

ARTICLE I. NAME

The name of this association, organized in good faith by its active and participating members, shall be American Association of Interpreters and Translators in Education (AAITE), hereafter referred to as the Association.

ARTICLE II. MISSION

The mission of the AAITE is to promote the recognition and professionalization of the interpreter and translator in educational settings through communicating timely relevant information to all stakeholders, and the continued development and implementation of nationally-recognized best practices, code of ethics, standards of practice; professional development and training opportunities for practitioners in the fields; and a national certification program.

ARTICLE III. ORGANIZATIONAL STRUCTURE

The structure of the Association will have Standing and Ad-Hoc committees. Committees will consist of no less than three AAITE members, 2 Co-Chairs, and a Secretary. If committees wish for a different structure, approval of the Board is required.

Section I. Standing Committees

The Association shall have the following standing committees exercising the authority of the Board of Directors: Executive Committee, Finance, and Governance at the purview of the Board of Directors (hereafter referred to as Board). The delegation of authority to such committees shall not have the purpose to operate to relieve the Officers of the Board or any individual Director, of any responsibility imposed upon them by law.

1. **Executive Committee:** This committee will oversee the administrative duties of the Association and make recommendations to the Board. The Executive Committee shall include Chair, Chair-Elect, Secretary and Treasurer, at a minimum.
2. **Finance Committee:** This committee will oversee the finances of the Association, including, but not limited to, drawing up a recommended budget for each fiscal year to be submitted to the Board for approval before the beginning of the fiscal year. The Finance Committee shall be chaired by the Treasurer and shall include the Executive Committee and the Accountant of the Association at a minimum.
3. **Governance Committee:** This committee will oversee the structural framework of the Association to which its members and internal committees can refer to for guidance on significant aspects of the organization, including but not limited to, leadership, decision-making processes and composition of committees, through collaboration and feedback recommendations from the Board.

Section II. Ad Hoc Committees

Ad Hoc committees shall originate with the Board, to whom they shall report their findings and actions and from which they shall derive their purpose and authority.

Section III. Nominations and Elections Committee

The Nominations and Elections Committee shall be an ad hoc committee formed in view of elections and dissolved at the end of the elections. It will be established by the Board to carry

out the elections (including counting ballots) during the election cycle according to the elections protocol approved by the Board. Members of the Nominations and Elections Committee shall not run for election while serving on this committee.

Section IV. Committee Confidentiality

Committee Members shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes, or can reasonably be expected to benefit the Association. Committee Members shall use discretion and good business judgment in discussing the affairs of the Association with third parties or use the knowledge acquired for their own purposes.

Each Committee Member shall execute a confidentiality agreement consistent herewith upon being accepted into the respective committee.

Section V. Ad Hoc Committee Dissolution

When the activities of a committee are deemed to have achieved their purpose or run counter to the established policies, objectives, or good name of the Association, the Board may vote to dissolve said committee.

Section VI. Committee Member Resignation or Removal

Any member may resign from their role as a Committee Member by filing a written resignation with the respective Committee Secretary. Failure of a Committee Member to attend 75% of regularly scheduled meetings may result in their dismissal from the Committee. Committee Chairs can use their discretion for extenuating circumstances.

ARTICLE IV. MEMBERSHIP

AAITE membership is open to 1) Any person who (a) is professionally engaged in translation, interpreting, or supports the mission and objectives of this association. They shall be eligible for membership on approval of the individual's membership application according to the protocol approved by the Board and on timely payment of current membership dues.

Section I. Membership Application

Individuals will submit an application form and payment of membership dues according to the protocol approved by the Board.

Section II. Membership Termination

Membership termination may be taken for any of the following causes:

1. Failure to pay membership dues within six months of membership renewal date;
2. Conviction of a felony or other crime of moral turpitude under federal or state law in a matter related to the practice of, or qualifications for, professional activity;
3. Gross negligence or willful misconduct in the performance of professional services, or other unethical or unprofessional conduct based on demonstrable and serious violations of ethical and professional practice in educational interpreting and translation; or
4. Fraud or misrepresentation in the application for or maintenance of membership in the Association, professional certification, or other professional recognition or credential.

All disciplinary actions are taken pursuant to procedures adopted by the Board from time to time, which procedures may be amended only by a two-thirds vote of the Board.

