

UTAH TRANSLATORS AND INTERPRETERS ASSOCIATION (UTIA) BYLAWS

ARTICLE ONE - NAME AND GENERAL STRUCTURE

The name of this association shall be **Utah Translators and Interpreters Association**. This association is organized pursuant to the laws of Utah.

ARTICLE TWO - PURPOSES

The purposes of UTIA are:

1. To advocate and promote recognition of translation and interpretation as professions and to protect the rights and interests of professional translators/interpreters;
2. To formulate and maintain standards of professional ethics, practices, and competence;
3. To improve the standards and quality of translation and interpretation;
4. To establish a system of mutual assistance;
5. To publish reference materials and other publications that may advance translation and interpretation and the interests of translators/interpreters;
6. To promote social and professional relationships among its members;
7. To organize and support training of translators and interpreters by lectures and courses and by organizing partnerships with educational institutions;
8. To provide a medium for collaborating with persons in allied professions;
9. To form a partnership with other translator and interpreter associations, either in Utah or in other states;
10. To foster awareness of the professions of interpretation and translation;
11. To conduct any and all other activities designed to effect and further its objectives and promote the general welfare of the association.

ARTICLE THREE - MEMBERSHIP

Paragraph I - *Categories*: The membership of the association shall consist of three classes: Individual, student, and institutional/corporate.

Paragraph II - *Eligibility and qualifications*:

(a) *Individual*: Any person with a reputation for ethical conduct and integrity who is engaged or interested in translating, interpreting, or closely related work, and who agrees to abide by the bylaws of the association and any code of professional ethics adopted by it shall be eligible for membership.

(b) *Institutional*: Institutional membership shall be open to any institution or business firm of good repute with an interest in translation and interpretation and/or translators and interpreters that agrees to abide by the bylaws of the association and any code of professional ethics adopted by it. Membership shall be in the name of the institution or firm itself, not its representative.

(c) *Student*: Student membership shall be open to any person enrolled in a post-secondary educational institution in Utah or a Utah resident enrolled in an institution outside of Utah who is engaged or interested in translating, interpreting, or closely related work, and who agrees to abide by the bylaws of the association and any code of professional ethics adopted by it. Student members are not entitled to vote.

(d) *Application*: An application for membership, accompanied by the annual dues, shall be filed in due form. Applications not in conformity with (a), (b), or (c) above may be refused by the board.

(e) *Termination*: Membership may be terminated when a member fails to renew his or her membership one month after the due date.

Paragraph III - Rights: All members shall have the right to attend and vote at any meetings of the association, use all of its membership facilities, and receive all its regular publications free or at special member rates. The rights of institutional or corporate members shall be exercised through an individual appointed by the organization holding such membership.

ARTICLE FOUR - BOARD OF DIRECTORS

Paragraph I - Number and term: The property, affairs, business, and concerns of the association shall be vested in a board of directors consisting of four officers and up to four directors elected by the membership, as well as the immediate past president. Board members shall serve overlapping two-year terms and shall be eligible for reelection. The president, the vice president and up to three directors shall be elected in one year; the Secretary, the Treasurer and the remaining directors shall be elected in the alternate year.

Paragraph II - Duties: The board of directors shall have the power and authority to manage the Association's property and to regulate and govern its affairs; to determine policies and changes therein within the limits of the bylaws of the association; and to specify and review the work of the directors and officers.

Paragraph III - Meetings and quorum: The board of directors shall meet at least four times a year to transact the business of the association. A majority of the board shall constitute a quorum for the transaction of such business.

Paragraph IV - Vacancies: The president shall appoint a qualified individual for any vacancy that occurs. The appointee shall hold office until the next election.

Paragraph V - Removal: Any director who fails to attend consecutive board meetings without reasonable cause, who does not fulfill his or her responsibilities as a board member, or who abuses his or her office, may be removed from the board by a majority vote of the board.

ARTICLE FIVE - OFFICERS

Paragraph I - President: The president shall preside at all meetings of the association and of the board of directors. He or she shall be a member ex officio of all committees, except the nominating committee, without the right to vote. The president shall share with the treasurer, the vice president, and the secretary the right to sign checks for withdrawal of funds of the association.

Paragraph II - Vice president: The vice president shall assist the president in the performance of his or her duties, preside at meetings and otherwise assume the duties of the president during the latter's absence or inability to act. He or she shall be a member ex officio of all committees, without right to vote. The vice president shall share with the treasurer, the president and the secretary the right to sign checks for withdrawal of funds of the association.

