

**Proposed Amended and Restated Bylaws**  
Effective Jan 1, 2020

**p**cr**id**  
**potomac chapter**

# Proposed Amended and Restated Bylaws

## Effective Jan 1, 2020

### Article I

#### Name and Principal Office

- A. Name. The name of this corporation will be the Potomac Chapter, Registry of Interpreters for the Deaf, Inc. ("PCRID"), as set forth in the Articles of Incorporation filed with the State of Maryland.
- B. Principal Office. The principal office of PCRID will be located at *ADDRESS*, or such other address as designated by the Board of Directors.

### Article II

#### Purposes

- A. Purposes. The purposes of PCRID are set forth in the Articles of Incorporation. Additionally, PCRID will 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. Primary activities will provide:
  - 1. opportunities for professional development of the members; or
  - 2. a forum for the exchange of information among the members and the general public about the profession of interpreting.

### Article III

#### Membership

- A. Eligibility. Any organization or individual who shares in PCRID's Purposes may become a member of PCRID upon submission of an online application and payment of dues for the appropriate membership category.
- B. Dues. The Board of Directors will set the dues schedule. Notification of any changes in dues will be given to the membership at least 60 days prior to implementation.
  - 1. A member who has paid the established dues for the current Membership Year will be considered a member in good standing.
  - 2. Membership Year is defined as the period from July 1 to June 30.
  - 3. The full membership fee will be charged regardless of when in the year a member joins.
- C. Categories of Membership.
  - 1. Voting Members:
    - a. Certified. A PCRID member who is a Certified member in good standing of the national Registry of Interpreters for the Deaf, Inc. ("RID").
    - b. Associate. A PCRID member who is an Associate member in good standing of RID.
    - c. Student. A PCRID member who is:

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- i. currently enrolled in an interpreting degree program at a college or university, and
  - ii. a Student member in good standing of RID.
- 2. Non-Voting Members:
  - a. Organization. An organization or business.
  - b. Supporting. A PCRID member who is not a Certified, Associate, or Student member of RID.
- D. Membership Renewal.
  - 1. Sixty days prior to the end of the membership year, PCRID will send all current members a renewal reminder for the upcoming membership year.
  - 2. Dues will be paid by each member, directly to PCRID.
  - 3. Members whose dues are received and paid by July 31st for that membership year will not be considered delinquent.
- E. Membership Termination.
  - 1. Suspension or Expulsion for Cause. Any member whose membership is suspended or revoked for cause by the Board of Directors, the Ethical Practices System, or the Certification Council of RID will automatically be suspended or expelled from PCRID until membership can be reinstated.
  - 2. Non-Payment of Dues. Failure to pay dues by July 31st of that membership year will result in termination of membership.
  - 3. Resignation. Any member may resign before the expiration of membership by surrendering their membership card to PCRID.
    - a. Resignation invalidates all rights and privileges of PCRID membership.
    - b. Membership dues are non-refundable. The resigning member will remain culpable for all accrued dues or charges unpaid.
- F. Appeals. Suspension or revocation of membership may be appealed to the Board of Directors of PCRID.
- G. Reinstatement.
  - 1. 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.
  - 2. Reinstatement Following Termination for Non-Payment of Dues or Resignation. Upon reapplying for membership and paying dues for the current year, a member will be reinstated.
  - 3. Application for Reinstatement. A former member who satisfies the requirements of reinstatement may apply by submitting an application form to the Board of Directors with the appropriate fees. Upon receipt of the application form and fees, membership will be reinstated, and all rights and privileges will resume.
- H. Transfer of Membership. PCRID membership is non-transferable.
- I. Change of Membership Category. Members may change their membership status by contacting PCRID and paying all fees at the time of request.

