

Kentucky Interpreter and Translator Association

BY-LAWS

Article I. Name

- 1) The name of this organization shall be the Kentucky Interpreter and Translator Association. Hereafter it shall also be referred to as “KITA” or the “Association”.
- 2) The Association is organized as a not-for-profit corporation under the law of the Commonwealth of Kentucky.

Article II. Purposes and Objectives

The purposes and objectives of this professional association are:

- 1) To enhance the professional image of translators and interpreters of sign and spoken languages in all domains and specializations.
- 2) To contribute to improving the standards and professional ethics, practices and competency of interpreters and translators in all domains and specializations.
- 3) To strive to protect the rights and interests of all professional interpreters and translators.
- 4) To increase professional and public awareness of the importance of providing qualified interpreters and translators in all domains and specializations in all domains and specializations.
- 5) To provide an open forum for all interpreters and translators for the regular exchange of ideas and experience.

Article III. Membership

- 1) The Association shall have four (4) classes of membership: Active, Associate/Student and Corporate, to be defined as follows:
 - a) Active: An individual who is interested in the activity of the Association. Of the three classes of members, only Active members have voting privileges.
 - b) Associate/Student: A student or other individual with an interest in the activity of the Association.
 - c) Corporate: Any for-profit business entity with an interest in the activity of the Association. In such cases, membership shall be in the name of the corporation, not in the name of its billing contact or any single employee of the corporation. Corporate members may send up to 3 people to a KITA event at the member rate.
 - d) Organizational: Any public or private educational institution, governmental entity, library, or nonprofit entity with an interest in the activity of the

Association. In such cases, membership shall be in the name of the corporation, not in the name of its billing contact or any single employee of the corporation. Organizational members may send up to 3 people to a KITA event at the member rate.

- 2) A member “in good standing” is defined as a member who has paid dues for the current year.
- 3) Members in good standing may participate in all Association meetings and functions.
- 4) A member may be expelled from the Association by unanimous vote of the Board of Directors for conduct unbecoming a member of the Association.
 - a) Before the Board of Directors votes to expel, it must notify the member in writing and provide an opportunity for a hearing before the Board.
 - b) If the Board of Directors, after full consideration, votes unanimously to expel, the Board must notify the expelled member in writing.
 - c) The expelled member may appeal the Board’s decision.
 - d) The expelled member may reapply for membership one (1) year after the date of expulsion.
- 5) Ultimate authority on membership rests with the Board of Directors.

Article IV. Board of Directors.

- 1) The Board shall be formed of a minimum of six (6) but no more than twelve (12) Directors, elected by the voting members of the Association.
- 2) Each Director shall be an Active (individual) member at the time of nomination and at all times during tenure in office.
- 3) Major responsibilities of the Board of Directors are to:
 - a) Determine the Association’s mission and purpose;
 - b) Support the Executive Committee and review its performance;
 - c) Ensure effective organizational planning;
 - d) Ensure adequate resources;
 - e) Manage resources effectively;
 - f) Determine and monitor the Association’s programs and services;
 - g) Enhance the Association’s public image;
 - h) Serve as arbiter in disciplinary matters concerning individual members of the Association;
 - i) Assess its own performance
4. There shall be no salary or other remuneration paid to any Director of the Association.
5. Each director shall serve for a term of 2 years. There is a 3-term limit to the number of terms a director or Executive Officer may serve in said capacity.

Article V. Executive Officers, Executive Committee, and Other Committees

- 1) The Executive Officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer. These Officers shall be elected by the members in good standing, and the term of office of all Officers shall be for two years. The number of successive terms shall be limited to 3. There shall be no salary or other remuneration paid to any Officer of the Association.
The duties of these Officers are as follows:

President: The President shall preside at meetings of the Association (for which s/he prepares and distributes the agenda), assist in coordinating the activities of the Association and, under counsel with the Executive Committee and Board of Directors, make appointments as needed to conduct the business of the Association. The President shall make an annual written report that shall be presented to the Association at the Annual Meeting. The President is the official representative of the Association.

Vice-president: The Vice-president shall preside at meetings of the Association in the absence of the President, and fill the office of President in the event that it is vacated.

Secretary: The Secretary shall be the chief record-keeping officer of the Association. The Secretary distributes meeting notices, and records meeting minutes and resolutions. The Secretary shall take the minutes of all meetings of the Executive committee and the Annual Meeting of the Association. Additionally, the Secretary shall monitor the actions agreed upon at the last meeting to ensure that progress is being made.

Treasurer: The Treasurer shall be responsible for the collection, disbursement and accounting of funds of the Association. The Treasurer shall provide a monthly written report of the Association's financial activities. A summary report shall be presented at quarterly Board Meetings and at the Annual Meeting.

