

**BYLAWS  
of the  
National Association of Judiciary Interpreters & Translators**

**ARTICLE I  
NAME**

The name of this Association shall be National Association of Judiciary Interpreters and Translators, Inc.

**ARTICLE II  
PURPOSE**

The purpose of this organization shall be:

1. to bring together practicing judiciary interpreters and translators;
2. to advocate for and promote the recognition of judiciary interpreting and translation as professions, and to protect and safeguard the rights and interests of professional judiciary interpreters and translators;
3. to publish materials such as position papers, blogs, periodicals, and glossaries which may advance judiciary interpreters and translators and their interests;
4. to organize and support educational activities such as conferences, workshops, and lectures for judiciary interpreters and translators;
5. to build cooperative and collaborative relationships with courts and court-related organizations, bar associations, and other similar stakeholders;
6. to conduct activities designed to promote these objectives and the general welfare of the Association and the professions of judiciary interpreting and translation; all of which shall be consistent with applicable law, public interest, as well as the interest of these professions.

**ARTICLE III  
MEMBERS**

**Section 1. Classification of Members.** The Association shall have the following classifications of members:

**A. Active.**

An Active Member shall be any person engaged in the remunerated practice of judiciary interpreting and/or translation.

**B. Student**

A Student Member shall be any person engaged in academic studies as defined by the Membership Committee.

**C. Organizational**

An Organizational Member shall be any public or private educational institution, governmental entity, library, or nonprofit corporation with an interest in judiciary interpreting and/or translation. In such cases, membership shall be in the name of the organization, not in the name of its contact or any of its associates.

**D. Corporate**

A Corporate Member shall be any for-profit business entity with an interest in judiciary interpreting and/or translation. In such cases, membership shall be in the name of the corporation, not in the name of its contact or any single employee of the corporation.

**E. Associate**

An Associate Member shall be any person who shares the Association's interests.

**F. Honorary**

Honorary Membership may be bestowed upon distinguished individuals based on their outstanding contributions to the Association. Honorary Membership may be given to anyone outside the interpreting and translating professions. Honorary members shall not be required to pay annual membership dues.

For a person to be considered for Honorary Membership, a member of the Association shall submit a letter of nomination to the board of directors signed by at least ten members. The board shall vote to approve or disapprove the nomination.

**G. Life**

Life Membership may be bestowed upon distinguished individuals based on their outstanding contributions to the Association. Life Membership may be given to Association members only. Life Members shall not be required to pay annual membership dues

For a person to be considered for Life Membership, a member of the Association shall submit a letter of nomination to the board of directors signed by at least ten members. The board shall vote to approve or disapprove the nomination.

**Section 2. Dues.**

Every member shall pay annual membership dues as established by the board of directors, payable in advance, except for Honorary and Life members. Any member whose dues are not paid by the member's renewal date shall be deemed in arrears. Any member in arrears as of sixty days from the member's renewal date shall be suspended from the privileges of membership after previous notice has been sent that such action will be taken. Nonpayment of the annual dues for any given year shall result in loss of membership.

**Section 3. Good Standing.**

An Active Member meeting all member standards and responsibilities, financially and in conduct, is a member in good standing and, therefore, eligible for any elected, appointed, or volunteer position within the Association.

#### **Section 4. Rights of Members.**

- A. Voting Members.** Only Active and Life members shall have the right to make motions, speak in debate, and vote at all membership meetings and shall be eligible to serve on the board of directors.
- B. Other Members.** All members shall have the right to attend any of the Association's meetings, use all its membership facilities, and receive all the Association's regular publications as part of their membership. The rights of Organizational and Corporate Members shall be exercised through the persons appointed by the entity holding such membership.

#### **Section 5. Application**

Applications for membership shall be filed, along with the current year's annual dues, with the secretary of the Association.

#### **Section 6. Use of NAJIT Logo**

All members of the Association shall be entitled to use the NAJIT logo on their business cards, stationery, websites, email signatures, and social media accounts.

### **ARTICLE IV DIRECTORS AND OFFICERS**

**Section 1. Directors and Officers.** The membership shall elect the directors to serve on the board of directors, who shall then appoint the following officers from amongst its members: a chair, a vice chair, a secretary, and a treasurer. The remaining directors shall be directors-at-large. The number of directors shall be determined by the board of directors and shall not be less than five nor more than nine.

**Section 2. Eligibility.** The minimum requirements to be nominated as a director shall be an Active or Life membership in good standing for twenty-four months prior to the call for nominations and not having been removed from a prior board at any time for any reason.