## **Article IV**

### **Meetings of Members**

- Note B**
- A. Annual Meeting.
1. The Annual Meeting of the members of PCRID will be held at a date and time determined by the Board of Directors.
  2. The primary purposes of this Annual Meeting are to:
    - a. elect Directors to the Board;
    - b. elect Executive Officers of the Board;
    - c. conduct necessary business; and
    - d. transact any other business as might come before PCRID.
  3. A committee will be appointed by the President to plan the Annual Meeting and chaired by an individual chosen by a majority vote of the Board of Directors.
- B. Special Meetings. The President will call a special meeting of the members as directed by resolution of the Board of Directors or upon a written petition signed by at least 10% of the voting members. No business will be transacted at a special meeting except as stated in the notice.
- C. Notice of Meetings.
1. Annual Meeting. Notice will be in writing and delivered at least 60 days before the day of the meeting.
  2. Special Meetings. Notice will state that it is a special meeting being called and may be given orally or in writing at least 15 days prior to the meeting time.
  3. Written notice of meetings being called may be delivered by electronic transmission.
  4. Failure of notice to any member will not invalidate the meeting or any action taken at the meeting.
- D. Place of Meetings. The Board of Directors may designate any place within Maryland or the District of Columbia as the place of meeting for any Annual Meeting or special meeting.
- E. Voting Rights and Requirements.
1. Certified. Certified members in good standing with PCRID and RID will have one vote on all matters open to vote.
  2. Associate. Associate members in good standing with PCRID and RID will have one vote on all matters open to membership except those pertaining to evaluation and certification.
  3. Student. Student members in good standing with PCRID and RID will have one vote on all matters open to membership vote that specifically deal with PCRID interests only and do not pertain to evaluation and certification.
- Note C**
- F. Quorum. At meetings of the membership, a quorum will consist of:
1. 50% of the Board of Directors, present and in person, and
  2. 10% of the voting members in good standing, present and in person. Voting members will be determined by the membership roll of PCRID 30 days prior to the meeting.
- G. Proxies. PCRID does not issue or honor proxies.

## **Article V**

### **Board of Directors**

A. Classes. There will be only one class of Directors.

B. Composition.

1. The affairs of PCRID will be governed by a Board of Directors (the “Board”), which will be composed of at least three persons and no more than 10 persons, all of who will be qualified voting members of PCRID.
2. At least 20% of the Board, rounded up, will be composed of deaf individuals.
3. The immediate past President, if no longer a Director, may serve as a non-voting, ex officio member of the Board for one term.

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C. Powers. Subject to the limitations of the Articles of Incorporation, other sections of these Bylaws, and Maryland law, the Board will have the power to:

1. conduct, manage, and control the affairs and business of PCRID;
2. make rules and regulations to govern PCRID;
3. prescribe Officer powers and duties;
4. borrow money or incur indebtedness for the purposes of PCRID, and for that purpose to cause to be executed and delivered, in PCRID’s name, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt; and
5. establish and abolish liaisons with other organizations.

D. Election.

1. At each Annual Meeting of the membership, Directors to serve for the ensuing year will be elected by the membership. Terms will commence on January 1st of the year immediately following said Annual Meeting.
2. A call for nominations will be made to the membership no less than 30 days prior to the Annual Meeting. Nominations may also be made by an eligible voting member, present and in person, at the Annual Meeting.
3. Members seeking election must be members in good standing of PCRID and RID and be nominated and seconded by members in good standing of PCRID.

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E. Vacancies.

1. Vacancies on the Board will occur upon resignation, removal, or death of any Director, or when the number of Board positions is increased by amendment to these Bylaws or the Charter of PCRID.
2. Any vacancy occurring on the Board may be filled by affirmative vote of a majority of the remaining Directors.
3. Individuals appointed to fill a vacancy will be appointed for the remainder of the term of their predecessor.

F. Limitations. Directors will not concurrently serve as an elected officer on the national Board of Directors of RID.

G. Compensation.

1. The members of the Board will have no compensation for their services as Directors.
2. The Directors may be reimbursed by PCRID for reasonable expenses incurred for attending any regular, annual, or special meetings, and for reasonable expenses made for doing PCRID business.

H. Term. Each Director will hold office for a term of two years. No person will serve more than two consecutive full terms on the Board. After serving the maximum time allowed, a person may again serve after being off the Board for one year.

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I. Removal. Any Director may be removed from office, with or without the assignment of any cause, by a majority vote of the Directors in office at any meeting of the Board convened in

compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director will be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

- J. Resignation. A Director may resign upon submitting at least two-week prior written notice to the President, or to the other Directors if the resigning Director is the President. Failure to attend three consecutive Board meetings without excuse will constitute a resignation from the Board.

