

## **BY-LAWS of the UPPER MIDWEST TRANSLATORS AND INTERPRETERS ASSOCIATION**

### **ARTICLE I - Name and General Structure**

The name of this not-for-profit membership corporation, organized as a Chapter of the American Translators Association and existing under the laws of the State of Minnesota, shall be Upper Midwest Translators and Interpreters Association (UMTIA) ("the Association").

### **ARTICLE II - Purpose**

The purpose of the Association shall be:

- (1) To serve as a forum for discussion regarding issues of translation, interpreting, and local languages in the Upper Midwest
- (2) To serve as a means of communication between the ATA and interpreters and translators in the Upper Midwest
- (3) To educate interpreters, translators, and the public on the policies and objectives of the ATA.
- (4) To educate interpreters, translators, and the public on appropriate standards of professional ethics and best business practices related to the fields of translation and interpreting.
- (5) To inform the public about public policy that affects the interpreting and translating professions, and to provide knowledge and expertise during the development of public policy regarding translation and interpreting.

### **ARTICLE III - Membership**

**Section 1: Classes:** The membership of UMTIA shall consist of the following four (4) classes: individual, corporate, institutional and lifetime.

#### **Section 2: Eligibility**

- a) **Individual:** Any person at least eighteen years of age who is professionally engaged in translation and interpreting or closely related work, or who desires to further the objectives of the chapter and who commits to the ethical standards of the profession
- b) **Institutional:** Institutional membership is open to any nonprofit educational institution or any other nonprofit institution in the Upper Midwest area with an interest in the translation or interpreting professions and which commits to the ethical standards of the profession. Membership shall be in the name of the institution, not in the name of the individual. Individuals associated with an institutional member may qualify as members in other classes in their own right.
- c) **Corporate:** Corporate membership is open to any business firm in the Upper Midwest area with an interest in the translation or interpreting professions and which commits to the ethical standards of the profession. Membership shall be in the name of the firm, not in the name of an individual. Individuals associated with a corporate member may qualify as members in other classes in their own right.

d) **Lifetime:** Lifetime membership may be granted without expiration to individual members who pay 25 years worth of dues at one time and who commit to the ethical standards of the profession.

### **Section 3: Rights and Privileges**

a) Except as excluded in Article III, Section 3, sub-section (b) and in Article V, Section 4, individual members, or representatives of institutional and corporate members have the right to attend any UMTIA meetings; receive UMTIA's regular publications; serve on all committees of the association; attend association-sponsored events; and have access to any other member services that the UMTIA Executive Board puts into effect.

b) Institutional and Corporate members have the right to designate up to two people as representatives to receive the rights and privileges in Article III, Section 3 (a), but each Institutional and Corporate membership has only one vote. Representatives of Institutional and Corporate members may not be Board members.

### **ARTICLE IV - Dues**

a) The annual dues for all classes of memberships shall be established by the UMTIA Executive Committee. Dues are payable annually in advance by December 31 of the preceding year.

b) New memberships received on or after October 1 are good through December 31 of the following year. (For example, a new membership received on October 1, 2014 will expire on December 31, 2015.)

c) Membership is considered lapsed when dues are 15 days in arrears. All rights and privileges with membership are forfeited during the period of the lapse. Upon payment of the full annual dues, a lapsed membership shall be reinstated with all pertinent rights and privileges.

d) Individuals or organizations whose membership has been terminated because of nonpayment of dues must file a new application in order to reinstate their membership.

### **ARTICLE V - Executive Board**

#### **Section 1: The Executive Board Role, Size and Compensation.**

The Executive Board is responsible for overall policy and direction of the association, and delegates responsibility for day-to-day operations to the president and committees. The Executive Board shall:

a) have up to twelve and not fewer than six officers;

b) shall receive no compensation other than reimbursement for reasonable expenses incurred while carrying out UMTIA goals;

c) have duties that shall be those normally assumed for these offices, as defined in Article V below.

## **Section 2: Meetings.**

The Executive Board shall meet at least quarterly at an agreed upon time and place. The governing body may call additional meetings when necessary.

## **Section 3: Quorum.**

At all meetings of the Executive Board, sixty percent (60%) of the members of record shall constitute a quorum for the transaction of all authorized business.

## **Section 4: Officers and Duties.**

There shall be at least six officers of the Executive Board consisting of a President, Vice-President, Membership Director, Secretary, Treasurer and Committee Liaison.

Only individual members residing in Iowa, Minnesota, North Dakota, South Dakota, or Wisconsin shall be eligible to serve on the Executive Board.

