

# **PROPOSED BYLAWS AMENDMENT AND REFERENDUM**

## **I THE BOARD PROPOSES AN AMENDMENT TO THE BYLAWS**

Regular OSTI Bylaw reviews ensure that our Bylaws smoothly facilitate rather than impede our operations. Experience has shown that with the passage of time, modifications may be not only desirable, but also necessary.

After almost five years of OSTI's existence, the Board has observed that one provision with regard to our elections is not working in practice as OSTI's founders had originally hoped.

The long period of almost four months between September election and the January 1 commencement of new Directors' terms has presented challenges and proven to be awkward for both incoming and outgoing Board members.

Although originally envisioned as an opportunity for the new Board members to familiarize themselves with their duties, in practice it has not been effective. Newly elected Directors have not felt comfortable fully engaging while their predecessors are still in their positions, and the holdovers have felt uncomfortable with imposing duties and creating obligations for their successors.

In addition, the same paragraph of the Bylaws provides for the initial allocation of Directors' terms at the launch of the organization, a provision that is no longer necessary or relevant.

Accordingly, the Board proposes the following change to the Bylaws:

### **The Current Bylaws Provision that the Board of Directors recommends amending:**

The first sentence of Article IV, ¶8, now reads as follows:

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.

### **The Recommended Amendment to the Bylaws:**

The Board recommends that that first sentence of Article IV, ¶8, be deleted and replaced by the following new Article IV, ¶8:

8. Directors shall be elected for a two (2)-year term, commencing immediately after all votes have been counted and the election results certified by the Secretary on the date of the election.

The OSTI Board of Directors recommends the membership vote in favor of amending the Bylaws as aforesaid to enable newly elected Board members to be able to assume their new roles and responsibilities forthwith, relieving their predecessors of further responsibility.

The OSTI Bylaws state that the Board of Directors may propose amendments to the Bylaws, which must be proposed at least 15 days prior to the date of the meeting at which the vote on the proposed amendment will be taken (*OSTI Bylaws, Article IX, ¶1*). The adoption of an amendment requires approval by a two-thirds (2/3) majority. (*OSTI Bylaws, Article IX, ¶ 2*).

## **II REFERENDUM: THE BOARD RECOMMENDS THAT OSTI AFFILIATE WITH THE AMERICAN TRANSLATORS ASSOCIATION**

The OSTI Board hereby requests that OSTI members approve that OSTI apply for group affiliation with the American Translators Association (ATA).

The ATA is a professional association founded to advance the translation and interpreting professions and foster the professional development of individual translators and interpreters. Its over 10,000 members in more than 100 countries include translators, interpreters, teachers, project managers, web and software developers, language company owners, hospitals, universities, and government agencies. Many OSTI members are members of the ATA.

The ATA has both chapters and affiliated groups. At this time the Board would like OSTI to apply to become an ATA affiliated group.

Benefits to becoming an ATA affiliated group:

- ATA advertises affiliates' events free of charge in the ATA periodical publication, *The Chronicle*, on a space-available basis;
- ATA advertises affiliates' events free of charge online
- ATA provides affiliates with a free table at the ATA Annual Conference; and
- ATA works with affiliates on issues of mutual concern.

In exchange, ATA affiliates have responsibilities:

- Affiliates are asked to submit an annual report and a yearly financial report (optional);
- Affiliates are asked to keep the ATA informed of local issues of interest to the national organization;
- Affiliates are asked to provide support if an ATA Annual Conference is held in their state; and
- Affiliates are asked to promote ATA regional activities and ATA Annual Conferences in affiliate publications and online on a space available basis.

The ATA requires affiliates to opt for ATA affiliation by referendum. A referendum is a direct vote in which a legislative body refers a proposal to a vote by the entire electorate. In short,

the ATA wants affiliates to opt for affiliation not just because the group's board wishes to do so, but because the group's general membership also wishes to do so.

The OSTI Board has already approved applying for ATA affiliation. Accordingly, the Board recommends that the membership also vote in favor of ATA affiliation.