

OREGON SOCIETY OF TRANSLATORS AND INTERPRETERS  
BY-LAWS

Approved by the Board of Directors:

Article I: *NAME*

The OREGON SOCIETY OF TRANSLATORS AND INTERPRETERS shall be:

OREGON SOCIETY OF TRANSLATORS AND INTERPRETERS

ARTICLE II: *STATEMENT OF PURPOSES*

The OREGON SOCIETY OF TRANSLATORS AND INTERPRETERS (hereinafter "Society") is established by and for Oregon translators and interpreters and shall have the following purposes and objectives:

1. Professional:

- a) To promote the recognition and advancement of the professions of translation and interpretation;
- b) To promote high standards for quality, ethics and business practices for translators and interpreters;
- c) To provide information to translators and interpreters that will advance their intellectual interests;
- d) To support the training of translators and interpreters;
- e) To promote accreditation, certification and other credentialing programs for the professional enhancement and advancement of the Society's member translators and interpreters;

2. Practical:

- a) To provide information to practitioners of translation and interpretation that promote sound business practices;
- b) To provide information that will assist newcomers to the professions of translation and interpretation in establishing themselves in the marketplace;
- c) To make a directory of member professionals and their qualifications available to the public.

3. Personal:

To provide a forum in which translators, interpreters, and those in allied fields can network.

4. Public:

- a) To inform the public about the Society and the professions of translation and interpretation;
- b) To raise awareness and respect for translators and interpreters;

5. Political:

To advocate on behalf of interpreters and translators in all realms and to seek to influence public policy as it may affect the professions of translation and interpretation.

ARTICLE III: *MEMBERSHIP*

1. Qualifications for Membership. Membership in the Society is open to any natural person of voting age resident in the State of Oregon or an adjacent state who

- a) is a professional translator or interpreter or is striving to become a professional translator or interpreter;
- b) signs and submits a completed membership application to indicate acceptance of the rights, benefits and obligations of membership set forth in the Bylaws of the Society, and
- c) makes payment for the current year's annual dues.

2. Classes of membership. There shall be one class of membership: Individual membership. Individual membership shall be limited to individuals who are natural persons.

Individual members of the Oregon Society of Translators and Interpreters shall not cause or permit any organization of any kind with which they may be in any way associated or affiliated to represent, directly or indirectly, that any member's individual membership confers Society membership, affiliation, association, endorsement or any benefit of membership upon any such organization.

3. Application for Membership: To apply for membership, a potential member must submit a signed membership application accompanied by the full amount of the annual dues for the membership year in question.
4. Dues: The annual membership dues and the method of payment shall be established by the Board of Directors.
5. Membership Period. Membership is valid for a period of 12 months from the month that membership is approved by the Membership Committee, or for multiple years based on dues paid. Membership dues are non-refundable. Members will be given notice when their membership period has expired and when the following year's dues are due. After a grace period of one month, membership shall automatically lapse and member's listings will be deleted from the Society's public directory. Listing will be restored upon receipt of a member's dues for the year in question.
5. Rights and Privileges: Members shall be entitled to the following benefits:
- a) to vote for Directors and Officers of the Society.
  - b) to be listed in any Society directory of professional interpreters and translators,
  - c) to receive all of the Society's regular publications free or at special membership rates,
  - d) to be members of any relevant Society listserv,
  - e) to attend and observe any meeting of members or Directors and
  - f) to attend any relevant training, continuing education or other such activity organized by the Society upon payment of the discounted member fee therefor. Members of the public will also be able to attend these programs by paying a higher fee subject to availability.
  - g) to receive any benefits that may be added in the future.
  - h) Extraordinary Meetings; Members may call an extraordinary membership meeting at any time, by submitting a written petition therefor signed by ten percent (10%) of Society Members in good standing. The same standards apply to these meetings as to any other regular meetings. All Board meetings will include an opportunity for comment from the general membership.
6. Meetings. All members shall be given at least thirty days notice of the annual meeting at which Directors are elected. Notices shall be sent by email to the members' email address of record and posted on the Society's website, if it has one.
7. Expulsion: A member may be expelled from the Society by a four-fifths (4/5) vote of the Board of Directors at a meeting called for considering same, for any of the following grounds:
- a) malfeasance in office as a Director, Officer, committee chair or other position of responsibility of the Society;
  - b) misrepresentation in the Society's directory;
  - c) falsification or misrepresentation in the original application for membership in the Society;
  - d) a felony conviction
  - e) if any of the grounds in 7a through 7d are alleged against a Board member, said Board member shall recuse him or herself from voting on said matter.
  - f) The Member so accused shall have 30 days to respond to specific written notice of such an allegation. This notice, which must include all details submitted in the original complaint, shall be sent by the Board and must be sent to the person alleged to have performed such acts both by mail and by email.
  - g) The Board shall have the discretion to dismiss complaints that are on their face too trivial.
  - h) The accused Member must be given a reasonable opportunity to present a written defense.
  - i) The Board shall meet in a closed Session to evaluate the written allegations and written defenses and proceed as needed.
  - j) If the accused Member has authority to sign checks or otherwise obligate the Society, the President may direct the Society's financial institution to stop payment or otherwise suspend such authority pending disposition of the accusation.

