

# BYLAWS

## *Of the*

### WASHINGTON STATE

#### COURT INTERPRETERS & TRANSLATORS SOCIETY

ARTICLE 1 - OBJECTIVES .....	1
ARTICLE 2 - MEANS TO ACHIEVE OBJECTIVES .....	1
ARTICLE 3 - MEMBERSHIP CLASSES & DUES.....	2
ARTICLE 4 - APPLICATION FOR MEMBERSHIP AND NON-DISCRIMINATION.....	2
ARTICLE 5 - ANNUAL MEETING .....	2
ARTICLE 6 - MEMBER EXPULSION.....	2
ARTICLE 7 – OFFICERS & TERMS OF OFFICE.....	2
ARTICLE 8 - BOARD OF DIRECTORS.....	3
ARTICLE 9 – BOARD MEETINGS.....	3
ARTICLE 10 - COMMITTEES .....	3
ARTICLE 11 - PARLIAMENTARY AUTHORITY, VOTING, NOTICE AND ELECTIONS .....	4
ARTICLE 12 - AMENDMENTS.....	3
ARTICLE 13 - DISSOLUTION .....	4
ARTICLE 14 - RECORDS .....	4
ARTICLE 15 - FISCAL YEAR.....	4
ARTICLE 16 - REMUNERATION AND REIMBURSEMENT.....	4
ARTICLE 17 – CONFLICT OF INTERESTS .....	4
ARTICLE 18 - SUPREMACY.....	4

#### ARTICLE 1 - OBJECTIVES

The Washington State Court Interpreters and Translators Society (hereinafter "WITS") is established as a non-profit organization by and for court interpreters and translators throughout the State of Washington:

- a. *To advocate and promote the recognition of interpreting and translating as a profession and to promote and safeguard the rights and interests of the professional interpreter and translator;*
- b. *To promote and maintain standards of professional ethics, practices, and competence, particularly as set forth in the Code of Conduct enacted by the Washington State Legislature;*
- c. *To sponsor, promote, and provide ongoing educational opportunities and training for interpreters and translators interested in or working within the legal profession;*
- d. *To provide information to the public regarding interpreting and translating.*

#### **MISSION STATEMENT**

We are court interpreters and translators working together to improve the quality of language services, defend the interests of language professionals, and promote understanding of our professions.

#### ARTICLE 2 - MEANS TO ACHIEVE OBJECTIVES

The society will strive to meet these objectives by means including, but not limited to, the following:

- a. *Establishing a system of mutual assistance to all members;*

- b. *Distributing professional publications, bulletins, notices, reports, and any other materials that might advance the profession and the interests of the interpreter and translator;*
- c. *Sponsoring, organizing, and supporting the training of interpreters and translators by lectures, seminars, workshops, and courses;*
- d. *Holding periodic meetings;*
- e. *Conducting any other activities designed to effect and further its objectives and promoting the general welfare of the Society.*

### **ARTICLE 3 - MEMBERSHIP CLASSES & DUES**

Any person who agrees to adhere to the Objectives and Means (Articles 1 & 2) may become a member of WITS. The classes of membership and their voting rights are to be set by the Board of Directors and may include Individual, Student, Institutional, Corporate, Supporting and Honorary. The Board of Directors shall set the amount of Yearly Dues for each class, its privileges and responsibilities and may forgo dues as to any person or class as may be necessary for the good of the Society.

### **ARTICLE 4 - APPLICATION FOR MEMBERSHIP AND NON-DISCRIMINATION**

Applications for membership shall be made in a form and manner prescribed by the Board of Directors. No application shall be denied on the basis of race, creed, color, national origin, gender, sexual orientation, linguistic acumen or physical disability.

### **ARTICLE 5 - ANNUAL MEETING**

The Board of Directors shall call an annual meeting of the Membership before the Summer Solstice of each calendar year (Gregorian). At the annual meeting reports by the President on the state of the Society and the Treasurer on the state of the Society's finances shall be made. The Board shall answer questions and solicit suggestions from the Membership.

### **ARTICLE 6 - MEMBER EXPULSION**

Expulsion procedures shall be those determined by the Board of Directors. A member may be expelled from the Society for any of the following causes:

- a. Malfeasance in office as a director, committee chair, or officer of the Society;
- b. Conduct or public statements injurious to the Society or the profession, such as misrepresentation in advertising or public denigration of a colleague in the profession without substantiation;
- c. Falsification or misrepresentation in the original application for membership in the Society;
- d. Violating the ethical Code of Conduct.
- e. Commission of a crime.

### **ARTICLE 7 – OFFICERS & TERMS OF OFFICE**

The officers of **WITS** shall be selected from the Board of Directors by the Board of Directors and shall include a President, one or more Vice Presidents, a Secretary, and a Treasurer. Their duties and responsibilities shall be as normally assumed for these offices.

The **President** is the chief spokesperson of the Society and chair of the Board of Directors, is responsible for filling all of the chairs of the committees and must inform the Membership at the Annual Meeting on the State of the Society. The President is an *ex officio* voting member of all committees, including the Executive Committee, except any audit and nominations committees. In the event of the President's resignation, expulsion or inability to serve, the selected **Vice-President** shall assume the

duties and powers of the President. The President shall send the Non-Profit Corporation annual registration to Olympia in a timely manner.

The **Secretary** shall insure that the records of the Society are maintained and that minutes are taken of each Board Meeting and the Annual Meeting of the Membership and any special meeting of the Membership, and insure that the minutes are available to the Membership.