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## Article VI Officers of the Board

- A. Officer Positions. The Officers will consist of President, Vice President, Secretary, and Treasurer, and such other officers the Board may from time to time appoint to have authority and perform the duties prescribed by the Board.
- B. Elections.
1. Officers will be elected by voting members of PCRID during the Annual Meeting preceding the expiration of the term of office whose position the members seek to fill. Their terms of office will commence on January 1st of the year immediately following said Annual Meeting.
  2. A call for nominations will be made to the membership no less than 30 days prior to the Annual Meeting. Nominations may also be made by an eligible voting member, present and in person, at the Annual Meeting, and be nominated and seconded by members in good standing of PCRID.
  3. Officers seeking election must be members in good standing of PCRID and RID. Members seeking election as President will have been a member of PCRID and a member of RID for at least two years prior to nomination.
- C. Vacancies. Any vacancy occurring in any office, for whatever reason, will be filled by the Board, and any Director so elected will fulfill the term of their predecessor.
- D. Terms.
1. Terms of office for the President and Secretary will be two years. Terms will commence on January 1st of odd numbered years.
  2. Terms of office for Vice President and Treasurer will be two years. Terms will commence on January 1st of even numbered years.
  3. No Officer will serve more than two consecutive terms in the same office.
- E. Removal. Any Officer may be removed from office, with or without the assignment of any cause, by a majority vote of the Directors in office at any meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting. No Officer will be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- F. Resignation. An Officer may resign upon submitting at least two-week prior written notice to the President or to the other Directors, if the resigning Director is the President. Failure to attend three consecutive Board meetings without excuse will constitute a resignation from the Board.

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- G. General Duties. The Officers of the Board will have the following general duties:
1. To perform all duties imposed on them by Maryland law, the Articles of Incorporation, these Bylaws, and as directed by the membership.
  2. To adopt, make, and use a corporate seal, PCRID logo, and to prescribe the form of membership cards.
  3. To approve an annual budget for the maintenance and operation of PCRID.
- H. Authority and Duties. The Officers will have the authority and responsibilities delegated by the Board and members as follows:
1. President.
    - a. The President will have general supervision and direction of the affairs of PCRID and other duties as prescribed by the Board or the membership.
    - b. The President will preside at and conduct all meetings of the Board and of the Executive Committee.
    - c. The President will set the agenda and conduct the Annual Meeting business meeting and any special meetings of the membership.
    - d. The President will have co-signature responsibility with the Treasurer on all checks and warrants for the withdrawal of PCRID funds.
    - e. The President may sign all contracts and agreements in the name of PCRID after they have been approved by the Board.
    - f. The President will serve as the representative of PCRID in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office.
    - g. The President may reallocate Officer duties to other Directors to accommodate vacancies or overburdened Officers.
  2. Vice-President.
    - a. The Vice President will perform the duties of the President if the President is unable to do so or is absent.
    - b. The Vice President may perform such other tasks as may be assigned by the Board or membership, and, at the request of the President, assist in the performance of the duties of the President.
  3. Secretary.
    - a. The Secretary will keep a full and accurate record of the proceedings of the Board and any meetings of the membership.
    - b. The Secretary will make available minutes of the previous meeting and distribute them in advance of each meeting.
    - c. The Secretary will deliver all notices of meetings to those persons entitled to vote at such meetings.
    - d. The Secretary will maintain the minutes and a current listing, with contact information, of the Directors at the office of PCRID.
    - e. The Secretary will maintain the records of PCRID, handle all official correspondence of PCRID, and oversee the logistics of all meetings.
    - f. The Secretary will oversee all manner of communication to the membership and the broader community and provide periodic reports on communications to the Board.
    - g. The Secretary may perform such other tasks as may be assigned by the Board or membership.
  4. Treasurer.
    - a. The Treasurer will ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor PCRID's financial resources.

- b. The Treasurer will advise the Board of any significant financial matters that require action by the Board.
  - c. If required, the Treasurer will ensure that the Board engages a qualified auditor for an annual examination of the financial statements.
  - d. The Treasurer will oversee the Certification Maintenance Program and budgets for all programs (e.g., Annual Meeting Committee, Professional Development Committee).
  - e. The Treasurer will supervise the receipt and safekeeping of all funds of PCRID and deposit them in the bank or banks that may be designated by the Board.
  - f. The Treasurer will have co-signature responsibility with the President for signing checks and warrants for the withdrawal of corporate funds.
  - g. The Treasurer may perform such other tasks as may be assigned by the Board or membership.
5. Other Officers. Other Officers appointed by the Board will perform such duties as may be specified by the Board, the membership, or by Officers given authority over them. Some of the duties that may be delegated are:
- a. If the committees are created, overseeing the Professional Development Committee and the Mentorship Committee, and providing periodic reports on professional development activities to the Board.
  - b. Overseeing membership services, such as recruitment, retention, and membership records, and providing periodic reports on membership services to the Board.
  - c. Overseeing the various liaisons to community organizations, serving as the liaison to organizational members, overseeing PCRID's advocacy efforts, and providing periodic reports on outreach efforts to the community to the Board.