#### ARTICLE IV: *BOARD OF DIRECTORS*

1. Number of Directors. The Board of Directors shall comprise five (5) Directors. The Board of Directors may change the number of Directors but only upon sixty days written notice to all Members.
2. Eligibility to Run for Office. Any member in good standing who has been a member in good standing for the year

immediately prior to the election shall be eligible to run for Director of the Society.

3. Duties. Management of the Society shall be by and through the Board of Directors. The Board may define policies and procedures in Policy Documents as necessary. By a simple majority vote, the Board may submit any decision to a vote of all Members of the Society. Members who attend Board meetings shall be free to provide their input at the appropriate time.

4. Quorum. A quorum at meetings of the Board of Directors shall consist of a majority of the Directors currently holding office.

5. Notice of Meetings. Email notice of all Board meetings shall be in writing and sent no less than seven days in advance, by email and, in addition, by posting on the Society's website, if any. If, however, the Board designates a regular recurring schedule for fixing meeting dates, such as, for example, at 7 pm on the Nth Tuesday of each month, no further notice shall be required. In an emergency, a meeting may be called upon any notice reasonably calculated to allow the majority of the Directors to attend.

6. Meetings. Meetings of the Board of Directors shall be open to members in accordance with applicable Oregon law. Closed meetings may be held on matters involving personnel, litigation, contractual negotiations, or similar matters on a recorded vote of the Board of Directors. When a meeting is closed, the reason shall be recorded in the minutes.

7. Presiding Over Meetings. Any member of the Board may serve as chair of a board meeting upon approval by the Board.

8. Directors shall be elected for a two (2)-year term, commencing on January 1, except that, at the meeting at which these By-Laws are adopted and ratified, two of the five original Directors, to be chosen from the five original Directors either by lot or by volunteering to serve a shorter term, shall be designated to serve for a term of one (1) year. In case of resignation, death, disabling illness, or other occurrence or condition rendering a Director unable or unwilling to serve, the Board shall appoint someone else to hold that Director's position for the remainder of that term.

## ARTICLE V OFFICERS

1. Offices. The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer.

2. Duties. Their duties shall be as follows:

(a) The President shall:

- i) serve as Chairperson of the Board of Directors;
- ii) serve as Chief Executive Officer of the Society;
- iii) serve as *Ex-officio* member of all committees;
- iv) with input from other Board members, prepare an agenda for and preside at meetings in rotation with other Board Members. At each meeting, a chair for the next meeting may be chosen among the Board members.

(b) The Vice President shall

- i) perform the duties and exercise the powers of the President in the event of the President's absence, including acting as chairperson of the Board of Directors;
- ii) perform such other duties as may be from time to time prescribed by the Board.

(c) The Secretary shall

- i) keep the minutes of the Annual Meeting and other meetings of the Board of Directors in the manner provided by the Society for that purpose;
- ii) cause all notices to be duly given in accordance with the provisions of these By-Laws or as required by law;
- iii) keep a register of such postal and email addresses of all Directors as such Directors shall furnish to the Secretary;
- iv) in general, perform all duties incident to the office of Secretary;
- v) such other duties as may be from time to time prescribed by the Board.

(d) The Treasurer shall

- i) be responsible for all funds of the Society;
- ii) submit a monthly Treasurer's Report to the Board of Directors;
- iii) prepare an annual Treasurer's Report in the month prior to the Annual meeting;

- iv) be responsible for filing the report to the Attorney General;
- v) be responsible for the annual filing with the Oregon Secretary of State;
- vi) perform all duties incident to the office of Treasurer;
- vii) such other duties as may be from time-to-time prescribed by the Board.

### 3. Vacancies

(a) Should there be a vacancy in the Presidency, the Vice president shall succeed to the Presidency and shall serve until the next annual election.

(b) Any other officer vacancy shall be filled by appointment by the Board of Directors and the successor shall hold office until the end of that member's term.

4. Term of Office. Except as set forth in paragraph 3 'Initial Officers' immediately following, the term of office shall be for two years, beginning on January 1 and ending on December 31. Upon election and until officially taking office on January 1, the newly elected officers are encouraged to attend and participate in the Board meetings as non-voting members (unless they are re-elected Board members, in which case they can vote).