Section III. Types of Membership

1. **General Membership** - This type of membership is open to interpreters, translators, and any individual who shares and promotes the mission and vision of the Association. These members are eligible to vote.
2. **Corporate Membership** - This type of membership is open to any for-profit business entity with an interest in interpreting and/or translation in education. These members are not eligible to vote.
3. **Student Membership** - This type of membership is open to any student enrolled in at least a full-time interpreting or translation program at a recognized institution. These members are not eligible to vote.
4. **Institutional Membership** - This type of membership is open to any early education or K-12 institution or not-for-profit non-governmental organization with an interest in interpreting and/or translation in education. These members are not eligible to vote.

Section IV. Establishment of other types of memberships

Changes to membership types may be approved with a majority vote of the Board of Directors as needed.

ARTICLE VI. MEMBERSHIP DUES

1. The membership dues for all classes of membership shall be established by the Board of Directors.
2. Membership dues are payable annually by December 31 for the following year. Membership is considered lapsed when dues are two months in arrears. All rights and privileges are forfeited during the period of the lapse. Upon payment of the full annual dues, a lapsed membership shall be reinstated with all pertinent rights and privileges.
3. Membership shall be terminated when dues are six months in arrears unless otherwise determined and approved by the Board. Persons or organizations whose membership has been terminated because of nonpayment of dues must file new applications in order to restore their membership.

ARTICLE VII. ASSOCIATION MEETINGS

Section I. Annual Membership Meeting

An annual membership meeting, open to all Association members, should take place within 12 months of the previous annual meeting or as otherwise determined and approved by the Board. The specific date, time, and location will be designated by the Board. The announcement of the meeting will be made to members no less than 30 days prior to the meeting date.

At the annual membership meeting, officers shall be elected. Members shall receive reports on the activities of the Association, and have the opportunity to provide input to the Association.

Section II. Committee Meetings

Regular meetings of each committee shall be held at least once a month, at a time and place designated by the Chair(s) of each committee. The Committee Secretary shall prepare and distribute the agenda and keep the minutes for these regular meetings.

Section III. Board of Directors Meetings

The Board of Directors meetings shall be held at least once a month, at a time and place designated by the Chair or Chair-Elect of the Board. The Secretary of the Board of Directors shall prepare the agenda and keep the minutes for these regular meetings.

Section IV. Special Meetings

Membership may also call for a special meeting upon a petition signed by twenty percent (20%) of voting members.

Section V. Notice of Meetings

Notice of each meeting shall be given to each voting member, by email, not less than 30 days prior to the meeting. Notices shall also be posted on the Association's website, at a minimum.

Section VI. Quorum

A quorum for an annual meeting of the members shall consist of at least twenty percent (20%) of the active membership.

Section VII. Voting

All issues to be voted on shall be decided by a simple majority of the quorum present at the meeting in which the vote takes place.

ARTICLE VIII. BOARD OF DIRECTORS

General Powers

The affairs of the Association shall be managed by its Board of Directors. The Board shall have control of and be responsible for the management of the affairs and property of the Association. Association members serving on the Board shall not receive any compensation.

Section I. Officers of the Board

The officers of this Board shall be at a minimum the Chair, Chair-Elect, Secretary, Treasurer, Committee Coordinator, Communications Coordinator, and Director. All officers must have the status of active members of the Board of Directors. The Board may elect to expand the number of Board positions to no more than 9 within the first two years of incorporation.

Chair

This is a two-year term position. The Chair will be succeeded by the Chair-Elect at the end of the term, at which point they become the Immediate Past Chair.

Duties - The Chair, when present, shall preside at all meetings of the members; shall be the chief executive officer of the Association, and shall take appropriate and necessary action to carry into effect all orders and resolutions of the Board of Directors. The Chair shall submit a written report on the status of the affairs of the Association at each Annual Meeting of Members and shall from time-to-time report to the Board on matters within the Chair's knowledge which the interests of the Association may require to be brought to its notice. The Chair shall also have the following specific powers and duties:

- (i) To appoint the Chair-Elect or any other member to act as an official representative of the Association for the purpose set forth in such appointment.
- (ii) To cast votes at meetings on items put to a vote. The Chair would cast a vote at the end of the tally.
- (iii) To represent the Association to outside individuals and organizations
- (iv) To serve as an ex-officio member of all committees.

Chair-Elect

This is a two-year term position with a four-year commitment. Which means that, at the end of such term, the Chair-Elect shall automatically become Chair of the Association.

Duties - The Chair-Elect shall perform all duties applicable to the office of Chair-Elect as prescribed by the parliamentary authority adopted by the Association or as may be presented by the Board from time to time, and shall be a member ex officio of all committees, except the Nominations and Elections Committee and special committees, without the right to vote unless otherwise provided by these Bylaws.

Secretary

See Section II for the term of this position.

The Secretary shall keep the minutes of the meetings; assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the organization records; keep a register of the mailing address and email of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Officers.

