

# National Association of Interpreters in Education Bylaws

Updated November 2017

## ARTICLE I. NAME

The name of the organization shall be the “National Association of Interpreters in Education” (also referred to as “NAIE”).

## ARTICLE II. MISSION AND PURPOSE

Section 1: MISSION. The NAIE empowers educational interpreters to promote best practices and to enhance the education of deaf, hard of hearing, and deafblind students.

Section 2: PURPOSE.

- A. Identify and promote standards of practice within the field of educational interpreting.
- B. Provide continuing education and professional skill development opportunities to enhance the quality of educational interpreting.
- C. Advocate and support collaboration between members, stakeholders, and other professional groups that work directly and indirectly with deaf, hard of hearing, and deafblind students to ensure collective action.
- D. Advise stakeholders on appropriate administration of educational interpreting services including specialized qualifications (e.g. deafblind students).
- E. Educate the public about the contributions of the educational interpreting profession.

## ARTICLE III. NON-VOTING MEMBERSHIPS

Section 1: CATEGORIES OF MEMBERSHIP. There shall be two non-voting categories of membership: Interpreter Member and Supporting Member.

Section 2: MEMBER ELIGIBILITY. Those who have paid the required dues and fees in accordance with these bylaws and who are not suspended shall be members in good standing.

A. Interpreter Member.

Any person (i.e., student or current practitioner) in the field of sign language interpreting is considered an Interpreter Member. Interpreter members agree to abide by the highest ethical standards and are dedicated to supporting the mission of NAIE.

B. Supporting Member.

Any person who is dedicated to the mission of NAIE is considered a Supporting Member. Supporting members have a shared, vested interest in the client populations served by the educational interpreting profession.

Section 3: MEMBERSHIP DUES

- A. The amount of the annual dues, fees, timeline of membership, and any penalties for late payments shall be determined by the Board of Directors.
- B. Dues shall be received no later than thirty (30) days after a member’s annual renewal date to be eligible to access NAIE programs and services for members.
- C. Late payment of annual membership dues is subject to any fees outlined in the Policies and Procedures Manual.

Section 4: TERMINATION OF MEMBERSHIP & REINSTATEMENT. Membership shall terminate on occurrence of any of the following events:

- A. VOLUNTEER RESIGNATION. Any member can voluntarily withdraw membership with proper notification submitted to the Membership Director. Those who voluntarily stop their membership will not be entitled to receive a refund of membership dues.
- B. EXPIRATION OF MEMBERSHIP. Membership expires annually based on the initial date the membership application and payment were received.
- C. OUTSTANDING BALANCES. Failure of the member to pay any dues and fees within 30 days after membership expires can result in termination of membership.
- D. SUSPENSION/TERMINATION. A member may be suspended or terminated indefinitely or for a specified period of time based on the good faith determination by the Board of Directors, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the association or has engaged in conduct materially and seriously prejudicial to the purposes and interests of NAIE. A member who is suspended shall not be a member nor have access to member benefits during the period of suspension. Suspended and terminated memberships shall not receive a refund for membership dues.
- E. REINSTATEMENT. Any member that has been terminated or suspended may be reinstated after a specified time period determined by the Board of Directors.

#### **ARTICLE IV: BOARD OF DIRECTORS**

- Section 1: POWERS & RESPONSIBILITIES. The powers of NAIE shall be vested in a Board of Directors (referred to as the "Board"), who shall have charge, control, and management of the affairs and property of NAIE and will conduct business in a manner that best reflects NAIE's mission and the interest of the members, stakeholders, and the general public. General responsibilities include:
- A. Approve the annual organizational budget.
  - B. Accept nominations and elect directors when vacancies exist.
  - C. Create and appoint members of standing committees as set forth in Article VII.
  - D. Provide an annual report no later than ninety (90) days after the end of each fiscal year.
  - E. Hold each member of the Board of Directors accountable for their actions on behalf of NAIE.
- Section 2: COMPENSATION. Members of the Board shall serve without compensation other than reimbursement of reasonable expenses.
- Section 3: COMPOSITION. The Board shall have at least three (3) and no more than eleven (11) directors. The Board shall appoint individuals to serve in the following designated positions: President, Vice President, Secretary, Treasurer, Membership Director, Governance Director, Publications Director, Communications Director, and Volunteer Director.
- Section 4: ELIGIBILITY. All candidates for the Board shall be members in good standing and are able to provide verification of qualifications to serve in a designated position.
- Section 5: TERM OF OFFICE. Board members shall serve for a term of 2 years, beginning in the month of August. A board member may serve 3 consecutive terms for the same position. Staggered terms and elections for board members are as follows:
- Even-numbered years: President, Secretary, Membership Director, Governance Director, and Publications Director
- Odd-numbered years: Vice President, Treasurer, Volunteer Director, Communications Director
- Section 6: ELECTION. Board member elections shall be hosted during the month of June. New board members and members eligible for re-election shall be elected by a two-thirds ( $\frac{2}{3}$ ) majority vote