The president and vice-president must be active members of the American Translators Association (ATA). They must also have previous involvement with UMTIA and participation on the Board. Officer duties are as follows:

- a) **The President** shall: supervise all of the affairs of the Association, and preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Membership Director, Secretary and Treasurer; share with the Treasurer the right to sign checks, execute all documents, obligations, contracts, qualify facilitators/presenters, provide an annual summary of chapter activities for ATA and maintain registry of the organization with the Secretary of State.
- b) **The Vice-President** shall: serve as member ex officio of all committees; establish, and maintain contact with external allied groups; oversee online communication media and email groups; oversee the ATA certification exam coordinator; and fulfill other duties as assigned by the Executive board.
- c) **The Membership Director** shall: serve as the central contact point for membership; process membership forms; maintain a current roster of members; and fulfill other duties assigned by the Executive board.
- d) **The Secretary** shall: record minutes at all UMTIA meetings; communicate information to Executive board; send out meeting announcements; distribute copies of minutes and the agenda to the Executive board; maintain all UMTIA documents, records, forms, and supplies.
- e) **The Treasurer** shall: make a report at each Executive board meeting; share with the President the duty to sign checks; maintain the financial records and keep records of membership dues; prepare a budget annually and submit financial reports to ATA headquarters; arrange for annual audit (if necessary); make financial information available to Executive board members and the public; submit a

yearly financial report to the State Attorney General; provide 1099-Misc form to providers; and fulfill other duties as assigned by the Executive board.

f) **The Committee Liaison** shall: keep in regular communication with leaders of all Special Interest Groups (SIGs) committees; provide two-way communication between the Executive board and committees in carrying out their goals (such as workshops); attend and assist at 75% of workshops each year; provide leadership to committees in the event of a prolonged absence or resignation of a committee leader; make UMTIA policies, procedures and requirements clear to committee leaders.

g) **The Media Manager** shall: maintain and manage online media including the website, the blog, and the facebook site; and fulfill other duties as assigned by the Executive board.

h) **The Members at Large** shall: be active participants in UMTIA activities, volunteering for projects and initiatives, attending events and collaborating with them, attend meetings, vote on the board and give informed opinions, including email voting, and fulfill other duties as assigned by the Executive Board

#### **Section 5: Modifications of Executive board.**

Each of the above offices, with its attendant duties, may be shared by two people, as long as both people meet the eligibility requirements for the given office. Likewise, one person may hold up to two offices as long as s/he meets the eligibility requirements for both offices, with the exception of the President, who may not serve as Vice- President or Secretary or Treasurer at one and the same time. The above modifications may be made if a motion is carried by a two-thirds majority of executive board members.

#### **ARTICLE VI - Term of Office**

The term of office shall be for two (2) years beginning January 1 after the election. In order to assure continuity, the officers' terms shall be staggered and overlap to the extent possible.

#### **ARTICLE VII - Election of Officers**

##### **Section 1: Election of Officers**

The members shall elect the UMTIA Executive board among its members at the annual meeting. An Election of Officers must be held no earlier than August 1 and no later than November 15.

##### **Section 2: Nominating Committee**

The Executive board shall appoint a Nominating Committee no sooner than June 1 and no later than July 15 to propose candidates for the officers of the Executive board posts to be filled for the coming year. The committee shall include one Executive board member and two UMTIA members who are not members of the Executive board, one of whom shall serve as chair. In selecting candidates, the committee shall endeavor to develop an Executive board with wide-ranging language of origin, gender, abilities and strengths to serve UMTIA and its members.

### **Section 3: Election by acclamation.**

- a) If the number of candidates nominated for vacant positions is equal to or less than the number of positions to be elected, the Executive Board may give notice that an Election of Officers will not be held. Notice must be given no later than 10 days before the end date for the Election by Acclamation.
- b) If an Election of Officers is not held, the Executive board shall declare elected by acclamation the slate of nominated candidates and shall issue a certificate of election.
- c) An Election by Acclamation may be held no earlier than August 1 and no later than October 15

When there is an Election by Acclamation, the following rules hold:

- a) The Secretary or Vice-President will send out a notice of Election by Acclamation with all necessary information and receive comments from members at least 10 days before the Election by Acclamation end date.
- b) If someone contests a nominee, they must give a valid reason for contesting the nomination and propose an alternative nominee. In this case, an Election of Officers will be called for the contested position.
- c) If no objections are raised during the 10 day period by email, a Certificate of election will be issued.

