

BYLAWS  
OF  
INTERNATIONAL MEDICAL INTERPRETERS ASSOCIATION  
(Amended and Restated as of March, 2016)

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BYLAWS  
OF  
INTERNATIONAL MEDICAL INTERPRETERS ASSOCIATION, INC.

(Amended and Restated as of March, 2016)

ARTICLE 1 NAME, ARTICLES OF ORGANIZATION, CORPORATE SEAL AND  
FISCAL YEAR

**1.1** Name. The name of this Non-Profit organization (the “Corporation”) shall be International Medical Interpreters Association, Inc.

**1.2** Articles of Organization. The name and purpose of the Corporation shall be set forth in its Articles of Organization. These Bylaws, the powers of the corporation and of its directors and officers, shall be subject to the Articles of Organization as in effect from time to time. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization.

**1.3** Fiscal Year. The fiscal year of the Corporation shall end on December 31 in each year.

**1.4** Corporate Seal. The directors may adopt and alter the seal of the Corporation

**1.5** Gender. References to any gender include, unless the context otherwise requires, references to all genders and references to the singular include, unless the context otherwise requires, references to the plural, and vice versa.

ARTICLE 2 PURPOSES AND OBJECTIVES

**2.1** Purpose and Objectives. To advance and promote the profession of medical interpreters and to provide access to health care for linguistically diverse patients through the following activities:

- (a) To define educational requirements and qualifications for medical interpreters/translators;
- (b) To establish professional standards of practice and norms of medical interpretation and translation;
- (c) To promote the establishment of professional interpretation/translation departments within medical institutions and related agencies;
- (d) To act as clearing house for the collection and dissemination of information about medical interpretation and translation and related issues;
- (e) To promote research on issues of cross-cultural communication in the healthcare setting; and

- (f) To do everything necessary and appropriate to accomplish any of the foregoing purposes to the extent permissible under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and other applicable laws of the Commonwealth of Massachusetts, as in effect from time to time and to the extent consistent with the requirements of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended from time to time and (ii) the provisions of the Organization's Articles of Organization and other provisions of these Bylaws.

The foregoing purposes are subject to the limitation however, that at the Corporation is formed exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, as amended, and all activities of the corporation, both direct and indirect, shall be exclusively in furtherance of these purposes.

### ARTICLE 3 MEMBERS

**3.1** Classes of Membership. The Board of Directors may establish classes of membership in the Corporation as it deems appropriate, and shall establish dues and voting rights for each such class. The rights (including voting rights), privileges, and duties of each class of membership shall be as the Board of Directors shall from time to time determine, provided that the Board of Directors may not deprive any class of membership of its right to vote unless said action is ratified by affirmative vote of at least two-thirds (2/3) of the Members present and entitled to vote at a duly held meeting of the Members. The following are the currently established members and their responsibilities and privileges:

- (a) Active Members. Active members shall be professional medical interpreters currently engaged in the delivery of interpreting services in a medical setting. In addition, dues must be paid. Active members are eligible to vote, hold office, and chair committees.
- (b) Associate Members. Associate members shall be individuals other than medical interpreters who support the mission of the organization. Associate members can participate in activities of the association and may serve on committees but are excluded from voting and holding office.
- (c) Corporate Members. Corporate members shall be representatives of all health care facilities and other organizations or corporations providing medical interpreting services and/or education and are interested in supporting the mission of the Association. Corporate members shall be excluded from voting and holding office. Corporate members may serve on committees.
- (d) Honorary Members. Honorary members shall be individuals who have received unanimous approval of the Executive Board in recognition of outstanding contributions in support of the mission of the Association. Honorary members shall not vote or hold office.

**3.2** Attendance and Voting. Each Member shall be entitled to attend all meetings of Members, and shall have one vote (if authorized by the Board of Directors) upon all matters lawfully before such meeting. No other individuals shall be entitled to vote at meetings



of Members of the Corporation. At all meetings of Members, Members shall vote in person and not by proxy.

**3.3 Other Rights.** In addition to other rights, privileges and duties of a member provided by law or set forth in the Corporation's Articles of Organization or these Bylaws, each Member shall be entitled to become an Officer, Director, Trustee or Chair or member of a committee of the Corporation (a "Committee") in accordance with the provisions of these Bylaws;

**3.4 Financial Obligations.** Each Member shall be required to meet its financial obligations to the Corporation as described in these Bylaws. In the event of any failure to meet such obligations, the rights and privileges of the Member in question may be suspended or terminated in accordance with these Bylaws and such policies and procedures as may be adopted by the Board of Directors from time to time.

**3.5 Resignation.** A Member may resign from the Corporation by giving written notice of such resignation to the President of the Corporation. Such resignation shall be effective upon receipt of such notice by the President but shall not affect the resigning Member's liability for the all amounts payable by such Member with respect to the then-current and any prior fiscal.

