

## ROLE OF THE CHAIR AND MEMBERS OF THE NAJIT BOARD OF DIRECTORS

The Board of Directors of the National Association of Judiciary Interpreters and Translators (NAJIT) is a group of professionals elected by the Association's members to provide leadership and cohesion. Under the Association's Bylaws, "The property, affairs, business, and concerns of the Association shall be vested in a Board of Directors" as a collective body.

The Chair is an officer elected by this Board to assume certain duties and responsibilities defined by the association's Bylaws as outlined and discussed below:

(1) The Chair "shall, in general, supervise all of the affairs of the Association and be responsible for the operation of the Association Headquarters."

The Bylaws designate responsibilities to the Chair, but do not authorize the Chair to act independently of the rest of the members of the Board. The supervision of all affairs and the responsibility for the operation of the Association headquarters must be carried out in consultation with all members of the Board.

The Chair has a duty to keep all Board members informed at all times of any and all matters directly related to and/or affecting the Association, including any meetings with NAJIT headquarters/management and/or actions and/or decisions regarding the affairs of the Association, as the Bylaws indicate that all "concerns of the Association shall be vested in a Board of Directors," not just the Chair of the Board.

(2) The Chair "shall preside at all meetings of the Association."

The Chair presides over meetings to maintain order while conducting the business at hand during Association meetings, including Board meetings. This role does not endow the Chair with a rank higher than the rest of the Board members during such meetings, or any special privileges or authority to make decisions and/or act independently during or outside such meetings without first consulting all other Board members directly and jointly.

(3) The Chair "shall be a member *ex officio* of all committees, except the Nomination and Election Committees, unless the Chair and Vice-Chair "further agree to divide the committees on which they will each be *ex officio* members."

Having the Chair or Vice-Chair as an *ex-officio* (non-voting) member of all committees — except the Nomination and Election Committees — means that the Chair of the Board of Directors cannot chair or vote on any committee. Furthermore, the purpose of having the Chair or Vice-Chair as an *ex officio* member of all committees, is also to keep all Board members apprised of all Association activities and prevent committees from acting as independent satellites with no oversight from the Association's leadership.

(4) The Chair “shall be responsible for carrying out the policies and directives adopted or approved by the Board of Directors.”

The Chair is not authorized to take any action or make any decision on behalf of or in any way having an impact on the Association without first consulting all Directors jointly and receiving approval from a majority thereof as evidenced by a vote in the minutes of a Board meeting or an official electronic mail exchange. Meetings or requests to the Board must be scheduled with sufficient and reasonable notice and opportunity to respond.

(5) 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.”

Regardless of the individual stance or opinion of the Chair, it is still the responsibility of the Chair to sign documents that the Board of Directors has approved and to do so in a timely manner.

(6) The Chair “shall perform such other duties applicable to the office of Chair as prescribed by the parliamentary authority adopted by the Association”

The parliamentary authority adopted by the Association is Robert’s Rules of Order.

In general, “the power and authority to manage the Association's property and to regulate and govern its affairs” falls on the entire Board of Directors acting jointly in the best interest of the Association. The Board of Directors has the duty and responsibility to “determine[s] policies and changes within the limits of the Certificate of Incorporation and the Bylaws of the Association” jointly, as a unified governing body elected by the Association members for such purpose.

Furthermore, the NAJIT Board of Directors has a mandate “to devise and carry into execution such measures as the membership may direct,” and to be accountable to the NAJIT members when the Board, individually and collectively, exercises its judgment “on behalf of the Association or in furtherance of its purposes and objectives.”

Revised and approved by the Board of Directors June 2024.

This policy was adopted on February 3, 2021, by the NAJIT Board of Directors.

Any future changes to this policy must be published to the membership promptly.