

BYLAWS OF
THE NORTHWEST TRANSLATORS AND INTERPRETERS SOCIETY

Article I. Objectives of the Society

The Northwest Translators and Interpreters Society (hereinafter "NOTIS") was established by and for translators and interpreters in Seattle and the Northwest States, namely, Alaska, Idaho, Montana, Oregon, and Washington. In elaboration of the corporate purpose stated in the Articles of Incorporation, NOTIS shall have the following objectives:

1. Professional

- a) To promote the recognition and advancement of the professions of translation and interpretation.
- b) To promote high standards of professional ethics and business practices for translators and interpreters.
- c) To protect and safeguard the rights and interests of professional translators and interpreters.
- d) To provide information to translators and interpreters which will advance their intellectual interests.
- e) To support the training of translators and interpreters.
- f) To support the certification program of the American Translators Association (ATA), and other ATA policies and activities which advance the profession of translators and interpreters.
- g) To maintain relations with the ATA as one of its chapters, and with regional groups who represent these professions.

2. Practical

- a) To provide information to practitioners of translation and interpretation which will improve their business abilities.
- b) To provide information which will assist newcomers to the professions of translation and interpretation in establishing themselves in the marketplace.
- c) To assist members in marketing their services, although NOTIS does not provide referrals or engage in commercial negotiations on behalf of translators and interpreters.

3. Personal

To provide a forum in which translators and interpreters and those in allied fields can establish acquaintance, network, and discuss mutual needs and business objectives.

4. Public

- a) To inform the general public, clients, and persons in allied fields about NOTIS and the professions of translation and interpretation.
- b) To continue the process of raising awareness and respect for professional translators and interpreters.
- c) To work toward increased recognition of the need for monetary compensation commensurate with the experience, training, effort, and abilities required to provide quality translation and interpreting services.

5. Political

To seek to influence public policy as it applies to the professions of translation and interpretation.

Article II. Means of Meeting the Objectives of the Society

The Society will strive to meet these objectives by conducting any and all activities, as defined in its Policy Documents, designed to further its objectives, and to promote the general welfare of the Society.

Article III. Membership

Any person or organization who agrees to adhere to the above-stated objectives, meets the criteria of the classes stated below, and pays the corresponding dues, may become a member of NOTIS.

1. Membership Classes. The classes of membership are:

- a) Individual: Individual membership shall be open to any person who is a professional translator or interpreter, or any person with an interest in the field who desires to further the objectives of NOTIS. Individual membership is in the name of the individual only and confers neither corporate nor institutional membership on the individual's company, employer or institution.
- b) Institutional: Institutional membership shall be open to any nonprofit institution with an interest in the translation or interpretation profession. Membership shall be in the name of the institution, not in the name of an individual. Individuals associated with an institutional member may qualify as members in the individual class in their own right.
- c) Corporate: Corporate membership shall be open to any business firm with an interest in the translation or interpretation 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 the individual class in their own right.
- d) Honorary: Honorary membership may be conferred upon individuals or organizations which have made a distinguished contribution to the Society and/or the professions of translation and interpretation by a two-thirds vote of the Board of Directors.

2. Application for Membership: To apply for membership, a signed application for membership accompanied by the current year's annual dues shall be filed with the chairperson of the Membership Committee.

3. Dues: The annual dues for all classes of membership and the modality of payment shall be established by the Board of Directors. Membership is valid from January 1 through December 31 of a given year.

4. Rights and Privileges: Members shall be entitled but not limited to the following benefits:

- a) Individual Members shall have the right to attend any of the Society's public or Board meetings, and shall receive all of the Society's regular publications free or at special membership rates. They shall also have the right to vote and to hold office in NOTIS.
- b) Institutional or Corporate Members shall have all the rights and privileges of individual members, with the exception of the right to vote and the right to hold office. Other rights shall be exercised through a maximum of three individuals designated by the organization holding the membership, and the Society must be informed of the names of the designated individuals at the time of the rights are exercised. This appointment does not confer membership on the designated individual.
- c) Honorary Members pay no dues but enjoy all rights and privileges of their membership class.
- d) Members of the Society shall have the right to advertise in the publications of the Society at special membership rates.

5. 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 other officer of the Society;
- b) conduct or public statements injurious to the Society or the profession, such as misrepresentation in advertising or public libel against a colleague in the profession;
- c) falsification or misrepresentation in the original application for membership in the Society; or
- d) violation of professional ethics.

Article IV. Officers

The officers of NOTIS shall be a President, a Vice-President, a Secretary, and a Treasurer. The President and Vice-President shall be voting members of the American Translators Association.

