

Bylaws
of
Michigan Translators/Interpreters Network

ARTICLE I NAME

- 1.1. The name of this domestic non-profit corporation shall be The Michigan Translators/Interpreters Network, Inc.
- 1.2. The initials of this organization shall be MiTiN, pronounced “mitten.”
- 1.3. The logo of MiTiN shall consist of (1) a globe formed by lines of longitude and latitude, (2) upon which is superimposed in block letters M, i, T, i, N.

ARTICLE II PURPOSES

The purpose of MiTiN include:

- 2.1. The promotion of the continuing education and development of interpreters and translators;
- 2.2. The promotion of networking opportunities among interpreters and translators, including interaction and support of like organization (e.g. ATA Chapter, CHICATA, CCIO, etc.), the operation of a referral service and the use of computer-based network;
- 2.3. The promotion of professional standards and practices;
- 2.4. The promotion and support of the general development of cross-cultural communication skill; and
- 2.5. The education of consumers regarding language services.

ARTICLE III OFFICE

The principal office of MiTiN shall be 46320 West Ten Mile Road in the City of Novi, Michigan. MiTiN may have such other offices as the Board of Directors may decide.

MiTiN shall maintain a registered office, and a registered agent at that office, as required by Michigan Law. The registered office may be, but need not be, identical with the principal office. The address of the registered office may be changed by affirmative vote of the Board of Directors.

Article IV Membership

4.1. REQUIREMENTS

All persons seeking membership shall submit a completed application form. New memberships are accepted throughout the year and are valid until December 31st of that year. Membership renewals are due January 1st of each subsequent year.

Membership in the American Translators Association is not a requirement for general MiTiN membership.

4.2. CATEGORIES

Dues will be determined by the Board of Directors and will be published on the MiTiN website. Dues are payable on January 1st of each year.

(1) Professional Members

- a. To be qualified as a professional individual member of MiTiN, an individual must (A) support the purposes of MiTiN and (B) earn income based on language skill, whether as a freelance linguist or as an employee, whether on a full-time basis or a part-time basis. Such members may vote, attend all meetings and functions, and hold any office or position in MiTiN.
- b. To be qualified as a professional entity member of MiTiN, an entity must (A) support the purposes of MiTiN and (B) generate revenues by selling language services such as interpreting, translating, or teaching. The entity shall designate an individual to represent the entity at all functions of MiTiN and cast all votes upon

which the entity would be entitled to vote and hold any office to which a member of the entity would be qualified to hold. The entity may designate an alternate representative provided that the name is submitted to MiTiN no later than three (3) days prior to the function that the representative will attend.

- c. To be qualified as a professional combined member of MiTiN, a combined member must: (A) support the purposes of MiTiN and (B) satisfy the qualifications defined under a professional individual member and a professional entity member. The individual member and a designated individual to represent the entity may vote, attend all meetings and functions, and hold any office or position in MiTiN.

(2) Associate Members

- a. To be qualified as an associate individual member of MiTiN, an individual must support the purposes of MiTiN. Such members may attend scheduled functions.
- b. To be qualified as an associate organization member of MiTiN, an organization must support the purposes of MiTiN. The organization shall designate an individual to represent the organization at all functions of MiTiN.

4.3. VOTING RIGHTS

Each professional member shall be entitled to one vote on each matter submitted to a vote of the membership.

4.4. TERMINATION AND SUSPENSION

The Board of Directors, by affirmative vote of two-thirds of all of its members, may terminate or suspend a MiTiN member for cause, pursuant to procedures established by the Board.

4.5. RESIGNATION

Any member may resign by filing a written resignation with the Secretary, specifying the member's intention to resign from MiTiN. Dues are not refundable.

4.6. REINSTATEMENT

The Board of Directors, by affirmative vote of two-thirds of all of its members, may reinstate a member pursuant to procedures established by the Board.

4.7. TRANSFER

Membership in MiTiN is not transferable or assignable.

ARTICLE V Meetings

5.1. ANNUAL GENERAL MEETING

A general meeting of the organization must be held annually in January for the purpose of conducting business necessary to the functions of the organization.