5. Annual Meeting. The Annual Meeting of the Board for the election of Officers and other purposes shall take place at the place and on the date of the Annual Meeting of Members.

6. Election of Officers. Officers shall be elected for their specific roles by the membership at large. In case of a resignation or other unexpected vacancy, the Board shall appoint a Director to hold that office for the remainder of the term of that office.

### ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society may indemnify officers and Directors of the Society to the full extent permitted by the Oregon Revised Statutes, as amended, and shall be entitled to purchase insurance for such indemnification of officers and Directors to the full extent as determined from time to time by the Board of Directors of the Society.

### ARTICLE VII. ELECTIONS

1. Nomination to the Board of Directors. The Members shall elect Directors by secret written ballot at the Annual Meeting held once each calendar year. Nominations will be accepted according to the following process:
  - a) The Nominating Committee shall be appointed by the Board of Directors upon the recommendation of the President in the spring of each year. It shall consist of three members, none of whom shall be a candidate for office that year. In selecting candidates, the committee shall endeavor to develop a Board with wide-ranging abilities, and strengths to serve the Society and its members.
  - b) The Nominating Committee shall propose candidates for each elective position of the Association. The names of the candidates proposed, whose written acceptances must have been obtained by the Nominating and Leadership Development Committee, shall be presented to the Board of Directors for publication to the members 75 calendar days in advance of the election.
  - c) Self-nominations and additional nominations from the membership will be accepted, accompanied by the written acceptance of the nominees, no later than thirty calendar days after publication by the Board of Directors of the names of the candidates the Nominating Committee has proposed (45 calendar days before the election).
  - d) All nominations, both those submitted by the Nominating Committee as well as any additional nominations received, will be submitted to the membership thirty calendar days before the election.
  - e) The Nominating Committee shall play an active role in the identification and development of future leaders of the Association, adopting and implementing best practices relating to leadership development
  - f) Nominations from the floor of the meeting for office are not permitted.
2. Supervisor of Elections. The Board of Directors shall appoint a Supervisor of Elections responsible for proper conduct of the annual election and any other elections or votes by the membership, such as amendments to the Bylaws.
3. Method of Voting. The Supervisor shall ensure that the necessary information for the election, including a written statement made by each candidate who shall choose to make one shall be provided to the Members at least thirty calendar days in advance of the election. The Members shall have the opportunity to vote by paper ballot via US Postal Service mail, provided ballots are distributed by the Supervisor of Elections prior to the meeting at which the election is to be held, or in person at the meeting, or by email or on the Society's website, if any.

4. Quorum. A quorum for meetings of the membership shall consist of twenty-five members or ten percent of the total membership, whichever is fewer.

5. Election: The Supervisor shall conduct the election, with the assistance of as many volunteers as deemed necessary. The affirmative votes of a majority of those voting in the election shall serve to elect a candidate as Director. Amendment to the bylaws shall require a two-thirds majority of those voting.

ARTICLE VIII *COMMITTEES*

1. Standing Committees. Standing committees shall be: Nominating, Publicity, Membership, and Program Committees.
2. Ad hoc Committees. The Board may establish other committees as needed and appoint committee chairpersons.
3. All committees shall make decisions by majority rule.
  - a) Members, if appointed to a committee, shall be entitled to vote as committee members on any committee business put to a committee vote.

ARTICLE IX *AMENDMENTS TO THE BYLAWS*

1. Proposal. Amendments to these bylaws may be proposed by the Board of Directors or by petition of no fewer than thirty percent (30%) 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. Notification of proposed amendments must reach individual members no fewer than 15 business days prior to the date of the meeting at which the vote is to be taken.

2. Adoption. Adoption of an amendment shall require a two-thirds (2/3) majority.

ARTICLE X *PARLIAMENTARY AUTHORITY*

Unless otherwise covered by these Bylaws, Robert's Rules of Order shall apply at all Membership Meetings.

ARTICLE XI *DISSOLUTION*

The Society may be dissolved only by a vote of 3/4 of the members present at a special meeting called for that purpose. On the dissolution of the Society, all the assets remaining after satisfaction of the Society's obligations shall be distributed, at the discretion of the Board of Directors, among organizations that are tax-exempt pursuant to Internal Revenue Code §§ 501(c)(3) or 501(c)(6).

Approved by the Directors this   9th   day of   January   2014

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Helen Eby  
President

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Jess Kincaid  
Vice President

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Jessica Dover  
Treasurer

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Elena Werner  
Secretary

\_\_\_\_\_  
Lois Feuerle  
Director