transactions with the treasurer, secretary or any other person designated through action of the board of directors")

RATIONALE: Presently, the vice president coordinates the conference but, there is a need for a conference and professional development committee to assist. Authorization to co-sign debit transactions is at the request of the current board resulting from resent events.

C. The Secretary shall keep minutes of all meetings of the organization and of the Board of Directors. The Secretary shall be responsible for maintaining and updated a list of the organization membership, sending out notices of all meetings, acting as custodian of the organization's records and shall perform other duties as assigned by the President and/or the Board of Directors.

(Reformatted to a list (see proposal copy) and Added: "[membership] list should include past members, for a period of three years, who elected not to renew"; "have authority to co-sign debit transactions with the treasurer, vice president or any other person designated through action of the board of directors"; and, "work with the

*president to ensure good faith attempts are made to fill each board of directors' position." **Moved to here from elsewhere:** "send out notices of all meetings according to guidelines set forth in Article IV, Section 7 and Article V.")*

RATIONALE: A list of ex-members is crucial in recruiting members to return to the organization. Authorization to co-sign debit transactions is at the request of the current board resulting from resent events. Again, there is no present measures to ensure there is the diverse representative by seeking members to serve.

D. The Treasurer shall be responsible for ~~collecting, recording and disbursing the monies of the organization as ordered by the Board of Directors.~~ The Treasurer is also responsible for any financial reporting to the United States Treasury and the Commonwealth of Kentucky Revenue Cabinet as necessary. All checks must be signed by two (2) officers and the procedures shall be determined by the Board of Directors. The Treasurer shall prepare financial reports for each Board of Directors meeting and an annual report audited by two (2) individuals, not members of the Board of Directors, appointed by the President. ~~Monies for postage and newsletter material do not need prior approval by the Board of Directors.~~

*(**Reformatted** to a list (see proposal copy) and **Added:** assist with preparation of the organization's annual budget and presents to the board of directors"; "collect membership dues and deposit in a timely manner, into an account approved by the board of directors"; and, "consult with committees on budges for activities or events which may impact the overall finances of the organization.")*

RATIONALE: To be more precise about the collection, recording and disbursement of monies and to protect the organization.

Added the following (for exact numbering, refer to the proposal copy):

1. Members-at-Large

The member-at-large shall work with the board of directors, assisting with the coordination of activities and communications in and among the organization.

2. Representatives and Delegates

Representatives and delegates shall:

- a. *Provide updates about activities within their respective areas, organization and/or committees.*
- b. *Provide reports, at least annually, to the board regarding special issues and/or concerns expressed within their respective areas, organizations and/or committees.*
- c. *Serve as a resource person and liaison between their respective areas, organization and/or committees and the board of directors.*

- d. *Submit reports to the organization for its newsletter, at least twice a year.*
- e. *Serve as one of the commonwealth's conference committee core group members when the conference is in their region of the commonwealth.*

3. Immediate Past President

The immediate past president shall serve in an ex-officio, non-voting capacity for one term; assist the president during the transition into office; serve as an advisor to the president; may assume special assignments as determined by the president; and may attend board meetings.

4. Executive Committee

Composed of the organization's president, vice-president, secretary, treasurer and members-at-large. In the event the entire board is unable to convene, the Executive Committee shall be given full power and authority to take action on emergency issues.

Section 4. Qualifications:

All candidates for the board of directors, except the member-at-large, shall have been a certified member in good standing for at least two consecutive years immediately prior to candidacy. The member-at-large shall have been a certified, or associate, member in good standing for at least two consecutive years immediately prior to candidacy. Furthermore, all candidates seeking to become delegates shall have been members of their respective areas, organizations and/or committees for at least one full year immediately prior to candidacy.

RATIONALE: The current bylaw and constitution did not expand on these positions and each members should have a clear understanding of the expectations. Additionally, there was not any stipulation on qualifications for directors, except the president. Some items have been **moved here from elsewhere.**

Section 4. Terms of Office

- ~~A. Each member of the Board of Directors shall be elected for a two-year (2) term beginning July 1 of the year elected and ending June 30 of the following election year.~~
- ~~B. The Immediate Past President shall automatically become an ex-officio Director until the next election of officers.~~
- ~~C. Resignations of officers and Directors shall be submitted in writing to the Board of Directors at least ten (10) days prior to the resignation date. Resignations become effective upon receipt by the Board of Directors.~~
- ~~D. The Board of Directors shall fill vacancies between elections excluding a vacancy of the President. In the event of the President membership being vacant, the Vice President shall automatically assume the President membership for the duration of the term.~~
- ~~E. Removal of any Director, officer or committee member may be enforced by the Executive Committee or a majority of the voting membership if it has been determined that the individual has~~