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## Article VII

### Meetings of the Board

- A. Regular Meetings. The Board will meet at least four times annually on dates and at locations selected by the Board. Regular meetings may be scheduled more often by the President. The agenda will be prepared by the President and distributed to the Board members at least one week prior to the meeting.
- B. Special Meetings. Special meetings of the Board will be held at any time and at any place when called by the President or by at least three Directors or 25% of the Directors, whichever is greater. Business transacted at special meetings will be confined to the purposes of the meeting stated in the notice of the meeting.
- C. Notice of Meetings:
- 1. Regular Meetings. Notice will be in writing and delivered at least 30 days before the day of the meeting.
  - 2. Special Meetings. Notice will state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time.
  - 3. Written notice of meetings being called may be delivered by electronic transmission.
  - 4. Failure of notice to any member will not invalidate the meeting or any action taken at the meeting.
- D. Executive Session. At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors may be present. The decision to enter executive session will be recorded in the minutes,

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and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

- E. Quorum. At meetings of the Board, a quorum will consist of 51% of the Directors then serving, present and in person.
- F. Voting. Except as otherwise provided in these Bylaws, decisions of the Board will be by majority vote of those present, assuming a quorum, but not less than one-third of the Directors then serving. Each Director will have one vote. Directors may vote only in person. There will be no proxy voting.

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- G. Remote Participation.
  - 1. Directors may participate in Board meetings and vote on matters discussed therein by means of a remote electronic communications system, including video conferencing technology, the Internet, or similar communications equipment, only if:
    - a. each Director entitled to participate in the meeting consents to the meeting being held by means of that system; and
    - b. all persons participating in the meeting can communicate with each other at the same time.
  - 2. Participation by such means will constitute in person presence of the Director at the meeting.

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- H. Action Without Meeting. Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if written unanimous consent is given by all the Directors entitled to vote with respect to the action. Such consent will have the same force and effect as a vote of the Directors assembled in a meeting and will be filed with the minutes.
- I. Open Board Meetings. All Board meetings will be open to the membership and visitors, unless designated as a closed meeting by the President.
- J. Interpreters. Board meetings will be interpreted upon request. Requests for interpreters must be placed at least two weeks prior to the meeting date. Requests placed less than two weeks before the meeting will be honored if possible, but not guaranteed.
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## **Article VIII Committees**

- A. Creation.
  - 1. The Board may create committees with such powers as it deems necessary to have, including any standing committees and special committees.
  - 2. Each committee will include at least two Directors.
- B. Term.
  - 1. For standing committees, each committee will be discontinued when deemed no longer necessary by a majority vote of the Board.
  - 2. For special committees, each committee will be given a specific charge and term, and no special committee will have a term extending beyond one year unless reappointed.

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- C. Limitations. The Board may not delegate to committees the following powers:
  - 1. the power to amend the Bylaws;

2. the power to hire or fire chief executives;
3. the power to amend Articles of Incorporation;
4. the power to approve dissolution, merger, or transfer of assets of PCRID; and
5. the power to take any action that requires approval of the Board by law.

- D. Appointments. The President may appoint persons to chair and serve on created committees and may appoint persons who are not Directors of PCRID to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.
- E. Quorum. A majority of the entire committee will constitute a quorum.
- F. Record. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record.
- G. Committees.
1. Executive Committee. The Executive Committee will consist of the President, Vice President, Secretary, and Treasurer.
    - a. The Executive Committee will develop recommendations with respect to various matters pertaining to the affairs of PCRID and will report such recommendations to the Board for action.
    - b. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee will have the power to take the necessary actions, subject to any prior limitation imposed by the Board.
    - c. The minutes of the Executive Committee will include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes will be submitted to the Board.