#### **Section 3. Nominations and Elections**

- A. Nominations.** The Nomination and Leadership Committee
  - 1. shall issue a call for nominations for directors no sooner than one hundred twenty days and no less than seventy-five days prior to the annual meeting;

2. shall review the eligibility of each nominee; and
3. shall submit the committee's report to the board of directors with the recommended nominees no later than sixty days prior to the annual meeting.

**B. Elections.** The election of directors shall be

1. supervised by an Elections Committee appointed by the chair of the board of directors and approved by the board;
2. conducted electronically utilizing an online voting and election software application;
3. conducted in accordance with rules developed by the Elections Committee, approved by the board of directors, and distributed to the membership:
  - (a) only candidates approved by the board of directors may be included on the ballot;
  - (b) the Elections Committee shall prepare the ballot;
  - (c) the ballot shall not include a provision for write-ins; and
  - (d) a plurality vote shall elect;
4. completed no later than twenty days prior to the annual meeting; and
5. reported by the Elections Committee at the annual meeting.

**Section 3. Term of Office, Term Limits.**

- A. Directors.** Directors shall serve a term of two years, and their term shall begin at the close of the annual meeting at which they are elected. The terms of the members of the board shall alternate, with each term designated as starting in either an odd or an even year. No director shall serve more than three consecutive terms on the board but shall be eligible for election again after being off the board for a minimum of one year or one full term, at which time a new limit of three consecutive terms shall begin.
- B. Appointed Officers.** The officers appointed by the board of directors shall serve a term of one year or until their successors are appointed. Their term shall begin at the close of the first meeting of the board of directors following the annual meeting.

**Section 4. Resignation and Removal from Office.**

- A. Resignation.** Any director may resign from office at any time by submitting a letter to the chair of the board of directors.
- B. Removal of Directors.** Any director may be removed from office for cause, as provided in the parliamentary authority, by a majority vote of the board of directors, subject to ratification by the membership of the Association. Causes for removal may include but are not limited to a director's failure to fulfill the general obligations and responsibilities of a director or dereliction of duty when such failures are repeated on three consecutive instances.
- C. Removal of Appointed Officers.** An appointed officer may be removed from office at the pleasure of the board of directors.

**Section 5. Vacancies.** The vacancy in the office of a director or an appointed officer shall be filled by the board of directors. The appointee shall hold office for the remainder of the unexpired term.

**Section 6. Duties of Officers**

**A. Duties of the Officers.** All Association officers shall

1. support the policies and programs adopted by the membership and the board of directors;
2. perform the duties prescribed for each officer in the bylaws and such other duties as may be directed by the board of directors and as may be prescribed in the parliamentary authority adopted by the Association;
3. for those duties that become the responsibility of an association management company, ensure that the duties are faithfully fulfilled in accordance with the standards of the Association.

**B. Duties of the Chair.** The chair shall

1. be the principal executive officer of the Association and shall, in general, supervise all of the affairs of the Association;
2. execute on behalf of the Association all documents, obligations, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where that duty has been expressly delegated by the board of directors;
3. if applicable, be responsible for coordinating with and overseeing the operation of the association management company;
4. preside at all membership and board of directors meetings; and
5. appoint and remove committee chairs with the board's approval.

**C. Duties of the Vice Chair.** The vice chair shall perform the duties of the chair in case of the chair's absence or inability to perform the duties of the chair.

**D. Duties of the Secretary.** The secretary shall be responsible for accurate reporting of the meetings of the membership and the board of directors in the meeting minutes and shall be responsible for handling all official notices and communications.

**E. Duties of the Treasurer.** The treasurer shall

1. be responsible for accurate reporting of all financial transactions;
2. regularly submit financial reports to the board of directors;
3. review the Association's financial audit and tax returns;
4. be responsible for the preparation of the annual budget; and
5. present the financial reports and the proposed budget for the next fiscal year to the annual meeting, after being approved by the board of directors.

**F. Duties of a Director-at-Large.** A director-at-large, a general board member who has no specific duties or responsibilities, shall be available for assignments of strategy or critical

matters assigned by the chair or the board of directors, and may be appointed as chairperson of a standing committee.

## ARTICLE V MEETINGS

**Section 1. Membership Meetings.** Membership meetings shall be an annual meeting at which the rights and authority of members shall be vested in the voting members.