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~~not acted in good faith in the fulfillment of the duties inherent to the office. A two-thirds (2/3) vote of the Board of Directors is required for a resolution for removal. After resolution, the individual and the membership shall be notified of action.~~

~~F. All Board of Directors members and committee members serving the organization shall remain members in good standing with the organization and RID for the duration of the term of office. If the~~

~~Director or committee member is not in good standing, the position shall be vacated by the officer immediately and a replacement shall be appointed by the Board of Directors.~~

~~G. The Board of Directors may declare vacant the office of any Director who has been determined to be of unsound mind by court order, who has been convicted of a felony, or who has been found to have breached any duty established by the Board of Directors and/or the membership.~~

~~H. Each Board of Director seat shall have a limit of two (2) consecutive terms. After not serving on the Board of Directors in that capacity for one (1) term, the member shall be eligible to serve in that capacity again.~~

Section 5. Area Delegate

Area delegates shall be appointed by the President and approved by the Board of Directors.

Replacing with:

Section 5. Terms of Office

Election to any office shall be determined by a majority vote of the present quorum. In the case of a tie, a run-off election must be conducted between the two (2) nominees with the highest number of votes.

A. Officers: *president, vice-president, secretary, treasurer, member-at-large, shall be elected for a two-year term beginning July 1 of the year elected and ending June 30 of the following election year as follows: the president, the secretary and one (1) member-at-large-elected in the even years; the vice-president, treasurer and two (2) members-at-large, elected in the odd years. No officer shall hold the same office for more than two consecutive terms.*

B. Representatives and Delegates: *shall serve a two-year term. No representative shall hold the same office for more than three consecutive terms.*

RATIONALE: Moved this section from Article VII, Section 2. Much was duplicated information or misplaced.

Added and moved from elsewhere:

Section 6. Vacancies

Vacancies of the board of directors are created upon the death, resignation, or removal due to legal action or for cause against any director. Additionally, a vacancy will be created when an area delegate moves from one area to another more than six months prior to completion of their term. This situation would require the representative's immediate resignation.

Furthermore, resignations of directors shall be submitted in writing to the board of directors at least ten (10) days prior to the resignation date. Resignations become effective upon receipt by the board

- A. **Appointment to Fill a Vacancy:** *the board of directors shall fill any vacancies between elections, excluding a vacancy of the president. In the event the president office became vacant, the vice-president shall automatically assume the president office for the duration of the term.*
- B. **Removal of any Director:** *the board of directors may declare vacant any office if it has been determined the individual has not acted in good faith in the fulfillment of the duties inherent to the office. Further, the board of directors may declare vacant the office of any director who has been determined to be of unsound mind by court order or who has been convicted of a felony. ~~or who has been found to have breached any duty established by the board of directors or the organization.~~ A two-thirds (2/3) vote of the board of directors is required for a resolution for removal. After resolution, the individual and the membership shall be notified of action.*

RATIONALE: Vacancies was previously under Terms and Removal of Director was under Article IV, Section 4.G and is a duplicate statement.

Section 7. Meeting of the Directors

~~The board of directors shall meet at least semi-annually as determined by the officers.~~

- A. **Annual Meetings:** Annual meetings of the board of directors shall be held immediately before and/or after, and at the same place as, the annual meeting of the membership.
- B. **Other Regular Meetings:** Other regular meetings of the board of directors shall be held at least semi-annually at such time and place as fixed by the board of directors. If the meeting is scheduled at a physical location (as opposed to on-line), announcement shall be provided to the directors thirty (30) calendar days prior to such meeting; if, however, it is a meeting scheduled with an on-line meeting room, announcement shall be provided to the directors seven (7) calendar days prior to such meeting.

Section 8. Quorum

A quorum for meeting of the board of directors shall be a majority of voting members.

RATIONALE: Important and missing from current bylaws.