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## **Article IX**

### **Conflict of Interest**

- A. The Board will adopt a conflict of interest policy that covers Board members, staff members, and volunteers with significant decision-making authority with respect to the resources of PCRID.
- B. The conflict of interest policy will identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and provide for review of individual transactions by the uninvolved Directors.
- C. Approval by the disinterested Directors will be by majority vote of the Directors in attendance at a meeting at which a quorum is present.
- D. An interested party will not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance.
- E. The policy must require that the minutes of the meeting will reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

## Article X Amendments

- A. The Bylaws may be amended or repealed by approval of two-thirds of the eligible voting members in attendance and voting during a regular, annual, or special meeting of the membership, where a quorum is present, or by mail referendum.
- B. Notice of the proposed amendment will be in writing and delivered at least 90 days before the day of the meeting or mail referendum deadline.
- C. Any proposed amendment must be submitted in writing to the Board to be reviewed and approved prior to voting by the membership.

## Article XI Miscellaneous

- A. Corporate Records.
  - 1. PCRID will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board, and all committees, and will keep at the Principal Office of PCRID a record of the names and addresses of the Directors as well as its Articles of Incorporation, current Bylaws, and Board approved policies.
  - 2. PCRID will make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990.
  - 3. All books and records of PCRID may be inspected by any Director within three business days of written request.
- B. Exoneration. To the fullest extent permitted by Maryland or federal law, no Director or Officer of PCRID will be personally liable to PCRID or its members for money damages. Board members will not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions will limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
- C. Fiscal Year. The fiscal year of PCRID will begin on July 1st and end on June 30th.
- D. Indemnification. PCRID will indemnify its Directors and Officers to the fullest extent permitted by Maryland and federal law, including the payment of related legal expenses.
- E. Insurance. The Board will evaluate PCRID's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors and officers liability insurance.
- F. Non-Discrimination. PCRID will not discriminate against any person based on age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures, or practices.

- G. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* will govern PCRID where they are not inconsistent with these Bylaws or with the governing documents of RID.
- H. Signature Authority. All checks, notes, acceptances, and orders for payment of money will be signed by any individual authorized by the Board as described in PCRID's financial policies or in these Bylaws. All contracts, leases, and deeds of any kind will be signed by the President, Vice President, or any other agent of PCRID designated by the Board.

## **ANNOTATIONS:**

Note A. (II.A.) The purpose of this change is to accommodate flexible programming and conference changes per motion 2017.01. (See additional comments under Article IV.)

Note B. (IV.A.3.) Changed to reflect a standard business meeting that has to happen annually, but along with the changes to the purposes clause Article II, accommodates the intent of the flexible programming and conference changes per motion 2017.01. The details of an Annual Meeting or any other workshops, programming, scheduling, etc., should be in the policy manual. Think of it this way: an Annual Meeting has to happen each year to do the listed things above, but if you decide to make the meeting a part of an Annual Meeting or anything else, that's up to you, and your Bylaws won't hamper you from expanding or contracting what you do at an Annual Meeting because your Bylaws won't control the conference, just the Annual Meeting that has to happen. Your policies and procedures control the conference, which shouldn't be confused with your Annual Meeting, which is a legal requirement. The conference falls under an activity to accomplish your purposes in Article II, so as long as you do things to accomplish what is set out in Article II, whether that is in the form of a conference or not, you'll be in compliance.

Note C. (IV.F.) Current Bylaws have no requirement for Board member to be at the Annual Meeting, let alone be a part of the quorum.

Note D. (V.B.2.) Note important change to Board composition.

Note E. (V.D.2.) Important change to reflect current practices regarding nominations.

Note F. (V.H.) Note important additions to position terms.

Note G. (VI.) This entire section, Article VI, Officers of the Board, has been modified to be in compliance with MD non-profit organization laws. This section clearly identifies executive officer positions on the Board of Directors. All board members are directors – that's the title of all board members by default.

Note H. (VI.B.2.) Important addition to reflect current practices regarding nominations.

\*Note I. (VI.G.1.) Check for missing word or typo

Note J. (VI.H.1.g.) Note important addition regarding allocation of duties.

Note K. (VII.) Note important changes made throughout this section.

Note L. (VII.D.) Note important addition regarding Executive Session.

Note M. (VII.G.) Note important addition regarding Remote Participation.

Note N. (VII.H.) Note important addition regarding Action Without Meeting.

Note O. (VIII.C.) Note important addition regarding limitations. Major compliance issue with current bylaws.

Note P. (VIII.G.1.) Note important addition regarding the Executive Committee.

Note Q. (IX.) Conflict of Interest section missing from current bylaws.

Note R. (X.) Note multiple revisions to the section Amendments.

Note S. (XI.) Miscellaneous - Important items missing or leftover from current Bylaws.