### **Section 2. Annual Meetings.**

- A. Regular Meeting.** The regular meeting of the membership of the Association shall be held annually. The board of directors shall determine the date, time, and place.
- B. Special Meeting.** A special meeting of the membership may be called by a unanimous vote of the board of directors. A special meeting shall be called upon the written request of twenty members.
- C. Notice of Meetings.** Notice of each meeting, both regular and special, shall be sent to all members.
  - 1. Regular Meeting. Notice shall state the date, time, place, and shall be given not less than sixty days or more than one hundred days prior to the meeting date.
  - 2. Special Meeting. Notice shall state the date, time, place, and shall be given not less than thirty days prior to the meeting date. Notice of a special meeting shall include the purpose of the meeting.
- D. Vote and Voting.** A majority vote of those present and voting shall decide in all cases except where otherwise specifically provided. Voting may be by proxy. Absentee voting shall not be permitted.
- E. Quorum.** The quorum shall be either ten percent or one hundred of the total number of voting members, whichever is the lesser number.
- F. Nonvoting Members.** The privilege of speaking may be granted to a nonvoting member present at a membership meeting at the discretion of the chair.

### **Section 3. Meeting Business.**

- A. Standard Business.** The standard business of the annual meeting shall include the reports of officers, the board of directors, and committee chairpersons.
- B. New Business.** Resolutions or motions from the membership to be considered at the annual business meeting shall be submitted in writing at least sixty days prior to the date of the meeting.
- C. New Business Review.** Resolutions and proposed motions submitted as new business shall be referred to the Bylaws and Governance Committee for review and recommendations to the board of directors. Motions and resolutions approved by the board of directors shall be presented to the membership at the annual meeting.

- D. Members' Decision is Final.** No item of business brought before and acted upon at any membership meeting may be changed at a later time without a vote by the members.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 1. Composition.** The members of the board of directors shall be the directors elected by the Association membership.

**Section 2. Power and Responsibility.** Except as otherwise provided by law, the certificate of incorporation or these bylaws, the board of directors shall constitute the governing body of the Association. The board of directors shall have the power, authority and responsibilities to govern the Association's affairs and shall perform the corporate functions provided for directors under the Delaware General Corporation Law. The board may delegate administrative management of property and affairs to an association management company for a reasonable fee.

**Section 3. Emergency Powers.** If the board of directors determines in the interval between annual meetings that an emergency exists that ordinarily requires action by a vote of the membership, the board of directors may exercise the voting power vested in the membership. Any such action shall be reported to the membership at the next annual meeting.

### **Section 4. Duties**

**A. Primary Duties.** The primary duties of the board of directors shall be

1. to promote and provide opportunities for professional development for judiciary interpreters and translators;
2. to formulate, promote, and advance professional and ethical standards of practice;
3. to promote and provide interaction among peers as well as professional relationships and cooperation with other associations, entities, institutions and groups with a direct interest in the interpreting and translation professions;
4. to further the professional interests of judiciary interpreters and translators; and
5. to encourage, assist and mentor future interpreters and translators.

**B. Administrative Duties.** The administrative duties of the board of directors, at the board's discretion, shall include,

1. approving applications for membership;
2. approving the annual budget;
3. reviewing the Association's tax returns;
4. reviewing and adopting the audit reports;
5. approving appointments to volunteer positions within the Association;
6. filling board vacancies that occur, and removing a board member from an appointed position, if deemed necessary, by a majority vote; and

7. imposing special assessments, when deemed necessary, subject to ratification by a referendum of the members of the Association.
- C. Other Duties.** The board of directors shall perform such other duties as may be dictated by the membership or established in the bylaws, or as required in the governance and management of the Association.

## **Section 5. Meetings.**

- A. Called Meeting.** A meeting of the board of directors may be called by the chair. A meeting of the board of directors shall be called upon the request of a majority of its members. Reasonable notice of date, time and place of a meeting shall be sent to each board member. The board shall meet at least once per quarter with at least one meeting in person during the course of a year, if possible.
- B. Quorum.** A majority of the board members shall constitute a quorum.
- C. Business Without a Meeting.** The board of directors may conduct business without a meeting provided the decisions are written, signed by each voting member, and are unanimous. The signed consents shall be filed with the minutes of the next board meeting.
- D. Voting.** There shall be no absentee voting or voting by proxy.