The **Treasurer** is responsible for maintaining the financial records of the Society. She or he must give an accounting of the income and expenses of the Society at the Annual Meeting of the Membership. The Treasurer must file the annual return for the Internal Revenue Service. The offices of Secretary and Treasurer may be held by the same person.

The term of office for each officer shall be two years and may be staggered if the Board chooses. Officers shall serve no more than three consecutive terms. Officers shall serve until their successor takes office. In the event of a vacancy, the Board shall appoint a replacement from the Board or from the Membership until a newly elected member takes the office on January 1 of the year after elections.

### **ARTICLE 8 - BOARD OF DIRECTORS**

The Board of Directors shall have authority over the President, the Executive Committee and any officer. The Board shall consist of at least seven (7) and no more than eleven (11) members in addition to the past president who shall be an *ex officio* voting member of the Board of Directors for one year after her or his successor has assumed office.

The Board transacts the business of WITS and is vested with all necessary powers. In addition to its ordinary and usual duties, the Board is obligated to ensure the publication of the Society Newsletter no less than one time per calendar year.

### **ARTICLE 9 – BOARD MEETINGS**

The Board shall meet at least four times during the calendar year. Notice of the Meetings shall be posted on the Society's Website and provided to any member who asks. Members are encouraged to attend and may, with the President's permission, participate in the discussion of any issue.

A quorum at board meetings shall consist of 50 percent of the Board.

### **ARTICLE 10 - COMMITTEES**

The Board may establish such standing or special committees as needed. The President appoints the chair of any committee. The Board may create an Executive Committee, which has the authority to run the day-to-day operations of the Society.

In addition to any standing committee, there shall be a Nominating Committee consisting of voting members in good standing and appointed by the President no later than October 1 of any year in which elections for the Board are to be held. This committee shall not include any current Board member or any potential candidate for office. Members of the Nominating Committee, upon the recommendation of the President, shall present the names of candidates and their written acceptances to the Board no later than October 25 of any year in which elections are to be held.

### **ARTICLE 11 - PARLIAMENTARY AUTHORITY, VOTING, NOTICE AND ELECTIONS**

Unless otherwise covered by these Bylaws, the Articles of Incorporation or Rules of the Society, the latest edition of Scott Foresman's Robert's Rules of Order shall apply at all meetings of the Society except that Committees may meet informally. While consensus is encouraged, a majority vote prevails.

A Board Member may appear by conference call. Proxy voting is permitted provided that the proxy statement is filed with the Secretary at the time of the vote. No Board member, Officer or not, shall have more than one vote.

Notice of the Annual Meeting and of any special meeting of the Board can be disseminated to the Membership by any means that affords a reasonable notice of the time and the agenda of the meeting.

The Board, as needed, shall be elected by the Membership in November of the Calendar year and each newly elected Board Member assumes her or his office on January 1 of the following calendar year for a term of two years. Board members' terms may be staggered if the Board chooses. A Board member may serve no more than three consecutive terms. In the event of a vacancy, the Board shall appoint a replacement from the Membership until a newly elected member takes the office on January 1 of the year after elections..

The Board may set the procedure for any contested election.

#### **ARTICLE 12 - AMENDMENTS**

Amendments to these bylaws may be proposed by the Board of Directors or by a petition of no fewer than 10 voting members of the Society. Proposals originating by petition shall be submitted in writing to the Board of Directors on whose recommendation they shall be presented to the Membership. Adoption of an amendment requires a simple majority of the tallied votes of WITS members voting by mail received prior to a date certain.

#### **ARTICLE 13 - DISSOLUTION**

The Society may be dissolved by a three fourths majority of the Membership present at a meeting called for that purpose. Upon the dissolution of the Society, all assets remaining after satisfaction of the Society's obligations shall be distributed, at the discretion of the Board of Directors, among foundations or learned societies that are organized and operated exclusively for charitable, scientific, literary, or educational purposes as approved by 501(c)(3) of the Internal Revenue Code (or its successor statute), that allow no part of their net earnings to inure to the benefit of any private member or individual, and that do not carry on propaganda or participate in any political campaign.

#### **ARTICLE 14 - RECORDS**

All Records, Files and Papers of the Society may be reviewed by any Member who is current in her or his dues upon reasonable notice. Officers and Board Members holding records of the Society shall transfer them to their successors, or, if no successor, to the Secretary, after the November elections.

#### **ARTICLE 15 - FISCAL YEAR**

The Fiscal Year shall end on December 31.

#### **ARTICLE 16 - REMUNERATION AND REIMBURSEMENT**

The Officers and members of the Board of Directors shall serve without pay. However, the Society may reimburse any Officer, Board member or Member for any and all expenses and costs necessary for the good of the Society. In addition, the Board may pay a reasonable fee to a Board Member to publish the Society Newsletter and to maintain the Website.

#### **ARTICLE 17 – CONFLICT OF INTERESTS**

Board Members shall disclose to the Board as soon as they know, all possible conflicts of interest, which they or a family member may have. While a Board Member with a possible conflict of interest may participate, with the President's approval, in a discussion of a salary as Newsletter Editor or for reimbursement of a cost or expense, that Board Member shall not be present during any vote on the issue.

#### **ARTICLE 18 - SUPREMACY**

These Bylaws supersede all terms and provisions of all prior Bylaws.