

BYLAWS
of the
National Association of Judiciary Interpreters & Translators

ARTICLE ONE: Name and General Structure

The name of this Association, a membership corporation organized and existing under the laws of the State of Delaware, shall be National Association of Judiciary Interpreters and Translators (NAJIT). Provision is made herein for the establishment of chapters. The official language of the Association shall be English.

ARTICLE TWO: Purposes

This Association is organized as a nonprofit entity with the following objectives:

1. To bring together individual 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 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 THREE: Membership

Section I - Membership Categories

The membership of the Association shall consist of seven categories: Active, Student, Organizational, Corporate, Associate, Honorary, and Life.

(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 billing 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 billing contact or any single employee of the corporation.

(E) Associate

An Associate Member shall be any person who shares NAJIT'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 will not be required to pay annual membership dues, but will not have voting power.

For a person to be considered for Honorary Membership, a member of the Association in good standing shall submit a letter of nomination signed by at least ten members in good standing to the Board of Directors. The Board will then 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 NAJIT members only. Life Members will not be required to pay annual membership dues, but will be allowed to vote.

For a person to be considered for Life Membership, a member of the Association in good standing shall submit a letter of nomination signed by at least ten members in good standing to the Board of Directors. The Board will then vote to approve or disapprove the nomination.

Section II - Application

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

Section III - Rights

All Active Members in good standing shall have the right to vote and the right to hold office. All members shall have the right to attend any of the Association's regular meetings, use of all its membership facilities, and receive all the Association's regular publications, as part of their membership dues. The rights of Organizational and Corporate Members shall be exercised through persons appointed by the entity holding such membership.

Section IV - Resignation

Nonpayment of the annual dues for any given year shall be regarded as resignation.

ARTICLE FOUR: Board of Directors

Section I - Number and Terms

The property, affairs, business, and concerns of the Association shall be vested in a Board of Directors consisting of no less than five but no more than nine active members in good standing elected at large, with the requirement that the board shall always consist of an odd number of members. The members of the Board of Directors shall serve two-year terms and be eligible for reelection. 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 (3) terms or six (6) years on the board.

The Chair of the Board of Directors shall serve no more than three (3) years in said capacity.

Section II - Eligibility

Any Active Member who attains two years of continuous membership as an Active Member in good standing as of the return date specified on the "Call for Nominations" shall be eligible for nomination to the Board of Directors.

Section III – Nominations and Elections

(A) Nominations

Nominations for directors shall be submitted to the chairman of the nominating committee at least 105 days before the Annual Meeting. The nominating committee shall prepare a list of nominees at least 60 days before the election.

(B) Election

The election shall be conducted electronically utilizing an online voting and election software application approved by the Board of Directors. A member unable to vote online may request a paper ballot.

An Election Committee, appointed by the chair and consisting of no less than three Active Members, shall oversee and coordinate the election process in conjunction with the NAJIT staff.

Candidate information stating position and programs shall be included on the Association's web page and shall be distributed with the voting instructions that shall be sent to each eligible voter at least thirty days prior to the Annual Meeting. Only Active members in good standing and Life members shall be eligible to vote. Voting in the election shall close at midnight before the Annual Meeting.

A plurality vote shall elect, and election results shall be reported by the Election Committee at the Annual Meeting. All materials relative to the conduct of the election and the results as reported by the online voting application shall be retained by NAJIT staff for one year.

Section IV - Duties

The Board of Directors shall have the power and authority to manage the Association's property and to regulate and govern its affairs, or to delegate the management of property and affairs to a professional management service for a reasonable fee; to determine policies and changes within the limits of the Certificate of Incorporation and the Bylaws of the Association; to approve applications for membership; and to devise and carry into execution such measures as the membership may direct, and which, in the judgment of the Board, are necessary and desirable, on behalf of the Association or in furtherance of its purposes and objectives.

Section V - Officers

(A) Chair

The Chair shall be elected by the Board of Directors, from amongst its members and shall be the principal executive officer of the Association and shall in general supervise all of the affairs of the Association and be responsible for the operation of the Association Headquarters. The Chair of the Board shall preside at all meetings of the Association and shall be a member ex-officio of all committees, except the Nomination and Election Committees. The Chair shall 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 the signing and execution thereof shall be expressly delegated by the Board of Directors, or these Bylaws or by statute to some other officer or agent of the Association. The Chair shall perform such other duties applicable to the office of Chair as prescribed by the parliamentary authority adopted by the Association. The Chair shall be responsible for carrying out the policies and directives adopted or approved by the Board of Directors. In the case of a Chair's absence or inability to perform his or her duties, the Vice-Chair shall perform the duties of the Chair as if he or she had been elected by the Board to perform such duties. These include but are not limited to presiding over meetings of the Association, executing documents on behalf of the Association, and supervising the affairs of the Association.