- 2) The Executive Committee shall conduct the meetings of the Association and, in tandem with the Board of Directors, shall transact the business of the Association. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.
- 3) Committee chairs shall be appointed by the President of the Association, in consultation with the Executive Committee and Board of Directors. Committee chairs shall appoint committee members and make regular reports to the Executive Committee.
- 4) There shall be two types of committees:
 - a) Standing Committees are responsible for ongoing issues and functions of the Association. The Standing Committees shall be: Program and Nominating. Additional Standing Committees may be called into existence or dissolved by the Executive Committee.
 - b) Ad Hoc Committees are appointed at the discretion of the Executive Committee for a specific assignment for a limited term designated by the Executive Committee. The Chair of an Ad Hoc Committee shall submit a report on the committee's findings to the Executive Committee.

Article VI. Meetings

- 1) There shall be four (4) types of meetings: Monthly Committee Meetings; quarterly Board Meetings, one of which will be held in conjunction with the Annual Meeting of the Association; Executive Committee Meetings as needed; and Special Meetings as warranted. There shall be at least one (1) face-to-face meeting of the entire board each year, possibly in conjunction with the annual conference

- 2) Special Meetings can be called by the Executive Committee or Board of Directors, or can be petitioned for to the Executive Committee by a simple majority of the membership. In either case, mail notification must occur with a minimum of 10 days before the date of the proposed meeting, unless circumstances require a shorter period and a majority of the Board so agrees.
- 3) Meetings shall be conducted according to parliamentary procedure as described in Robert's Rules of Order, Newly Revised. The Executive Committee shall designate one of its members to serve as Parliamentarian.

Article VII. Quorum and Voting Powers

- 1) Quorum: Two (2) Executive Officers and 60% of the Association's Board of Directors shall constitute a quorum of the Association.
- 2) Each Active Member in good standing of the Association shall be entitled to one vote in matters in which the general membership votes, typically limited to the election of the Executive Officers and the Board of Directors.
- 3) In all other matters, including but not limited to the amendment of the By-laws and conducting the business of the Association, the Executive Officers and Board of Directors shall have full and equal voting power in the Association.
- 4) In the event that a Quorum is not met during a meeting, voting may take place electronically with the same rules applying.

Article VIII. Nominations and Elections

- 1) The President, in consultation with the Executive Committee, shall appoint three members of the Association to serve as the Nominating Committee, none of whom shall be a candidate for office that year, and one of which shall be designated as Chair.
- 2) The Nominating Committee shall find suitable candidates for each elective office and secure their written consent. All elections shall be by individual, secret mail-in ballot. The Nominating Committee shall prepare the official ballots and mail them to Association members in good standing no later than 60 days prior to the Annual Meeting. The Nominating Committee shall ascertain the validity of the ballots, tally the votes, and report the results at the Annual Meeting.
- 3) Every elective office shall be filled by the candidate receiving the highest number of votes.
- 4) In the case of a tie vote, the Nominating Committee shall conduct a special mail-in run-off election for that office or offices only. The mail-in ballots shall be sent out no more than one week after ascertaining that there is a tie vote.
- 5) The term of office of the new officers shall begin at the conclusion of the Annual Meeting.

Article IX. Attendance

- 1) A call or electronic message as soon as possible to the chair or main office prior to the meeting indicating the KITA board member's reason for being unable to attend a meeting constitutes an **excused** absence.

- 2) Members unable to attend a special meeting that has been called with less than two (2) weeks' notice will not be considered as having an unexcused absence in relation to said special meeting.
- 3) In the event that a member has three (3) unexcused absences, his or her membership from the board may be terminated.
- 4) The board will ask for the resignation of said member after consulting the facts, exploring the reasons and arriving at a decision with a majority of votes.
- 5) The member will be contacted by the Secretary and a thank you letter from the Board will follow.
- 6) Said member will have the right to defend himself/herself, explain or allege his/her rights in front of the board.

Article X. Resignation or Removal of Board Members and Executive Committee

- 1) Any KITA board member may resign at any time by giving written notice, in timely manner to the chair. Such resignation will take effect on the date of receipt of such notice or at any later date specified.
- 2) A board member may be removed for excessive absence, conflict of interest, or other good cause by the vote of the majority of the entire board.
- 3) In the event that a member of the Executive Committee does not perform duties of the position to the standard required of that position, the Executive Board, by unanimous vote, may have a frank discussion with the individual to decide whether to request resignation or terminate.

Article XI. Miscellaneous

- 1) No member of the Association shall use the Association's name, logo, membership lists, elective status, nor any other resource of the Association for his/her personal gain or benefit.

Article XII. By-laws

- 1) By-laws may be amended at any Board Meeting by a quorum of the Executive Committee and the Board of Directors. Proposed amendments must be presented in writing to all members of the Association at least 45 days in advance. Any comments or questions regarding proposed amendments should be addressed in writing to the Executive Officers and Board of Directors at least ten (10) days prior to the upcoming Board Meeting in which the proposed amendments are to be voted on.

Adopted by the board on _____

Amended by the board on _____