Paragraph III - Secretary: It shall be the duty of the secretary to give notice of all meetings of the board of directors and keep minutes thereof. The secretary shall make sure that the minutes are available to the membership, and must turn them over to his or her successor at the end of his or her term. The secretary shall share with the treasurer, the president and the vice president the right to sign checks for withdrawal of funds of the association.

Paragraph IV - Treasurer: The treasurer shall receive and collect all moneys and give official receipts therefor, record all moneys received and expended; deposit all funds of the association in a bank or depository designated by the board of directors; and shall share with the president, the vice president, and the secretary the right to sign all checks. Disbursement of association funds shall be by check if possible, otherwise electronically. The treasurer shall, at the annual meeting of the association and at other times requested by the board of directors, make a report of the financial condition of the association. The books and records maintained by the Treasurer shall remain the property of the association and shall be available for inspection at any time by the board of directors or an auditor appointed by the board.

Paragraph V - Right to disburse funds: Only duly elected officers shall have the right to disburse, assign, or in any other manner encumber or dispose of association funds, either by check or electronically, unless otherwise authorized from time to time by the board of directors.

ARTICLE SIX - COMMITTEES

Paragraph I - *Appointment*: In addition to the standing committees listed below, the president may appoint any special committees he or she deems necessary to carry out the work of the association. The president shall appoint the chairs of all committees except the nominating committee (see paragraph II below). Any member in good standing may be appointed to serve on any committee.

Paragraph II - *Nominating committee*: The board of directors shall appoint a nominating committee consisting of at least three persons. All members in good standing, including officers and directors, except the president, are eligible for appointment. It shall be the responsibility of the nominating committee to assure renewal of the leadership of the association by nominating at least one candidate for each position to be filled. In the event that the nominating committee does not complete its task within the allotted time, the board as a whole shall then act as the nominating committee.

Paragraph III - *Ethics committee*: An ethics committee shall determine the range and scope of its work within the field of problems arising in connection with the relationship of translators/interpreters with their clients, peers, and others.

ARTICLE SEVEN - COMPENSATION AND DUES

Paragraph I - *Compensation*: Officers, directors, committee chairs, and members of the committees of the association shall receive no salaries or other compensation for their work. Duly authorized expenses incurred on behalf of the association shall be reimbursed.

Paragraph II - *Dues*: Annual dues for the respective classes of membership shall be established by the board of directors. Dues shall be payable in advance and annually. Membership shall be terminated when dues are one month in arrears.

ARTICLE EIGHT - PUBLICATIONS

The association can publish and distribute to its members and friends a newsletter, a membership directory and any additional materials that the board of directors may authorize. Any such publication may, as determined from time to time by the board of directors, be published either in printed or electronic form.

ARTICLE NINE - FISCAL YEAR

The fiscal year of the association shall begin on the first day of January and end on the last day of December.

ARTICLE TEN - MEETINGS

Paragraph I - *Meetings*: At least four meetings, including an annual general meeting and an election meeting shall be held each year, at times and places to be determined by the board.

Paragraph II - *Annual general meeting*: The annual general meeting shall be the first meeting held in the year or another meeting not later than March of each year. The program shall include the installation of officers and directors and presentation of the annual report.

Paragraph III - *Notice of meetings*: Whenever members are required or permitted to take action at a meeting, written notice shall be given to every member not less than ten (10) days or more than ninety (90) days before the date. This notice can be sent by surface mail or electronic mail.

ARTICLE ELEVEN - VOTING AND ELECTIONS

Paragraph I - *Elections*: The election of officers and directors shall be held at an annual election meeting, preferably the last meeting of each year.

Paragraph II - *Who may run for office*: Any member in good standing may run for elective office.

Paragraph III - *Nomination of candidates*: Candidates for election may be nominated in one of two ways:

(1) The nominating committee shall nominate at least one candidate for each position to be filled, having first obtained the consent of the candidates; or

(2) Further nominations for any position may be made by a petition in writing, with the consent of the candidate, or in person.

Candidates shall have an opportunity to make a statement to the membership before the election, either at the election meeting or to be published before the election meeting.

Paragraph IV - *Notice of election*: Notice of an election to be held shall be given to the members at least thirty (30) days before the date of the election.

Paragraph V - *Voting*: Each individual and institutional member in good standing shall be entitled to one vote. Votes are cast at meetings of the association, but the board may also permit votes to be cast or sent by e-mail or mail. If a member is prevented from voting, a proxy may cast his or her vote by presenting a written and signed authorization by the absent member.

ARTICLE TWELVE - AMENDING THE BYLAWS

These bylaws may be amended, added to, altered, or repealed by a majority vote at a meeting of the association, provided that the proposed changes are included in the notice of the meeting.

Adopted at the annual general meeting held July 20, 2011, in Salt Lake City, Utah, USA.