

UPPER MIDWEST TRANSLATORS AND INTERPRETERS ASSOCIATION BYLAWS

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 student.

Section 2: Eligibility

- a) Individual: Any person at least eighteen years of age who (1) is professionally engaged in translation and interpreting or closely related work, or (2) desires to further the objectives of the chapter.
- b) Student: Any person who is an enrolled student in translation or interpreting related curricula at an accredited institution of higher education in the Upper Midwest area shall be eligible for student membership. A person may not retain student membership status for more than a five-year period.
- c) 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. 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.
- d) Corporate: Corporate membership is open to any business firm in the Upper Midwest area with an interest in the translation or interpreting professions. 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.

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 membership meetings; receive UMTIA’s regular publications; serve on all committees of the Association; attend association-sponsored events at a reduced fee; and have access to any other member services that the UMTIA Executive Committee puts into effect.
- b) Student members pay reduced dues and have all the rights and privileges of individual members except the right to have contact information listed in the membership directory and the right to serve on the UMTIA Executive Committee or other UMTIA Governance Committees. Student members may serve on non-governance committees and belong to special interest groups.

ARTICLE IV - Dues

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. Membership is considered lapsed when dues are two months in arrears, and all rights and privileges 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. 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 Committee

Section 1: The Executive Committee Role, Size, Compensation.

The Executive Committee 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 Committee shall:

- a) have up to ten and not fewer than five 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 Committee shall meet at least quarterly, at an agreed upon time and place.

Section 3: Quorum.

At all meetings of the Executive Committee, 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 five officers of the Executive Committee consisting of a President, Vice-President, Membership Director, Secretary, and Treasurer.

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

Their duties are as follows:

- a) The President shall: supervise all of the affairs of the Association, 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, and qualify facilitators/presenters.
- 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; and fulfill other duties as assigned by the Executive Committee
- 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 Committee
- d) The Secretary shall: record minutes at all UMTIA meetings; communicate information to Executive Committee; send out meeting announcements; distribute copies of minutes and the agenda to the Executive Committee; maintain all UMTIA documents, records, forms, and supplies; maintain and manage the production and distribution of the UMTIA newsletter; and fulfill other duties as assigned by the Executive Committee.
- e) The Treasurer shall: make a report at each Executive Committee 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 Committee members and the public; and fulfill other duties as assigned by the Executive Committee.

Section 5: Modifications of Executive Committee.

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

ARTICLE VI - Term of Office

The term of office shall be for two years beginning six months after the election. In order to assure continuity, the officers' terms shall overlap to the extent possible.

ARTICLE VII - Election of Officers

The members shall elect the UMTIA Executive Committee among its members at the annual meeting. In case of a resignation or other unexpected vacancy, the Executive Committee shall appoint a person to hold that office for the remainder of the term.

ARTICLE VIII – Nominating Committee

The Executive Committee shall appoint a Nominating Committee 3 months before the annual meeting to propose candidates to the membership for the officers of the Executive Committee posts to be filled for the coming year. The committee shall include one Executive Committee member and two members at large, one of whom shall serve as chair. In selecting candidates, the committee shall endeavor to develop an Executive Committee with wide-ranging language origin, gender, abilities and strengths to serve UMTIA and its members.

ARTICLE IX - Elections

- a) Elections Moderator: The Executive Committee 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. The membership shall have the opportunity to vote by mail, provided ballots are received by the Elections Moderator prior to the meeting at which the election is to be held, or in person at the 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. If a plurality occurs, the two highest scoring candidates shall compete in a run-off election.

ARTICLE X - Committees

- (a) The Executive Committee
 - a. The Executive Committee 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 Committee 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 Committee.
 - b. Resignation, Termination and Absences. Resignation from the Executive Committee must be in writing and must be received by the Secretary. An Executive Committee member shall be dropped for excess absences from the Executive Committee if s/he has three unexcused absences from Executive Committee meetings a year. An Executive Committee member may be removed for other reasons by a 60% vote of the remaining officers.
- (b) Other Committee Membership
 - a. *Regulatory committees* are appointed by the executive committee. Committee members must be non-student members of UMTIA.
 - 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 XI-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. 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, as defined below:

- (1)a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (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.

Compensation includes direct and indirect remuneration as well as gifts of 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, section 6, 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 governing board or committee 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.

4)Violations of the Conflicts of Interest Policy

(a)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.

(b) 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.

(c) 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 XII-Amendments

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

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

ARTICLE XIII - 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 XIV -- Dissolution

UMTIA may be dissolved only by a vote of a majority of the members 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 XV- Fiscal Year

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

These amended by-laws were approved by Tara Gibbs, Elisa Gustafson, David Coats, and Marcella Estibill on September 15, 2008. These amended by-laws were approved unanimously by the full board October 17, 2008.