~~Article V. Meetings~~

~~Section 1. Annual meetings of the general memberships shall be held in the spring of each year. Additional conferences, workshops, seminars or clinics shall be determined by the Board of Directors. The Board of Directors shall set the date thereof at least thirty (30) days in advanced. There shall be as many other~~

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meetings of the organization as is deemed necessary by and called by the President or the Board of Directors, or at the written request of at least ten (10) members, a minimum of ten (10) days in advance. The Secretary shall be responsible for mailing or electronically sending notices of the general membership annual meetings of the organization at least thirty (30) days in advance. Notices of special meetings should be mailed or sent electronically at least ten (10) days in advance.

Section 2. The Board of Directors shall meet at least semi-annually as determined by the officers.

Article VI. Quorum

Section 1. General Membership

A quorum for all regular and special meetings of the membership shall be one-fourth (1/4) of voting members in good standing and present.

Section 2. Board of Directors

A quorum for meeting of the Board of Directors shall be a majority of voting members present.

Section 3. Eligible Voting List

A list of voting members in good standing maintained by the Secretary shall be readily available.

Article VII. Elections

Section 1. Nominations Committee

- A. The President, subject to approval by the Board of Directors, shall appoint the Nominations Committee, consisting of three (3) members, by November of odd-numbered years prior to the elections held during even-numbered years.
- B. The Nominating Committee shall meet prior to and during the general membership meeting to:
 - 1. draft a proposed slate of nominees,
 - 2. verify eligibility of nominees,
 - 3. obtain a brief biographical sketch from each nominee, and
 - 4. send the draft slate and biographical sketches to the general membership, along with the office notice of general membership meeting, at least thirty (30) days in advance.
- C. The Nominations Committee shall count voting members in good standing to confirm a quorum is present, then count votes by ballot or show of hands and verify results. The chair of the Nominations Committee shall announce election results. Election to any office shall be determined by a majority vote of the present quorum. In the case of a tie, a run-off election must be conducted between the two (2) nominees with the highest votes.

Section 2. Officers

- A. All nominees for President shall be members in good standing with this organization for at least two (2) consecutive years immediately prior to candidacy.
- B. All nominees for officer of the Board of Directors shall be a member in good standing with this

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~~organization for at least one (1) year immediately prior to candidacy.~~

- ~~C. Election of officers shall be conducted by the Nominations Committee during the spring conference during even-numbered years.~~

Section 3. Board of Directors

- ~~A. All nominees for the Board of Directors shall be members in good standing with the organization for at least one (1) year immediately prior to candidacy.~~
- ~~B. Election of the Board of Directors shall be conducted by the Nominations Committee during the spring conference during even-numbered years.~~

Modified to:

Article V. Meetings of Members

Notification of meetings shall be delivered to the email address listed on members' application; and, if no email address is on file, a notice shall be mailed to the mailing address on members' application.

Section 1. General Meetings

An annual meeting of the general membership shall be held in the spring of each year. Additional meetings may be held at other appropriate venues, such as but not limited to, conferences and workshops, as determined by the board of directors. The board of directors shall set the date, and notify its membership, thereof at least thirty (30) calendar days in advance.

Section 2. Special Meetings

The organization's members may request a special meeting if it deems necessary for the membership to address a single issue. In order to receive due diligence, all requests for a special meeting must be received by the secretary at least 14 calendar days prior to the desired meeting date and, should include at minimum, the date, time and location of the meeting requested; the single issue which warrants the request; and, any proposed motions or resolutions sought. Requests for special meetings shall be acknowledged and membership notified no later than two (2) calendar days from receipt of the request.

Furthermore, if the request is submitted by mail (on paper), it requires at least ten (10) members' signatures; and, if the request is submitted electronically (by email), it requires an email from at least ten (10) members, with the same Subject Line, from the email address on memberships' file.

Section 3. Quorum

A quorum for all regular and special meetings of the membership shall be one-fourth (1/4) of voting members in good standing and present.

RATIONALE: More current with technology and more cost efficient; and, there needed to be a distinction between director meetings and membership meetings. Special meetings needed to be added for protection of the membership.

AND...Added:

Article VI. Mail and Email Referendums

Motions may be voted on by the membership by mail or email referendum. Any and all notifications shall be delivered to the email address listed on members' application; and, if no email address is on file, a notice shall be mailed to the mailing address on members' application.