5.2. SPECIAL MEETINGS

A special meeting of the organization may only be called by a two-thirds majority vote of the entire Board of Directors.

5.3. NOTICE OF GENERAL MEETING

Notice stating the place, day, and time of any meeting of members must be communicated, either personally, electronically, or by mail, to each member. Notice must be communicated personally or electronically not less than ten (10) calendar days nor more than sixty (60) calendar days before the date of such meeting. If notice is communicated by mail, it must be set not less than thirteen (13) calendar days nor more than sixty (60) calendar days before the date of such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the address as it appears on the records of the organization, with prepaid postage thereon. Notice of the time and location must be determined by the Board of Directors. In case of special meeting or when required by statute, the purpose or purposes for which the meeting is called must be stated in the notice.

5.4. POWER OF MEMBERS TO ACT IN LIEU OF FORMAL MEETING

Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting the action so taken, is signed by fifty-one percent (51%) of the members entitled to vote with respect to the subject matter thereof.

5.5. QUORUM

Members in good standing holding then percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. Once the President declares the existence of a quorum, any member may challenge the President's declaration, in which case supporting proof must be presented. Once a quorum has been established pursuant to this section, any action taken by the members shall be valid.

5.6. MANNER OF ACTING

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by statute or these bylaws.

ARTICLE VI BORD OF DIRECTORS

6.1. GENERAL POWERS AND OBLIGATIONS

The affairs of the organization shall be managed by its Board of Directors. Directors must be a professional individual members or a representative of a professional corporate member. The Board of Directors shall have all powers necessary to manage the organization effectively in furtherance of its goals and purposes, including creating or eliminating positions not otherwise specified in these bylaws and to authorize periodic internal and external audits. All members of the Board of Directors shall act in the best interest of the organization and shall recuse himself or herself from participating in any decision that might inure to the specific financial benefit of that board member.

6.2. NUMBER, TENURE, AND QUALIFICATIONS

The number of Directors shall be seven (7). The following positions shall be filled by members of the Board of Directors: President, Vice President, Secretary, Treasurer, Events Director, Hospitality Chair, and the West Michigan Director. A Director shall hold office for two (2) years, or until a successor has been qualified and elected, unless the Director for

whom a successor is elected but refuses to accept the office, chooses to resign. Officers may serve no more than three (3) consecutive two (2) year terms in a particular position. Procedures for the election of the Board of Directors shall be promulgated by the Board of Directors.

6.3. MEETINGS

A regular meeting of the Board of Directors shall be held after and at the same place as the annual general meeting or such other location as determined by the Board of Directors, provided that proper notice is given for the meeting. The Board shall elect officers, review corporate objectives and policies, and transact such other business as may come before the Board.

Special meetings of the Board of Directors may be called by the President or any two (2) officers, who may select any appropriate place and any appropriate time.

6.4. NOTICE OF SPECIAL MEETING

Notice of any special meeting of the Board of Directors shall be given at least five (5) business days prior to the special meeting by written notice delivered personally or sent by mail or fax or email to each Director at the address or phone number shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with prepaid postage thereon. Any director may waive late notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.5. QUORUM

A majority of the Board of Directors shall constitute a quorum for the approval of any required action at any meeting of the Board. If less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting. A Director may participate in a meeting of the Board by electronic means.

6.6. MANNER OF ACTING

At a meeting at which a quorum is deemed to be present, the act of a majority of the Directors present, either in person or by electronic means, shall be the act of the Board of Directors, unless a greater number is required by statute or these bylaws.

6.7. VACANCY

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

6.8. ACTION OF DIRECTORS BY OTHER MEANS

The Board of Directors, upon unanimous consent transmitted by written or electronic means, may authorize that any action of the Board, otherwise required to occur at a meeting of the Board, be taken in the absence of such meeting. Actions taken in this format shall follow the voting requirements set forth in paragraph 6.6.