**3.6 Annual Meetings.** One annual meeting of Members shall take place every Spring or in the future and at a time and place determined by the Officers. The clerk shall email an announcement of the annual meeting to the entire membership at least thirty (30) days prior to the date of the meeting and a reminder email a week before the meeting.

**3.7 Special Meetings.** Special meetings of Members may be called by the President or the Board of Directors as deemed appropriate. A special meeting of Members shall be called by the Secretary, or in the case of the absence or refusal of such person, by an Elected Officer upon written application of at least fifty (50) Members specifying the purpose of the applied for meeting.

**3.8 Quorum.** Except as otherwise required by law, by the Corporation's Articles of Organization, or by these Bylaws, a quorum for the transaction of business at any meeting of Members shall consist of not less than fifty (50) Members, and except as so otherwise required, the act of a majority of the Members present and entitled to vote at a meeting at which a quorum shall be present shall be the act of the Corporation.

**3.9 Notices.** Notice of all meetings of Members shall be given in writing by the Clerk, or in the absence or refusal of such person, by any Elected Officer, to each Member entitled to vote, at the Member's last address as shown on the records of the Corporation. Each notice of a meeting of Members shall state the time, place and purpose of the meeting and shall be given by U.S. Mail or written electronic communication at least thirty (30) days prior to each annual meeting of Members and at least fifteen (15) days prior to each special meeting of Members. No business may be transacted at a special meeting of Members other than that which is stated in the notice thereof.

**3.10** Waiver of Notice. Any failure to provide proper notice of a meeting of Members shall be deemed waived by any Member who (a) attends such meeting without protesting the notice failure at commencement of the meeting or (b) signs a written waiver of notice before or after the meeting.

**3.11** Minutes. The Clerk or his or her designee shall keep contemporaneous minutes of each meeting of the Members. Such minutes shall be made available for inspection by any Member upon request in accordance with such procedures as may be established by the Board of Directors from time to time.

## ARTICLE 4 BOARD OF DIRECTORS

**4.1** Powers. The affairs of the corporation shall be managed by the directors who may exercise all the powers of the corporation. The directors shall be responsible for the general management and supervision of the business and the affairs of the corporation.

**4.2** Composition. The Board of Directors shall consist of up to twenty-two (22) members ("Directors") as follows:

- (a) At least eight (8) and up to fifteen (15) elected by the Members ("Elected Directors"); and
- (b) All Officers of the Corporation acting in an ex officio voting capacity ("Ex Officio Director").

**4.3** Eligibility.

General Requirements. All Directors shall be Members in good standing. No Member shall serve as an Elected Director (i) who has been a Member for less than one (1) year prior to serving as an Elected Director or (ii) who is to serve as an Ex Officio Director pursuant to Section 4.2.2. No Member shall serve or is eligible to serve as an elected Director who has been a past or present employee or consultant of the IMIA or the National Board, or has served or currently serves on the National Board or LLS Boards as a director, or has served or currently serves on any other National board or entity that is similar in nature.

- (a) Term Limits. After serving three (3) consecutive four (4) year terms as an Elected Director, no Member shall serve as an Elected Director during the one (1) year immediately following the expiration of the second such consecutive term. Subject to the foregoing, any Member may serve on the Board of Directors for an unlimited number of terms.

**4.4** Election.

- 4.4.1** Nominating and Governance Committee Nominations. Nominations for Elected Directors shall be made by the Nominating and Governance Committee. Such nominations shall not include any person ineligible to serve as an Elected Director. The Nominating and Governance Committee's nominations for Elected Directors shall be submitted in writing to the Clerk

in October or a date selected by the Board immediately preceding the election in question. The Clerk shall distribute to all Members on or before the November meeting or a date selected by the Board a copy of such Nominating and Governance Committee nominations.

- 4.4.2** Request for Nomination. Nominations for Elected Directors may also be made by written request to the Nominating and Governance Committee from a member of the Executive Board or from any Member entitled to vote.
- 4.4.3** Election Directors. Elected Directors shall be elected each November or on a date selected by the Board. Balloting for Elected Directors shall be by secret electronic ballot for any office for which there is more than one nominee, such balloting to be conducted in accordance with such rules as the President may establish for such purpose.
- 4.4.4** Initial Elected Directors. Notwithstanding the above provisions of this Section 4.4, the initial Elected Directors shall be elected by the Board of Directors and divided into two (2) approximately equal classes to serve terms of, two (2) and four (4) years, respectively all in accordance with such procedures as may be established by the Nominating and Governance Committee.