## **ARTICLE VII COMMITTEES**

**Section 1. Standing Committees.** The standing committees of the Association, appointed by the chair and under the supervision of the board of directors, shall be:

- A Advocacy Committee.** The Advocacy Committee shall be entrusted with promoting understanding about judiciary interpreters' and translators' specialized skills, knowledge and expertise that will enhance the status and recognition of the professions within the communities served.
- B Bylaws and Governance.** The Bylaws and Governance Committee shall review the Association bylaws at least every two years or at the request of the board of directors, and shall recommend changes as appropriate. The committee shall collaborate with the board by proposing policies and procedures for strengthening the Association's governance.
- C Conference.** The Conference Committee shall plan, schedule, and organize the Association's annual conference in close coordination with the Association's management company and the board of directors, and shall ensure that all deadlines within the conference timeline are met. Planning shall include the recruitment and selection of speakers, exhibitors, advertisers, and sponsors.



- D Grievance Review.** The Grievance Review Committee shall elucidate and resolve complaints brought to the attention of the board of directors by an Association member against another Association member.
- E Membership.** The Membership Committee shall be entrusted with promoting the Association among a wide array of stakeholders by working on initiatives to attract and retain membership, ascertain that the Association's membership materials are available at translation and interpreting events sponsored by other associations or institutions, and by developing a database of potential members.
- F Nominations and Leadership Development.**
1. Nominations. This committee shall be responsible for soliciting and vetting candidates for election to the board of directors.
  2. Leadership Development. This committee shall also be responsible for identifying committee volunteers and other members with the potential to become strong leaders.
- G Position Papers.** Subject to the Board's approval, the Position Papers Committee shall publish, review, revise or decommission position papers on topics pertinent to judiciary interpreting and translation. Current position papers shall be published on the Association's website with a scheduled review date of no more than two years from date of publication.
- H Proteus.** The Proteus Committee shall be responsible for publishing *Proteus*, a quarterly publication that shall contain news and articles of interest to Association members. The committee shall work under the direction of an editor in chief and a designated member of the board of directors as liaison.
- I Training and Education.** The Training and Education Committee shall develop and organize educational and training opportunities for members of the professions.

**Section 2. Composition of Standing Committees.** Each committee shall be composed of at least three members, including the committee chairperson, who shall be appointed by the chair of the board of directors subject to the approval of the board.

**Section 3. Ad Hoc Committees.** Ad hoc committees may be established by the board of directors or by the membership at an annual or special meeting and shall report their findings and/or actions to the board of directors.

**Section 4. Member Ex Officio.** The chair of the board of directors shall be a member ex officio of all committees except the Nominations and Leadership Committee and the Elections Committee.

## **ARTICLE VIII ELECTRONIC MEETINGS AND COMMUNICATIONS**

**Section 1. Meetings.** The membership, the board of directors, and all committees are authorized to meet by electronic communications media provided all members can simultaneously hear each other and participate during the meeting.

**Section 2. Communications.** All communications, including meeting notices, shall be sent electronically.

**Section 3. Voting.** An app or program accessible online may be utilized for voting and shall fulfill any requirement in the bylaws or rules that a vote be anonymous.

## **ARTICLE IX FINANCES**

**Section 1. Fiscal Year.** The fiscal year shall be the calendar year, January 1 through December 31.

**Section 2. Financial Records and Annual Reports.** The financial records and financial reporting shall conform to generally accepted accounting standards.

**Section 3. Bank Signatories.** The chair and the treasurer shall be authorized as signatories on the Association's bank accounts, but only one of the two signatures shall be required at any given time.

**Section 4. Budget.** A budget for each fiscal year shall be adopted by the board of directors that shall be the guide for the fiscal management of the Association.

**Section 5. Audit.** The financial records of the Association shall be audited at least every five years by an external auditor approved by the board. The auditor's report shall be presented to the board of directors when completed and to the membership at the next annual meeting.

**Section 6. Tax Returns.** Federal and state tax returns shall be filed annually or as otherwise required.

**Section 7. Insurance.** The Association shall maintain an insurance policy that protects the Association against financial loss as a result of a crime and a policy that protects the Association officers against personal losses and personal liability if they are sued as a result of serving as an Association officer

## ARTICLE X CHAPTERS

**Section 1. Establishment.** Chapters relating to geographic areas actively represented among the members may be established by the board of directors, subject to the following conditions.

- A. Petition.** The petition for the establishment of a chapter must be signed by twenty or more voting members of the Association who reside or work in the geographic area defined in the petition and who shall signify their individual intention to remain members of the Association.
- B. Application.** The application for establishment of a chapter shall be submitted to the board of directors of the Association for approval. The minimum number listed above may be modified by a majority vote of the board of directors.

