

# National Association of Interpreters in Education

## Bylaws

Updated September 2019

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## **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. INCLUSION, DIVERSITY, & EQUITY**

Section 1: DIVERSITY STATEMENT.

NAIE is firmly committed to inclusion, diversity, and equity at all levels of the organization. NAIE believes its work is enhanced when performed by a diverse workforce with different backgrounds, skills, opinions and perspectives, therefore cultivating an environment of open communication, inclusion, and respect.

Section 2: NON-DISCRIMINATION.

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

### **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.
- 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 accountable for their actions on behalf of NAIE.
- F. **Establish** member categories, dues, fees, and cycle.

Section 2: COMPENSATION.

Members of the Board shall serve without compensation other than reimbursement of reasonable expenses. See the Policies and Procedures Manual for additional details on 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, Professional Development Director, Publications Director, Communications Director. Board member duties and responsibilities are further outlined in the Policies and Procedures Manual.

**Section 4: ELIGIBILITY.**

All candidates for the Board shall be members in good standing and able to provide verification of qualifications to serve in a designated position. Preference will be given to candidates who have volunteered on a standing or ad hoc committee. See Policies and Procedures Manual for more details on eligibility and election procedures.

**Section 5: TERMS OF OFFICE.**

The NAIE Board is a perpetual board where directors shall begin to serve for a minimum term of two (2) years and no more than six (6) years of continuous service in the same position or until a successor has been elected. Terms and continued service are further defined in the Policies and Procedures Manual.

**Section 6: ELECTION.**

Board member elections shall be hosted during official board meetings where quorum is established. 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 with a minimum 60 day notice 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.

**E. Exiting**

Any Board member that is exiting their position must provide any information

deemed necessary by the current Board pertaining to their role as a Board member. The Board has the ability to determine any further potential needs within the timeframe of the exit of the board member, such as involvement in the onboarding of the new Board member.

Section 9: VOTING RIGHTS.

Each Board member shall be entitled to one (1) vote on all matters presented to the Board.

Section 10: BOARD CODE OF ETHICS.

Members of the Board are committed to the highest standards of ethical conduct in the performance of their responsibilities.

Section 11: BOARD AGREEMENT.

Board members must sign a board agreement at the beginning of their term, or any time the agreement is updated, that pledges to accept the Board Code of Ethics and agree to general duties and responsibilities while in the service of the organization.

Section 12: CONFLICT OF INTEREST.

Any Board member 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 voluntarily refrain from discussion and abstain from voting on said item.

## **ARTICLE V. 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 board 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 VI. 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.

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. 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 VII. 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, distribute remaining assets to one or more qualifying 501(c)3 organizations which have a purpose that is generally similar to the purpose of NAIE. 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 VIII. BYLAWS AMENDMENT**

### Section 1 : AMENDMENTS.

These bylaws may be altered, amended, or repealed, or new bylaws may be adopted by the Board 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 IX. RECORDS AND FINANCIAL ADMINISTRATION**

### Section 1: FISCAL YEAR.

The fiscal year shall be **April 1 through March 31**, but may be changed by resolution of the Board as necessary.

### Section 2: ORGANIZATIONAL RECORDS.

- A.** NAIE shall keep a 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 fiscal year 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 while in service of the Board. This agreement stands unless a Board member were found to be liable for negligence or misconduct in the performance of their Board duties.

**Article X: CERTIFICATION**

These bylaws were approved at a meeting of the NAIE Board of Directors by a two-thirds ( $\frac{2}{3}$ ) majority vote on: September 24th, 2019.