- 1. Mail 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 (5%) of the voting members of the organization and submitted to the board of directors.*
- 2. Written notice of the referendum, stating and describing all motions, procedures and deadlines for voting, shall be provided to all voting members at least thirty (30) days prior to the referendum deadline. Furthermore, an electronic version shall be made available on the organization's webpage.*
- 3. Electronic voting may be conducted by a system approved by the board of directors and the membership. An approved system must ensure voters anonymity.*
- 4. Results of all mail or email referendum shall be determined by 2/3 of the valid ballots returned.*

RATIONALE: **Moved** from elsewhere for more appropriate placement and updated for current technology. **Added:** "an electronic version shall be made available on the organization's webpage" and, "electronic voting may be conducted by a system approved by the board of directors and the membership. An approved system must ensure voters' anonymity" in order to streamline with the expectation of new technology and non-profit organizations should have this readily available for membership scrutiny.

Article VIII. Standing Committees

The Board of Directors, by a two-thirds (2/3) vote, shall have the right to establish any standing committee deemed necessary to carry out the objective of the organization as set forth in these bylaws and/or maintained by the voting membership. Standing committees shall be composed of **(Adding, “at least three (3) voting”)** members in good standing **(Changing approved to appointed)** by the President with approval by the Board of Directors. **(Adding, “A majority of the entire committee shall constitute a quorum.”)**

Adding the following Sections:

Section 1. Awards and Scholarship Committee

Committee members shall market, solicit, and collect applicants for awards and scholarships:

1. Carrie Mosley Award - Recipient is an outstanding KyRID member in good standing who has made a major contribution to the organization and the profession of interpreting.
2. Norma Lewis Scholarship - Recipient receives financial support for continuing education in the field of ASL and interpreting.

Section 2. Bylaw Committee

Committee members shall solicit and collect concerns, issues and suggested amendments for consideration and propose updates to the organization's bylaws as governed by the wishes of the membership and approved by the board of directors.

Section 3. Certification Maintenance Program Committee

Committee members shall assist, market and educate the organization's members on procedures for acquiring continued educational units and update its members on any changes to the certification maintenance program developed by RID. A chairperson may be elected to serve as the sponsoring authority for continued education units as defined by RID.

Section 4. Fundraising Committee

Committee members shall solicit, collect and implement suggestions for generating financial support for the organizations activities.

Section 5. Media Committee

Committee members shall solicit and collect issues of interest to share with the organization.

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A chairperson may be elected to serve as a representative and liaison between the committee and the board of directors.

- A. The Media Committee shall meet at least annually.
- B. The duties of the Media Committee are as such:
 1. Maintain a professional and user-friendly webpage, registering username(s), passwords and any other relevant information with the secretary of this organization;
 2. Maintain a Facebook page, registering username(s), passwords and any other relevant information with the secretary of this organization.
 3. Ensure President's Reports and Meeting Minutes are accessible for review by the members of the organization.

Section 6. Nominations Committee

Committee members shall market, solicit and generate a list of names of members who are willing and interested in serving on the various committees and other elected capacities within the organization. A chairperson shall be elected to serve as a representative and liaison between the committee and the board of directors.

- ~~D. The president, subject to approval by the board of directors, shall appoint the Nominations Committee, which shall consists of three (3) members selected by November of odd-numbered years and prior to the elections held during even-numbered years. The Nominations Committee shall meet at minimum, three months prior to any general meeting conducting elections.~~
- E. The duties of the Nominations Committee are as such:
 1. Strategize and execute a plan of actions for pre-election activities, including the following:
 - Draft a proposed slate of nominees,
 - Verify eligibility of nominees,
 - Obtain a brief biographical sketch from each nominee,
 - And, make available the draft slate and biographical sketches to the secretary for submission to the general membership, along with the official notice of general membership meeting, at least thirty (30) days in advance of any general meetings conducting elections;
 2. Strategize and execute a plan of actions for election activities, including the following:
 - Confirm a quorum is present,
 - Set provisions for last minute nominees, i.e. prepare ballots with slate and biography
 - Count votes by ballot or show of hands,
 - And, verify results;
 3. The chair of the Nominations Committee shall announce election results.

Section 7. Conference and Professional Development Committee

Committee members shall solicit and implement planning of statewide conferences and bid to host regional and national conferences. Additionally, committee members shall develop and plan workshops and other professional development activities. The organization's vice-president shall serve as chairperson for the Conference and Professional Development

RATIONALE: Some of these are listed as Standing Committees on the organization's membership application however, were not listed, nor defined, in the bylaw and constitution. Those Standing Committees listed on the current application but not here, are more appropriately identified as Special Interest Groups or Committees and have not been included in this proposal, at this time. Some were moved from elsewhere and placed here more appropriately.