Treasurer

See Section II for the term of this position.

The Treasurer shall be the chief fiscal officer of the Association and shall be custodian of all monies and securities of the Association. The Treasurer shall deposit all such monies in the name of the Association in such banks or trust companies as the Board may from time to time designate. All disbursements of Association funds shall be made in accordance with such rules and regulations as may be prescribed by the Treasurer and the Board. The Treasurer shall keep or cause to be kept in suitable form detailed accounts of the assets, liabilities, receipts and disbursements of funds of the Association. Such accounts and their supporting vouchers or

checks shall be at all times open for inspection, examination or audit by the Board or Finance Committee as shall be relevant to the duties and functions of the Treasurer. The Treasurer shall report on the condition of the finances of the Association on a monthly basis to the Board of Directors, unless otherwise approved by the Board. The Treasurer shall serve as an ex-officio member of the Finance Committee.

Committee Coordinator

See Section II for the term of this position.

The Committee Coordinator works closely with the committee members and the Board to maintain the goals of Association committees.

Communications Coordinator

See Section II for the term of this position.

The Communication Coordinator manages and interacts with other committees and members needed to obtain relevant information, and curates the organization's website, media and social media presence.

Director at-large

See Section II for the term of this position.

The Director works with the Board to develop a strategic plan, develops an annual implementation plan, and advises the Board when implementation milestones are reached.

Section II. Officers' Terms

The Directors, the Coordinators, the Secretary and the Treasurer shall serve overlapping two or three-year terms according to a staggered schedule approved by the Board, or until their successors are elected, with some positions falling vacant every year. Officers shall be eligible for reelection, except that no Officer may serve more than two consecutive full terms. After serving a total of 12 years in any capacity, no individual shall be eligible for election to the Board in any capacity for a period of six years. Past Chairs of the Association shall have the right to speak at Board meetings without the right to vote.

Section III. Confidentiality

Members of the Board of Directors shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes, or can reasonably be expected to benefit the Association. Officers shall use discretion and good business judgment in discussing the affairs of the Association with third parties. Without limiting the foregoing, Officers may discuss upcoming fundraisers and the purposes and functions of the Association, including but not limited to accounts on deposit in financial institutions.

Each Officer shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board.

Section IV. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

Section V. Removal

Any member of the Board may be removed with cause, at any time, by vote of three-quarters (3/4) of the members of the Board if in their judgment the best interest of the Association would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An Officer who has been removed as a member of the Board shall automatically be removed from office and any committees in which they participate.

Section VI. Resignations

Any Officer may resign at any time by submitting their resignation in writing to the Board Chair and the Board Secretary. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section VII. Vacancies

Any vacancy in the Board shall be filled by vote of the remaining Officers within two months of the vacancy. Each such successor shall hold office for the unexpired term until their successor is elected, or until they sooner die, resign, are removed or become disqualified. The Officers shall have all their powers notwithstanding the existence of one or more vacancies in their numbers. Should the office of Chair become vacant, it shall be filled by the Chair-Elect for the remainder of the term, that will act as the Acting Chair, and will continue as the Chair for the additional two years. Should the Chair-Elect position become vacant, the Board will appoint an Ad Interim Chair-Elect for the remainder of the term.

Section VIII. Meetings and Quorum

The Board shall meet at least once a month to discuss the business of the Association at a time and place designated by the Chair or Chair-Elect of the Board. The Secretary of the Board shall prepare the agenda and keep the minutes of these regular meetings.

Five members constitute a quorum for the Board. Should the Board increase to nine members, the quorum shall be seven.

Section IX. Special Meetings

Special meetings may be called by the Chair, or a simple majority of the Board.

ARTICLE X. FISCAL YEAR

The fiscal year of the Association shall be determined by the Board.

ARTICLE XI. INDEMNIFICATION

The Association may indemnify all Officers of the Association to the full extent permitted by not-for-profit corporation laws, and shall be entitled to purchase insurance for such

indemnification of Officers to the full extent as determined from time to time by the Board of Directors of the Association.

ARTICLE IX. GENERAL AND MISCELLANEOUS

Amendments

These Bylaws may be amended or repealed, in whole or in part, by vote of a majority of the Board then in office at any meeting of the Board.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Officers or incorporators of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 10 preceding pages, as the Bylaws of the American Association of Interpreters and Translators in Education.

ADOPTED AND APPROVED by the Board of Directors on this 28 day of February, 2022.



Luis Hernández, Chair - AAITE



ATTEST: Giovanna Carriero-Contreras, Chair-Elect - AAITE