

National Association of Interpreters in Education
Bylaws
April 2016

ARTICLE I. NAME

The name of this corporation shall be the “National Association of Interpreters in Education” (NAIE).

ARTICLE II. MISSION AND OBJECTIVES

Section 1: MISSION. The mission of NAIE is to support, collaborate, and advocate for interpreters working in educational settings. NAIE acknowledges and addresses the complex challenges of the work environment while helping to advance the field of educational interpreting through research, professional development, and partnering with stakeholders.

Section 2: OBJECTIVES. NAIE’s primary objectives include –

- A. Promote the quality and effectiveness of educational interpreters in the United States through programs and services.
- B. Provide an opportunity for the educational interpreting profession to work in unity toward maintaining and promoting high standards of practice.
- C. Collaborate with other professional groups that work directly and indirectly with deaf and hard of hearing students in educational settings to ensure cooperative effort.
- D. Support study and research of the field.
- E. Improve the nature, content, and extent of continuing education and professional skill development for educational interpreters.
- F. Educate stakeholders on appropriate administration of educational interpreting services.
- G. Develop, promulgate, and encourage the application of a Code of Ethics for educational settings and practitioners.
- H. Educate the community the contribution of the educational interpreting profession including basic and specialized qualifications.

ARTICLE III. MEMBERSHIP

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 who is a student or current practitioner in the field of sign language interpreting. Interpreter members agree to abide by the highest ethical standards and are dedicated to the mission and interests of NAIE. Members shall be entitled to all the rights and privileges of the Association without limitation.

- B. Supporting member.

Any person who is not a sign language interpreter and is dedicated to the mission of NAIE. Supporting members either have a professional interest in, or are in support of the issues addressed by, or the client populations served by, the educational interpreting profession. Members shall be entitled to all the rights and privileges of the Association without limitation.

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 the last day of the fiscal year.
- C. Late payment of annual membership dues is subject to any penalties 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 Board of Directors.
- B. EXPIRATION OF MEMBERSHIP. Unless membership is renewed during the fixed period outlined in the Policies and Procedures Manual.
- C. OUTSTANDING BALANCES. Failure of the member to pay any dues, fees, or assessments within 30 days after they become due can result in termination of membership.
- D. SUSPENSION. 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 mission and interests of NAIE. A member who is suspended shall not be a member during the period of suspension.
- E. INVOLUNTARY TERMINATION. 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 mission and interests of NAIE.
- F. REINSTATEMENT. Any membership 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 the Association shall be vested in a Board of Directors, which shall have charge, control, and management of the affairs and property of NAIE and will conduct business in a manner that best reflects the mission and interests of the Association and members. General responsibilities include:

- A. Approve the annual budget of the Association.
- B. Accept nominations and elect Directors when vacancies exist.
- C. Provide an annual report no later than ninety (90) days after the end of each fiscal year.

- Section 2: COMPENSATION. The Board of Directors shall serve without compensation other than reimbursement of reasonable expenses.
- Section 3: COMPOSITION. The Board of Directors (known as the “Board of Directors” or the “Board”) shall have at least three (3) and no more than eleven (11) Directors. The Board will appoint Directors to serve as designated President, Vice-President, Secretary, and Treasurer.
- Section 4: ELIGIBILITY. All candidates for the Board of Directors shall be members in good standing and are able to provide verification of qualifications to serve on the Board in a designated position.
- Section 5: TERM OF OFFICE. Each Director shall serve a minimum of one (1) year, but are eligible for re-election up to 5 consecutive terms.
- Section 6: ELECTION. During the last quarter of each fiscal year, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws. New Directors shall be elected by a majority of Directors present at such meeting, provided there is a quorum of Directors present.
- Section 7: LIMITATIONS. Unless so authorized by the Board of Directors, no officer or agent shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. Specific powers and limitations are defined in the Policies and Procedures Manual and are in accordance with the NAIE Articles of Incorporation.
- Section 8: REMOVAL, RESIGNATION, & VACANCIES.
- A. BOARD REMOVAL. Any Director of the Board may be removed, either with or without cause, by the Board of Directors, at any time. To formally remove a Director, a three-quarters (3/4) vote by the members of the Board is required.
 - B. AUTOMATIC FORFEITURE. Directors may be removed automatically for failure to meet the minimum requirements in Section 4 of this Article.
 - C. RESIGNATION. Any Director may resign at any time by giving written notice to the Board President or Secretary.
 - D. VACANCIES. Vacancies on the Board of Directors shall be filled with a majority vote by the remaining Directors.
- Section 9: VOTING RIGHTS. Each Director shall be entitled to one vote on all matters coming before the Board.