(B) Vice-Chair

The Vice-Chair shall be elected by the Board of Directors from amongst its members and shall perform the duties of the Chair whenever the Chair is unavailable or unable to perform such duties, such as presiding over Board meetings and executing documents on behalf of the Association which the Board of Directors has so authorized. The Vice-Chair and the Chair will further agree to divide the committees on which they will each be ex-officio members, with the exception of the Nomination and Election Committees. The Vice-Chair shall perform such other duties delegated by the Chair or otherwise designated by the Board of Directors.

(C) Secretary

The Board shall elect a Secretary from amongst its members, who shall record the minutes of all meetings of the Association and the Board of Directors, and make these available to the Board in writing, and to perform such other duties as shall be designated to the Secretary by the membership or the Board of Directors.

(D) Treasurer

The Board shall elect a Treasurer from amongst its members, who shall receive and collect all dues, fees, assessments and other moneys; record all moneys received and expended; deposit all the funds of the Association in a bank designated by the Board of Directors; and shall share with the Chair the right to sign all checks. Disbursements of Association funds shall be by check or by electronic means after approval of the majority of the Board. The Treasurer shall, at the Annual Meeting of the Association, or at other times requested by the Board of Directors, make a report of all receipts and disbursements and of the financial condition of the Association. The books and records maintained by the Treasurer shall be delivered for inspection at any time to the Board of Directors and/or the certified public accountant auditing them. The Treasurer, in turn, may delegate these tasks to a professional accounting service, for a reasonable fee.

(E) Term of Office and Vacancy

Officers shall take office the day following the announcement of election results and shall serve for a term of one year or until a successor is elected. In case of a vacancy, the Board of Directors shall elect an officer to fill the remainder of the term.

Section VI - Meetings

(A) Called Meetings

A meeting of the Board of Directors shall be called upon the request of a majority of its members. A meeting may also be called by the Chair. Reasonable notice of date, time, and place of a meeting shall be sent to each Board member. The Board shall meet at least four times each year with a least one being in-person, where possible. A majority of the members of the Board shall constitute a quorum. A proposed act or choice of the Board shall be adopted by a majority vote.

(B) Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is approved by all members of the board. The action shall be evidenced by one or more consents, written and signed or in electronic form, describing the action taken. Such consent shall have the same force and effect as a unanimous vote. The action taken shall become effective when the last consent is received unless the consent specifies a different effective date. Consents in either form shall be filed with meeting minutes.

Section VII - Vacancies

Whenever a vacancy occurs on the Board of Directors by death, resignation or otherwise, the vacancy shall be filled without undue delay by the Board of Directors, and the appointee shall hold office for the remainder of the unexpired term.

Section VIII - Removal

Any one or more of the Directors may be removed for cause by a vote of a majority of the Board of Directors of the Association, whose decision shall be ratified in a referendum to that effect by the members of the Association.

Causes for removal may include a director's failure to fulfill the general obligations and responsibilities of the position and/or the specific duties and responsibilities of an office to which he or she has been elected by fellow board members, or dereliction of duty when such failures are repeated on three consecutive instances. Examples of dereliction of duty may include, but are not limited to, failure to attend a duly notified board meeting, failure to respond to board communications requiring an urgent response, failure to take an action required by the board.

ARTICLE FIVE: Committees

Section I - Types of Committees

There shall be ad hoc committees and standing committees. The Chairs of both ad hoc and standing committees shall be appointed by the Association's Chair with the agreement of the majority of the Board of Directors. Each committee shall consist of the chair and at least three members selected by the committee chair, subject to the approval of the Board of Directors. Ad hoc committees shall originate with the Board of Directors, to whom they shall report their findings and/or actions and from which they shall derive their purpose and authority.

Section II - Standing Committees

The following shall be standing committees of the Association: Advocacy, Bylaws and Governance, Conference, Membership, and Nominations.

ARTICLE SIX: Certification Commission

The Board of Directors shall appoint a Certification Commission to oversee and direct the Association's certification program. The Commission shall consist of between three and seven members, including a public member. All Commissioners but the public member shall be members of the Association. The Commission shall include at least one member of the NAJIT Board of Directors; however, the majority of Commissioners shall not be members of the NAJIT Board of Directors. The Commission shall have complete autonomy in all decisions pertaining to the standards, policies, procedures and programmatic details of the certification program. The Commission shall refer financial aspects of the certification program to the Board of Directors with its recommendations for action. The Board of Directors shall have final authority over the finances of the certification program.

ARTICLE SEVEN: Dues

Every member shall pay annual membership dues as established by the Board of Directors, payable in advance. The dues year of the Association, the renewal date for members, and the fiscal year of the Association shall be established by the Board of Directors. Any member whose dues are not paid by the member's renewal date shall be deemed in arrears. Any member in arrears as of 60 days from the member's renewal date shall be suspended from the privileges of membership after previous due notice has been given by mail at the member's last known post office address that such action will be taken.

Special assessments may be made by a majority vote of the Board of Directors, which shall be ratified by a referendum of the members of the Association.