1. Duties. Their duties shall be those normally assumed for these offices, as defined in the Policy Documents.

2. Term of Office. The term of office shall be for two years, beginning on January 1 and ending on December 31. In order to assure continuity, the officers' terms shall overlap to the extent possible.
3. Appointment of Officers. The Board shall appoint the NOTIS Officers from among its members in December of each year. 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 V. Meetings

The annual meeting shall be in the fourth quarter of the year at a time and place set by the Board of Directors, for the election of directors and such other business as may properly come before it. Notice of the meeting shall be sent to all the members not less than ten (10) days and not more than fifty (50) days in advance.

Article VI. The Board of Directors

1. Membership. The Board of Directors shall consist of up to fourteen (14) directors, among whom the officers shall be elected by the board.
2. Duties. The Board shall transact the business of NOTIS, defining policies and procedures in Policy Documents when necessary. By a simple majority vote, the Board may delegate decisions to a vote of all voting members of NOTIS.
3. Quorum. A quorum at meetings of the Board of Directors shall consist of a majority of Director positions filled.
4. Election to the Board of Directors. The membership shall elect Directors at the annual meeting held once each calendar year. Directors shall be elected for a two-year term, commencing on January 1. In case of a resignation or other unexpected vacancy, the Board shall appoint a person to hold that Director position for the remainder of the departing individual's term of office.
5. Nominating Committee for Board of Directors. The Board of Directors shall appoint a Nominating Committee each year to propose candidates to the membership for the Director posts to be filled for the coming year. The committee shall include one Board member and two members at large, one of whom shall serve as chair. In selecting candidates, the committee shall endeavor to develop a Board with wide-ranging abilities and strengths to serve NOTIS and its members.

Article VII. Conduct of Elections

1. Supervisor of Elections. The Board of Directors shall appoint a Supervisor of Elections responsible for proper conduct of the annual election held at the annual meeting and any other elections. The supervisor shall ensure that the necessary information for an election is provided to the membership at least twenty-five (25) calendar days in advance of the election.
2. Election of Board Directors. Election shall be by ballot unless there is but one nominee for a position, in which case the election for that position shall be by acclamation. The Supervisor shall ensure that the necessary information for the election is provided to the membership at least twenty-five (25) calendar days in advance of the election. When the election is contested, if there is more than one nominee for each position on the slate proposed by the Nominating Committee, the members shall elect Directors by mail ballot in conjunction with the annual meeting. Mailed ballots must be received by the Supervisor of the Elections or designee seven (7) calendar days prior to the meeting at which the election is to be held. Ballots may also be delivered in person to the Supervisor of Elections or designee during the 30 minutes prior to the annual meeting, at its location. For any given position, if no candidate receives a vote of a majority of those present or in person or by mail ballot, a runoff election shall be held by those members present between the top two candidates; a vote of a majority of those present in person being necessary to elect in such a case.
3. Quorum. The quorum for membership meetings shall be twenty (20) members or 10% of the membership, whichever is lower.

Article VIII. Committees

Standing committees shall be: Directory, Editorial Review, Membership, and Program. It shall be the responsibility of the Board to establish other committees as needed and to appoint committee chairpersons.

Article IX. Amendments to the Bylaws

Amendments to the Bylaws may be proposed by the Board of Directors, or by petition of no fewer than 10 voting members of the Society. Proposals originating by petition shall be submitted in writing. The Board of Directors may submit a recommendation regarding a proposal by petition, and/or alternative/additional proposal(s) on the same ballot as a proposal by petition. Petitioners may submit a statement for their proposal for enclosure with the ballot, if the board submits a recommendation, alternative or addition. By direction of the Board of Directors, a proposed amendment may be submitted as a mail-and-in-person vote, a vote by electronic transmission, or an in-person-only vote, in conjunction with a membership meeting. Notice of ballot shall be sent to all voting members not less than twenty-five (25) and not more than sixty (60) calendar days before the meeting. An affirmative vote of two thirds of the votes cast shall adopt an amendment, if it also obtains a majority of those present in person or by ballot. A mail-and-in-person vote shall otherwise be conducted as prescribed in the article on Conduct of Elections.

Article X. Parliamentary Authority

The rules in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable in which they are not inconsistent with these bylaws and any special rules of order or policy documents the Society may adopt.

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 foundations or learned societies that are organized and operated exclusively for charitable, scientific, literary or educational purposes, 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 or intervene in any political campaign.

(Adopted June 1988; revised July 1989, December 1990, June 1992, October 1996, October 1998, November 2001, November 2005, November 2006, November 2008, December 2018)