6.9. EMERGENCY ACTION

“Emergency Action” shall be defined as action (A) essential to the continuation of the organization and (B) requiring performance in a timeframe shorter than that provided by these bylaws for the calling of a Special Meeting of the Board of Directors.

When a situation requiring “Emergency Action” exists, the President shall inform the Board of Directors of (A) the nature of the situation; (B) the need for “Emergency Action”; (C) the proposed action to be taken; and (D) the timeframe in which the action has to be taken.

If there exists sufficient time for consultation with the Board of Directors prior to taking “Emergency Action”, the President shall undertake such consultation.

If the President is unwilling or unable to take “Emergency Action” as required, the Vice President shall be deemed to act in place of the President. All obligations of the President under this sub-article shall devolve upon the Vice President.

ARTICLE VII OFFICERS

7.1. OFFICERS

The officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer, elected at the Annual General Meeting by the members in good standing as of that date.

7.2. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other reason may be filled by the Board of Directors for the unexpired portion of the term. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Directors remaining.

7.3. PRESIDENT

Qualifications: The President must have the desire to represent the organization in the best interest of its members. In addition, the President must demonstrate excellent command of oral and written communications in English and strong interpersonal skills. The President shall be a voting member in good standing of the American Translators Association (ATA).

Duties: The President shall be the principal executive officer of the organization and shall supervise and manage all of the business affairs of the organization. The President shall preside at all meetings of the members and of the Board of Directors. The President is authorized to bind the organization by his or her signature, except where the signing and execution of a document or agreement shall be expressly delegated to some other officer or agent of the organization, by the Board of Directors by these bylaws or by statute. The President shall serve as custodian of the corporate records and of the seal of the corporation. The President shall have access to the administrative website and create member profiles including login and password designations on the MiTiN website.

Powers: The President shall have the power to spend up to five hundred U.S. dollars (500.00 USD), without the approval of the Board of Directors, for the limited purposes of making incidental purchases and deposits. The President shall have the power to accept or

refuse, on behalf of organization, invitations to represent the organization at meetings or events where such attendance would further the interest of the organization. The President shall have the power to submit the ATA Annual Chapter Report. The President shall have the power to do all things necessary to maintain the registration and licensure of the organization with the State of Michigan.

7.4. VICE PRESIDENT

Qualifications: The Vice President must have the desire to represent the organization in the best interest of its members. In addition, the Vice President must demonstrate excellent command of oral and written communication in English. The Vice President shall be a voting member in good standing of the American Translators Association (ATA).

Duties: The Vice President shall perform such duties as may be assigned by the President or by the Board of Directors.

Powers: In addition to any other assigned duties, should the President be unable or refuse to discharge the duties and powers of that office, the Vice President shall perform those duties and when so acting should have all the powers and be subject to all the restrictions of President. The Vice President shall have access to the administrative website when so acting.

7.5. SECRETARY

Qualifications: The Secretary must possess strong organizational and writing skills in English and pay meticulous attention to detail.

Duties: The Secretary shall produce the minutes of the meetings of the members and of the Board of Directors from notes contemporaneously taken. The minutes shall be kept in a permanent format as agreed upon by the Board of Directors. The Secretary shall have access to the administrative website and maintain the member registry, including updating information and making changes to login and password designations on the MiTiN website. The Secretary shall prepare and transmit such correspondence as directed by the President or Board of Directors, specifically including acknowledges of personal milestones and appreciations to individuals such as monthly speakers, conference speakers, exhibitors, sponsors, persons of meeting venues, and others as required.

The Secretary shall perform all duties incident to the position of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

7.6. TREASURER

Qualifications: The Treasurer must possess strong mathematical and organizational skills and pay meticulous attention to detail.

Duties: The duties of the Treasurer shall include preparing and presenting an annual financial report to the Board of Directors and to the membership at the Annual General Meeting, keeping books and financial records of the organization, making such payments as authorized by the Board of Directors, making deposits as required by sub-article 8.3, receiving and giving receipts for amounts due and payable to the organization from any source whatsoever, and maintaining a database of members in financial good standing. TO perform these duties, the Treasurer shall have access to the administrative website. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine.