ARTICLE EIGHT: Annual Meeting

Section I – The Annual Meeting

The Annual Meeting, which shall be held at a time and place determined by the Board of Directors, shall include the presentation of an Annual Report of the Directors and Committees. Notice of the Annual Meeting shall be sent to each member not less than thirty nor more than sixty days before the date appointed for the meeting. The quorum at membership meetings shall consist of 10 percent of, or 100 of, the voting members present in person or by proxy, whichever is the lesser number.

Section II - Resolutions

All motions and resolutions should be provided in writing to NAJIT Headquarters at least 60 days before the date of the Annual Meeting. The proposed motions and/or resolutions shall then be referred to the Bylaws and Governance Committee for review and recommendations to the NAJIT Board for presentation to the Annual Meeting. Resolutions or motions not submitted at least 60 days before the date of the Annual Meeting may be brought to the assembly by providing a copy to the Chair of the Annual Meeting in writing by 5 p.m. the day before the Annual Business Meeting; it shall require a two-thirds vote of the voting members present in person or by proxy at the Annual Business Meeting to consider the resolution or motion.

ARTICLE NINE: Chapters

Section I - Establishment

Regional groups may form chapters. Chapters relating to geographic areas actively represented among the members may be established by the Board of Directors, subject to the following conditions:

- (a) The petition for the establishment of such 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) 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 two-thirds vote of the Board of Directors.

Section II - Membership and Bylaws

All members of chapters must be members in good standing 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. 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 III - 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 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 IV - 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 V - 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 said chapter, but such dissolution shall not become effective until the vote of the Board of Directors has been approved by the voting membership of the Association by a majority vote of those voting in a referendum.

ARTICLE TEN: Amendment of Bylaws

Section I - Notice

These Bylaws may be amended, repealed, altered or added to in whole or in part by a two-thirds vote among the members of the Association present and voting in person or by proxy at any Annual Meeting, provided that the complete text of the proposed change is submitted to each member in writing not less than thirty nor more than fifty days preceding the date of such meeting. Amendment may be proposed by the Board of Directors or thirty (30) members of the Association. Proposals originating by petition shall be submitted in writing to the Board of Directors not less than ninety (90) days preceding the date of the Annual Meeting and shall be presented to the membership with recommendations of the Board.

Section II - No Notice

Any amendment for which notice has not been duly given to the members as specified in Section I may be submitted at the Annual Meeting and shall become effective upon receiving a unanimous vote of all those present and voting at that Annual Meeting.

ARTICLE ELEVEN: Use of NAJIT Logo

All voting members of NAJIT shall be entitled to use the NAJIT logo on their business cards and stationery. NAJIT membership cards will be made available to all members, and NAJIT's logo in a form suitable for reproduction will be made available to all voting members.

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 will be taken up by the Board of Directors and could result in suspension.

ARTICLE TWELVE: Complaints and Emergencies

All complaints shall be submitted in writing to the Board of Directors, which shall act accordingly forthwith. In an emergency situation which may directly affect NAJIT members, a Review Board may be created comprised of the Board of Directors and three Active members to take emergency action in any such case.

ARTICLE THIRTEEN: 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 FOURTEEN: Electronic Meetings and Communications

Section I – Meetings

The Association membership, the Board of Directors, all committees, and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media, on a virtual platform so long as all members can simultaneously hear each other and participate during the meeting.

Section II - Voting by Ballot

An anonymous vote conducted through a designated internet meeting service or electronic means such as audience response devices or computer software shall be deemed to be a ballot vote, fulfilling any requirement that a vote be by ballot or secret.

Section III – Communications

Unless a member indicates otherwise, all communication required in these bylaws, including required notices, may be sent electronically.

Amended June 4, 2022

NAJIT ANNUAL MEETING STANDING RULES

Standing Rule 1

All motions and resolutions should be provided in writing to NAJIT Headquarters at least 60 days before the date of the Annual Meeting. The proposed motions and/or resolutions shall then be referred to the Bylaws and Governance Committee for review and recommendations to the NAJIT Board.

Standing Rule 2

If the 60-day requirement has not been met, motions and resolutions may be brought before the Annual Meeting in the following manner:

- a. The motion and/or resolution shall be provided to the Chair of the Annual Meeting in writing.
- b. The mover may then request permission of the assembly to suspend Standing Rule 1 and present the matter from the floor. This request must be approved by two-thirds of the voting members present at the meeting.

Standing Rule 3

All motions and resolutions that are presented to the assembly during an Annual Meeting shall be subject to the following:

- a. Debate is limited to 10 minutes in favor, 10 minutes opposed.
- b. No speaker shall speak for more than 2 continuous minutes.
- c. Whenever possible, speakers shall alternate: one for, one against.
- d. A request to suspend Standing Rule 3 must be approved by two-thirds of the voting members present at the meeting.

Approved at the NAJIT Annual Meeting, May 14, 2005