of current Board members provided there is a quorum present.

Section 7: LIMITATIONS. Unless so authorized by the Board, no individual shall have the power or authority to bind NAIE to any contract, engagement, or monetary liability. Specific powers and limitations are further defined in the Policies and Procedures Manual and are in accordance with the NAIE Articles of Incorporation.

Section 8: BOARD RESIGNATION, VACANCIES, & REMOVAL

- A. RESIGNATION. Any director may resign at any time by giving written notice to the Board President or Secretary.
- B. VACANCIES. Vacancies on the Board shall be filled with a two-thirds ( $\frac{2}{3}$ ) majority vote by the remaining members of the Board.
- C. REMOVAL. Any member of the Board may be removed, either with or without cause. To formally remove a Board member, a two-thirds ( $\frac{2}{3}$ ) vote by the remaining members of the Board is required.
- D. AUTOMATIC FORFEITURE. Directors may be removed automatically for failure to meet the minimum requirements in Section 4 of this Article.

Section 9: VOTING RIGHTS. Each Board member shall be entitled to one vote on all matters presented to the Board.

Section 10: CONFLICT OF INTEREST. Any member of the Board of Directors who has a financial, personal, or official interest in conflict (or appearance of conflict) with any matter pending before the Board which prevents or may prevent that member from acting on the matter in an impartial manner will offer to the Board of Directors to voluntarily excuse him/herself and will refrain from discussion and abstain from voting on said item.

#### **ARTICLE V: BOARD MEMBER DUTIES & RESPONSIBILITIES.**

Section 1: PRESIDENT

- A. President shall have general superintendence and direction of all other officers of this organization and see that their duties are properly performed.
- B. Presides over all meetings of the NAIE Board of Directors.
- C. Has the authority to co-sign checks with the Treasurer or any other person designated.

Section 2: VICE PRESIDENT

- A. In the absence of the President, shall preside over meetings of the Board of Directors.
- B. Assists in the training of incoming board members and committee chairs.
- C. Responsible for overseeing any assigned committees or task forces as determined by the Board.
- D. Appoints committee chairpersons with majority approval of the board.
- E. Serves as a Board liaison to all committees unless another board member has been assigned.

Section 3: SECRETARY

- A. Attends all Board meetings and is responsible for taking minutes.
- B. Supervises and preserves all organizational records and documentation.
- C. Has the authority to co-sign checks with the Treasurer or any other person designated.

Section 4: TREASURER

- A. Chairs the Financial Development Committee.
- B. Maintains adequate records of financial transactions.

- C. Reviews and presents financial statements with the Board of Directors.
- D. Prepares an annual budget to be reviewed and approved by the Board.
- E. Files necessary annual financial forms and documentation with the Internal Revenue Service and other agencies as needed.

Section 5: MEMBERSHIP DIRECTOR

- A. Maintains adequate records of all NAIE members including: contact information, renewal dates, expiration dates, suspensions/terminations, and any other pertinent member information.
- B. Manages access to member benefits and online member portal.

Section 6: PUBLICATIONS DIRECTOR

- A. Oversees NAIE publications including newsletters, white papers, and other documents.
- B. Acts as Board liaison to the Publications Committee Chair.

Section 7: COMMUNICATIONS DIRECTOR

- A. Oversees the NAIE website.
- B. Acts as Board liaison to the Communications Committee Chair.