Article IX. Amendments

~~Amendments to the bylaws and constitution of this organization shall be approved by two-thirds (2/3) of voting members present or as stated in Referendum voting. A written notice of the meeting and copies of proposed amendments must be sent by the Secretary, at the direction of the Board of Directors, to all members at least thirty (30) days prior to the meeting.~~

Modified accordingly:

Amendments to the bylaws and constitution of this organization shall be approved by two-thirds (2/3) majority of voting members present during a regular or special meeting or, as stated in Article VI. Only such amendments consistent with the provisions of the laws of the Commonwealth of Kentucky, and which are in the furtherance of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code, shall be amended and enacted by the organization.

Notification of the proposed amendments shall be sent by the secretary, at the direction of the board of directors, to all the members at least thirty (30) days prior to the meeting. Furthermore, notification shall be delivered to the email address listed on memberships' application; and, if no email address is on file, a notice shall be mailed to the mailing address on memberships' application.

RATIONALE: Prudent for protection of membership (wording found in KAD Articles of Incorporation & Bylaws filed with the state).

Article X. Parliamentary Procedure

~~Robert's Rule of Order, current edition, shall be the parliamentary authority governing deliberations of this organization.~~

Modified Accordingly:

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) organization may adopt.

RATIONALE: According to RID Affiliate Chapter guidelines, this is mandatory and was missing from the current bylaws and constitution.

Article XI. Limited Liability

The following provisions apply with respect to liability on the part of a Director, a member of any standing

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~~committee or of another committee appointed by the Board of Directors or officer of the organization (collectively, "Corporate Persons") for any loss or damage suffered on account of any action taken or omitted to be taken by a Corporate Person.~~

- ~~A. No Corporate Person shall be liable for any loss or damage if, in taking or omitting to take action causing such loss or damage, either~~
 - ~~1. such person acted~~
 - ~~a. in good faith,~~
 - ~~b. with the care an ordinarily prudent person in a like position would have exercised under similar circumstances, and~~
 - ~~c. in a manner such person reasonably believed was in the best interest of the organization.~~
 - ~~2. such person's breach of or failure to act in accordance with the standards of conduct set forth in subsection (a)(1) above (the "Standards of Conduct") did not constitute willful misconduct or recklessness.~~
- ~~B. Any Corporate Person shall be fully protected, and shall be deemed to have complied with the Standards of Conduct, in relying in good faith, with respect to any information contained therein, upon~~
 - ~~1. The organization's records,~~
 - ~~2. Information, opinions, reports, or statements, (including financial statements and other financial data) prepared or presented by~~
 - ~~a. one or more other persons whom such Corporate Person reasonably believes to be competent in the manners presented;~~
 - ~~b. legal counsel, public accountants, or other persons as to matters that such Corporate Person reasonable believes are within such person's professional or expert competence;~~
 - ~~c. a committee, of which such Corporate Person is not a member, if such Corporate~~

~~Person believes such committee or Appointed Committee merits confidence; or
d.—The Board of Directors, if such Corporate Person is not a Director and reasonably
believes the Board of Directors merits confidence.~~

RATIONALE: The intent of this Article is unclear and it references an LLC status instead of an Incorporated status. Liability is covered under Article III, Section 6 and should be more defined in the organization's Article of Incorporation.

Article XII. Prohibited Activity

Regardless of any other provision of these bylaws, no member, Director, officer, employee, or agent of the organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions hereto.

Article XIII. Dissolution

~~In the event of the dissolution of this organization, all outstanding debts of the organization shall be paid. Any and all remaining assets, real and personal of nature, shall to be held in escrow for a period of ten years, or until reestablishment of a duly approved organization with similar goals, whichever occurs first. If no such organization exists, the assets shall be distributed to the national Registry of Interpreters for the Deaf, Inc.~~

Modified Accordingly:

In the event of the dissolution of this organization, all outstanding debts and liabilities of the organization shall be paid, or provisions shall be made to pay, from the organizations finances. Any and all remaining assets, real and personal of nature, shall be disbursed to Registry of Interpreters for the Deaf, Inc, an organization qualified as a 501 (c) (3) organization according to the Internal Revenue Code. If Registry of Interpreters for the Deaf, Inc. does not qualify for such exemptions or, does not want to accept these funds, then all assets, real and personal, 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.

RATIONALE: Modified to resemble a combination of RID's, KAD's and AGBEII Associations' dissolution to be in more compliance with Section 501 (c)(3) requirements.