### **Section 2. Membership and Bylaws**

- A. Chapter Members.** All members of chapters must be members of the Association. An eligible member may, but need not, affiliate with a local chapter in the member's geographical area upon payment of the required assessments or additional fees involved.
- B. Chapter Bylaws.** The bylaws of all chapters shall conform to those of the Association in all respects and shall require the approval of the board of directors. Nothing shall prevent a chapter from establishing additional objectives and requirements for membership, provided that such qualifications are not contrary to the stated aims and purposes of the Association.

**Section 3. Relations with the National Association.** Each chapter shall be notified of meetings of the board of directors at which matters directly concerning it are on the agenda, and it may be requested to send an authorized representative to participate in the discussion thereof. Every chapter shall submit a report of its activities to the board of directors twice a year and a financial statement to the treasurer of the Association annually.

**Section 4. Use of NAJIT Logo.** Chapters shall be able to adapt the NAJIT logo for their region by adding initials or letters below the logo. Unauthorized use of the NAJIT logo shall be taken up by the board of directors and may result in suspension.

**Section 5. Operating Funds.** A chapter may levy a special assessment on its members only with the approval of the board of directors of the Association, and the assent of two-thirds of the members of such chapter.

**Section 6. Dissolution.** Dissolution of a chapter when its usefulness has ceased may be authorized by the board of directors. When the activities of a chapter are deemed to run counter

to the established policies, objectives, or good name of the Association, the board of directors may vote to dissolve the chapter, but such dissolution shall not become effective until the vote of the board of directors has been approved in a referendum by a majority vote of the Association's voting members.

## ARTICLE XI CERTIFICATION COMMISSION

**Section 1. Appointment.** A certification commission shall be appointed by the board of directors to oversee and direct the association's certification program.

**Section 2. Composition.** The commission shall consist of no less than three and no more than seven members. All commission members shall be Active members of the Association. Only one commission member shall be a member of the board of directors.

**Section 3. Responsibility.** The commission shall be responsible for all matters pertaining to the design and content, administration and other programmatic details of the certification process. Final approval shall remain with the board of directors.

**Section 4. Financial.** Financial aspects of the certification program shall be referred to the board of directors with the commission's recommendations for action. The board of directors shall have final authority over the finances of the certification program.

## ARTICLE XII THE SOCIETY FOR THE STUDY OF TRANSLATION AND INTERPRETATION

**Section 1. Purpose.** The Society for the Study of Translation and Interpretation (SSTI) is a separate, nonprofit corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3). SSTI shall be the Association's scholarly counterpart, to carry out all activities designed to further the knowledge and understanding of the judiciary interpreting and translation professions, to include seminars, symposia, publications, research collectives, and other such activities that may be aligned with its purpose.

### **Section 2. Relationship Between SSTI and NAJIT**

- A. **Governance.** SSTI shall have a charter, bylaws, and governing body separate from NAJIT's. The SSTI corporate bylaws shall establish the manner in which the corporation selects and appoints the members of its governing body. Such appointment shall be ratified by the Chair of the NAJIT Board of Directors, unless there are reasonable

grounds to deny such ratification. Should there be no candidates forthcoming from the SSTI Board to fill any vacancies, the NAJIT Board may suggest candidates to fill such vacancies and seek consensus from the SSTI Board for the appointment of any new Board member.

- B. **Finances.** NAJIT shall encourage its members to support SSTI through their tax-exempt donations. Donations received through NAJIT shall be disbursed at the end of NAJIT's fiscal year from the NAJIT bank account to a separate account in SSTI's name.

### ARTICLE XIII PARLIAMENTARY AUTHORITY

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

### ARTICLE XIV AMENDMENT OF BYLAWS

**Section 1. Amendment.** These bylaws may be amended in whole or in part at any membership meeting by a two-thirds vote, provided notice of the amendment indicating its exact content has been sent to the membership not less than thirty days nor more than fifty days prior to the meeting.

**Section 2. Submitting Proposed Amendments.** An amendment may be proposed by the board of directors or by petition from a minimum of thirty members, submitted to the board of directors not less than ninety days prior to the membership meeting.

**Section 3. Preview of Amendments.** The board of directors shall hold at least one virtual meeting no later than seven days prior to the membership meeting for the purpose of answering member questions about proposed amendments. The virtual meeting shall be open to all members.