ARTICLE V: DIRECTOR 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 Association and the Board of Directors

- C. Has the authority to co-sign checks/payments with the Treasurer or any other designated person only through pre-approval by majority of the Board.

Section 2: VICE-PRESIDENT

- A. In the absence or disability of the President, the vice-President shall assume all duties of the President.
- B. Assist in the training of incoming Board members and committee Presidents.
- C. Have the duty of presenting their perspective committee and such other duties as may, from time to time, be determined by the Board of Directors.

Section 3: SECRETARY

- A. Keeps complete and accurate record of the proceedings of the Board of Directors.
- B. Supervises the keeping of all corporation records.
- C. Has the authority to co-sign checks with the Treasurer and/or President or any other person designated through action of the Board of Directors.
- D. Submit Annual Report

Section 4: TREASURER

- A. President the Finance Committee.
- B. Oversee NAIE overall financial position.
- C. Review and present financial statements with the Board of Directors.
- D. Prepare an annual budget for the Association for approval by the Board of Directors.
- E. File necessary annual forms with the Internal Revenue Service and other agencies as needed.

Section 5: COMMITTEE DIRECTORS

- A. Committee Directors will act as liaisons to the Board for standing committees, ad-hoc committees, task forces, and/or working groups to ensure the goals of each component maintain the overall mission and interests of the Association the following standing committees.
- B. Conduct regular meetings with committee members through teleconference in order to facilitate communication and collaboration between committees.
- C. Provide reports regarding the activities of the standing committees, ad hoc committees, task forces, and/or working groups.

ARTICLE VI: MEETINGS OF DIRECTORS

Section 1: REGULAR BOARD MEETINGS. The Board shall meet at an agreed upon time and place a minimum of four (4) times per year. Each Director 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 business issues of the Association.

Section 2: QUORUM. A 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 transacted that might have been transacted at the meeting as originally scheduled.

Section 3: EXECUTIVE SESSION. The Board of Directors or any committee of the Board may hold an executive or closed-door session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session may include only matters listed in the Policies and Procedures Manual.

ARTICLE VII: COMMITTEES & COUNCILS

Section 1: ADVISORY COUNCIL. 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, ad hoc committees, task forces, and/or working 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.

ARTICLE VIII: NON-DISCRIMINATION POLICY

Section 1: NON-DISCRIMINATION POLICY. 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 IX: INDEMNIFICATION

Section 1: INDEMNIFICATION. Every officer of the Board of Directors of the Association may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE X: DISSOLUTION OF THE ASSOCIATION

Section 1: DISSOLUTION. Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent

Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

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 majority vote. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

Article XII: CORPORATE 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: RECORDS. The Association shall keep as records minutes of all meetings of its Board of Directors and a record of all actions taken by a committee of the Board of Directors.

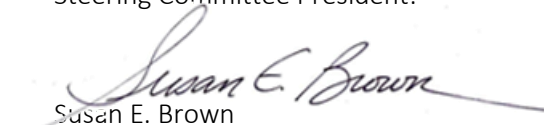
Section 3: ACCOUNTING RECORDS

- A. The Association shall maintain accurate accounting records.
- B. Within 60 days following the end of the fiscal year, the Treasurer shall submit to the Board of Directors a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.
- C. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Article XII: CERTIFICATION

These bylaws were approved at a meeting of the Association's Steering Committee by a majority vote on: 25 May, 2016

Steering Committee President:



Susan E. Brown

1 June, 2016