Section 8: GOVERNANCE DIRECTOR

- A. Chairs the Governance Committee.
- B. Reviews and updates the NAIE Bylaws, Policies and Procedures Manual, and any other organizational documents as needed.

Section 9: VOLUNTEER DIRECTOR

- A. Oversees the NAIE volunteer recruitment and training program.
- B. Acts as the Board point of contact for individuals interested in volunteering with NAIE.

#### **ARTICLE VI: MEETINGS OF DIRECTORS**

Section 1: REGULAR BOARD MEETINGS. The Board shall meet at an agreed upon time and place at least four (4) times per year. Each Board member is expected to attend a majority of meetings either in person or via telephone/video conference. The Board may decide to meet more frequently as necessary to further address NAIE business.

Section 2: QUORUM. A two-thirds ( $\frac{2}{3}$ ) majority of the officers shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be conducted that might have been conducted at a regularly scheduled meeting.

Section 3: EXECUTIVE SESSION. The Board of Directors may hold an executive or closed-door session and may restrict attendance. Executive session meeting minutes shall be kept separate from open meeting minutes. The matters to be discussed at such an executive session may include matters listed in the Policies and Procedures Manual.

#### **ARTICLE VII: COMMITTEES & COUNCILS**

Section 1: ADVISORY COUNCIL.

- A. The Advisory Council shall not have duties, voting privileges, nor obligations for attendance at regular meetings of the Board of Directors. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall comply with

the confidentiality policy set forth in the Policies and Procedures Manual.

Section 2: STANDING COMMITTEES

- A. Standing committees, ad hoc committees, task forces, or work groups will not have voting privileges, nor obligations for attendance at regular meetings of the Board of Directors. Committee members may attend said meetings at the invitation of a Board member. Members of committees shall comply with the confidentiality policy set forth in the Policies and Procedures Manual. The Vice President shall appoint any standing committee chairpersons with the approval of the majority of the Board members. The Vice President shall serve as Board liaison to all standing committees unless another board member is designated.

**ARTICLE VIII: NON-DISCRIMINATION**

Section 1 : It is the policy of the NAIE not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, color, religion, or national origin.

**ARTICLE X: DISSOLUTION OF THE ASSOCIATION**

Section 1 : DISSOLUTION. Upon the dissolution of the NAIE, the Board shall, after paying or making provisions for the payment of liabilities of the organization, shall notify the state of Colorado of the organization's dissolution. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the NAIE primary office is registered and located. The court shall designate any remaining NAIE assets to an organization or organizations which are organized and operated as a nonprofit for similar purpose to NAIE.

**ARTICLE XI: BYLAWS AMENDMENT**

Section 1 : AMENDMENTS. These bylaws may be altered, amended, or repealed, or new bylaws may be adopted by the Board of Directors at any regular meeting of the Board with a two-thirds ( $\frac{2}{3}$ ) majority vote. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

**Article XI: RECORDS AND FINANCIAL ADMINISTRATION**

Section 1: FISCAL YEAR. The fiscal year of the Association shall be April 1 through March 31, but may be changed by resolution of the Board of Directors.

Section 2: ORGANIZATIONAL RECORDS.

- A. NAIE shall keep record of all meeting minutes of the Board and all actions taken by standing committees on behalf of the board.
- B. NAIE shall maintain accurate accounting records.
- C. Within 60 days following the end of the fiscal year, the Treasurer shall submit to the Board a complete financial report of actual receipts and expenditures for the previous 12 months using general nonprofit accounting standards. NAIE shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 3: INDEMNIFICATION. NAIE shall indemnify a board member, or former board member, against all expenses and liabilities, including counsel fees in connection with any threatened, pending, or completed action, suit, or proceeding to which he/she was a party because he/she is or was a board member of NAIE. This agreement stands unless a board member were found to be

liable for negligence or misconduct in the performance of their board duties.

**Article XII: CERTIFICATION**

These bylaws were approved at the meeting of the NAIE Board of the Directors by a two-thirds ( $\frac{2}{3}$ ) majority vote on: November 14, 2017.

NAIE President  
Susan Brown

NAIE Vice-President  
Kimberly Hutter

NAIE Secretary  
Pat Himes