7.7. ADVISORS

The Board of Directors may obtain the assistance of advisors on any matter as the Board deems necessary, under appropriate terms and conditions.

ARTICLE VIII CONTRACTS AND NEGOTIABLE INSTRUMENTS

8.1. CONTRACTS

By resolution, the Board of Directors shall authorize any officer or officers of the organization to enter into any contract in the name of and on behalf of the organization. The purpose of purposes for such authorization shall be set forth in the accompanying resolution.

8.2. NEGOTIABLE INSTRUMENTS

A negotiable instrument obligating the organization to the expenditure of its funds must be signed by both the President and Treasurer if the amount of the negotiable instrument is five hundred U.S. dollars (500.00 USD) or more. A negotiable instrument that obligates the organization to the expenditure of its funds in an amount less than five hundred U.S. dollars (500.00 USD) must be signed by either the President or the Treasurer.

The provision or use of credit cards or debit cards in the name of the organization shall be regulated by the Board of Directors through resolutions passes according to these bylaws.

8.3. DEPOSITS

Once the Treasurer is in possession of negotiable instruments with a cumulative value of five hundred U.S. dollars (500.00 USD) or more, those instruments shall be deposited within five (5) business days. Deposits shall be made by the last business day of the month, regardless of the cumulative value of the negotiable instruments in the possession of the Treasurer. Such deposits may be made to any depository selected by the Board of Directors, provided that such depository is a member of the Federal Deposit Insurance Corporation (FDIC) or the National Credit Union Share Insurance Fund (NCUSIF).

8.4. CONTRIBUTIONS

Contributions can be made to the organization in the form of direct monetary contributions, transfers of securities, and funerary bequests. As designated by the donor, contributions can be made in unencumbered form or for any special purpose not inconsistent with the purposes of the organization. Should the special purpose for which a contribution is made no longer be possible or practical, the contribution may be transferred to the general fund of the organization upon the affirmative vote of a majority of the Board of Directors. The donor shall be given notice that such a transfer is being contemplated.

A gift, other than the categories set forth in the previous paragraph, may be accepted by the Board of Directors as long as such gift benefits the general purposes of the organization and not inure to the specific benefit of one or more board members.

ARTICLE IX RECORDS

The organization shall keep correct and complete permanent and current records of account and shall also keep minutes of the proceedings of the meetings of its members and of the Board of Directors, which shall be kept electronically and accessible to the Board of Directors. Records of the organization may be inspected by any member, or the member's agent or attorney for any proper purpose at any reasonable time, upon request to the President or the President's designee.

ARTICLE X FISCAL YEAR

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

ARTICLE XI APPLICATION AND DUES

11.1. APPLICATION

To become a member, an individual shall apply to the organization in the manner prescribed by Article 4.1 of these bylaws. This application shall be reviewed by the Board of Directors and approved by a simple majority vote of the Board.

11.2. DUES

Members shall pay annual dues according to their category of membership and in the manner prescribed by Article 4.2 of these bylaws, and any procedure adopted by the Board of Directors to implement this sub-article.

11.3. DEFAULT

When any member is in default in the payment of dues for a period of sixty (60) days, the membership shall automatically be suspended until payment has been received.

ARTICLE XII SEAL

The Board of Directors shall provide a corporate seal.

ARTICLE XIII AMENDMENTS TO THE BYLAWS

These bylaws may be amended or repealed and new bylaws may be adopted by a three-fourths vote of the entire Board of Directors at any regular or special meeting, with notice being given pursuant to Article 5.3. The changes to these bylaws adopted by the Board of Directors must be ratified by two-thirds of the membership present at the general meeting or a special meeting convened as specified by these bylaws.

ARTICLE XIV WAIVER OF NOTICE

Whenever notice is required to be given under Michigan Law or these bylaws for a meeting, either general or special, a waiver of timely notice may be effectuated by a written waiver of notice signed by the person or persons entitled to timely notice.

MiTIN

The Michigan Translators/Interpreters Network

BYLAWS

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