### **Section 4: Contested election**

When there is a contested election and there is not an Election by Acclamation, the following rules hold:

- a) **Elections Moderator:** The Executive board shall appoint among UMTIA members an Elections Moderator who will be responsible for proper conduct of the annual election and any other elections or votes by the membership, such as amendments to the bylaws.
- b) **Methods of Voting:** The Elections Moderator shall ensure that the necessary information for the election is provided to the membership at least ten business days in advance of the election. All voting must be done in-person at an election meeting.
- c) **Quorum:** A quorum for meetings of the membership shall consist of 25% of the total membership or a minimum of 12 persons, whichever is smaller.
- d) **The Election.** The Elections Moderator shall conduct the election, with the assistance of as many members as deemed necessary. The affirmative votes of a majority of those voting in the election shall serve to elect a candidate.

### **Section 5: Filling Vacancies**

In case of a resignation or other unexpected vacancy, the Executive board shall appoint a person to hold that office for the remainder of the term.

## **Section 6: Staggering positions**

In odd years the following positions will be elected: President, Media Manager, Membership Director, 3 members-at-large

In even years the following positions will be elected: Vice-President, Secretary, Treasurer, Committee Liaison, 2 members-at-large

## **Section 7: Resignation, Termination and Absences.**

Resignation from the Executive board must be in writing and must be received by the Secretary. An Executive board member shall be dropped for excess absences from the Executive board if s/he has three unexcused absences from Executive board meetings a year. An Executive board member may be removed for other reasons by a 60% vote of the remaining officers.

## **ARTICLE VIII- Committees**

The Executive board shall create four types of committees as needed: regulatory committees, general committees, out-reach committees, and special interest groups, and any other committee that may be necessary to accomplish UMTIA goals. The Executive board appoints all committee chairs, but general committees, out-reach committees, and special interest groups may choose their committee chairs at the discretion of the Executive board.

- a. Regulatory committees are appointed by the Executive Board.
- b. General committees are open to the general membership of UMTIA.
- c. Outreach Committees are open to members and non-members who have an interest in the field of translating and interpreting.
- d. Special Interest Groups are open to the general membership of UMTIA.

## **ARTICLE IX-Conflict of Interest**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

### **a) Definitions.**

1) **An interested person**, for purposes of this conflict of interest policy, is any principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, through business, investment, or family, as defined below:

- (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

2) **Compensation** includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in Article IX, subsection (b), part (2), the board shall determine whether a conflict exists.

**(b) The Board shall not enter into any contract or transaction with:**

- a. One or more of its officers,
  - b. an officer of a related organization or
  - c. an organization in or of which an officer of UMTIA is a director, officer or legal representative,
- or in some other way has a material financial interest unless:

**1) Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2) Determining whether a Conflict of Interest exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3) Procedures for addressing the Conflict of Interest**

a) An interested person may make a presentation at the executive board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested officers whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and

whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**c) Violations of the Conflicts of Interest Policy**

1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Officer may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

**(d) Compensation.** This subsection shall govern when compensation from this Organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE X-Amendments**

Amendments to these bylaws may be proposed by the Executive board or by petition of no fewer than 25% of UMTIA members. Proposals originating by petition shall be submitted in writing to the Executive board on whose recommendation they shall be presented to the membership.

Subject to restrictions imposed by statute, the Executive board may amend the bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments to all the executive board members at least fifteen (15) calendar days prior to a duly called meeting of the executive board. Such amendment shall require an affirmative vote of two-thirds of the Executive board at a duly constituted meeting of the Board.



### **ARTICLE XI - Parliamentary Authority**

Unless otherwise covered by these Bylaws of UMTIA, Robert's Rules of Order, Revised, Modern Edition, shall apply at all the meetings.

### **ARTICLE XII- Dissolution**

UMTIA may be dissolved only by a two-thirds vote of the Executive Board present at a special meeting called for that purpose. On the dissolution of UMTIA, all the assets remaining after satisfaction of the Association's obligations shall be distributed, at the discretion of the Board of Directors, among foundations or entities that are organized and operated exclusively for scientific, literary or educational purposes; that allow no part of their net earnings to ensure the benefit of any private member or individual; and that do not promote propaganda or participate or intervene in any political campaign.

### **ARTICLE XIII- Fiscal Year**

The fiscal year of the Association shall be determined by the Executive board in accordance with the appropriate local laws.

The original by-laws were approved by Tara Gibbs, Elisa Gustafson, David Coats, and Marcella Estibill on September 15, 2008 and approved unanimously by the full Executive Board on October 17, 2008.

Amended by laws drafted by Tara Gibbs, Elisa Gustafson, Beth Horsager and Jen Sunness and approved unanimously by the Executive Board on January 7, 2015.

Amended by laws drafted by Elisa Gustafson and Catherine Gonzalez-Klang and approved unanimously by the Executive Board on January 15, 2017