#### **4.5** Term of Office.

- 4.5.1** Elected Directors. Except as otherwise provided in these Bylaws, Elected Directors shall serve for staggered terms, with approximately one-half (1/2) of the Elected Directors elected every two years. Each Elected Director shall hold office for a term of four (4) years, commencing on January 1 of the year after in which elected, and in any event until the election of his or her successor or, if earlier, until such Director's death, resignation, removal or disqualification.
- 4.5.2** Ex-Officio Directors. Each Director serving as an Ex Officio Director as an Officer shall serve as a Director for so long as the Director holds such office or, if earlier, until the Director's death, resignation, removal or disqualification.

#### **4.6** Removal of Directors.

- 4.6.1** General. The Members may remove any Director with or without cause by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at a duly held meeting of the Members, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Director in question reasonable prior notice of the proposed removal and an opportunity to be heard before the entity proposing to act on such removal.
- 4.6.2** Financial Arrearage. Any Director who is suspended from membership in the

Corporation, or who is in arrears in the payment of any money due to the Corporation more than one (1) year from the date of the assessment without the approval of the President or Board of Directors, shall cease to serve as an Officer on the fifteenth (15th) day after (i) notice of such suspension is mailed to him or her (unless the Director's membership is reinstated within such fifteen (15) day period) or (ii) the expiration of the one (1) year of assessment (unless within said fifteen (15) day period the pledge is paid or such payment is excused by the President or Board of Directors). In the event of any such cessation, the Treasurer and the Clerk (or in the event the Treasurer or Clerk is the subject of the cessation, another appropriate Director) shall promptly furnish an appropriate certification of same to the Board of Directors and at its first meeting after receipt of such certificate, the Board of Directors shall declare a vacancy created by such cessation.

**4.7** Resignations. Any director may resign at any time by delivering his resignation in writing to the chairperson of the Board, if any, the president, the clerk, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

**4.8** Vacancies. Any vacancy in the Board of directors may be filled by vote of the remaining directors at any meeting. Each such successor shall hold office for the unexpired term until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their numbers.

**4.9** Powers and Duties. Without limiting the generality of the powers and duties conferred upon the Board of Directors, except as otherwise set forth in these Bylaws, there shall be included within the powers and duties of the Board of Directors each of the following:

- (b) All matters relating to the finances of the Corporation, including the preparation of an annual budget for each fiscal year (the "Budget");
- (c) General oversight of the Corporations operations to ensure that it meets its educational, programmatic and administrative functions, including, but not limited to, communication with and oversight of, all Committees and Corporation employees; and
- (d) The adoption from time to time of rules, regulations and orders of business for the conduct of its affairs which are not inconsistent with these Bylaws.

**4.10** Annual and Regular Meetings. Annual meetings of the Board of Directors shall be held in June or on a later date selected by the Board of Directors of each year at such location as may be designated by the Board of Directors, on a date and at a time designated by the Board of Directors. Regular meetings of the Board of Directors shall be held at such location as may be designated by the Board of Directors, no fewer than six (6) times each year, on such date and at such time as may be specified by the Board of Directors.

**4.11** Special Meetings. Special meetings of the Board of Directors may be as deemed

appropriate. A special meeting of the Board of Directors shall be upon written application of at least five (5) Directors specifying the purpose of the applied for meeting.

**4.12** Notice of Meetings. Notice of all meetings of the Board of Directors shall be given by the Clerk, or in the absence or refusal of the Clerk, by the President, to each Director at the Director's last address shown on the records of the Corporation Each such notice shall state the time, place and purpose of the meeting and shall be given

- (a) by U.S. Mail or written electronic communication at least four (4) days prior to each annual or regular meeting of the Board of Directors and
- (b) by U.S. Mail or written electronic communication at least two (2) days prior to any special meeting of the Board of Directors. No business may be transacted at a special meeting of the Board of Directors other than that which is stated in the notice of such meeting.

**4.13** Waiver of Notice. Any failure to provide proper notice of a meeting of the Board of Directors shall be deemed waived by any Director who

- (a) attends such meeting without protesting the notice failure at commencement of the meeting or
- (b) signs a written waiver of notice before or after the meeting.

**4.14** Quorum. Except as otherwise required by law, by the Corporations' Articles of Organization, or by these Bylaws, six (6) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**4.15** Voting. Each Director shall have one vote with respect to all matters submitted to the Board of Directors. Voting at any meeting of the Board of Directors at which a quorum is present shall be by majority vote of those present, except as otherwise required by these Bylaws or applicable law.

**4.16** Participation in Meetings. With the prior approval of the Board of Directors, Directors may participate in a meeting of the Board of Directors by means of teleconference, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting, at least for half the duration of the meeting.

**4.17** Minutes. A written agenda for each meeting of the Board of Directors shall be prepared and provided to all Directors with notice of the meeting. The Clerk or his or her designee shall keep contemporaneous minutes of each meeting of the Board of Directors and shall provide a copy of such minutes to all Directors promptly after the meeting. Such minutes shall also be made available for inspection by any Director or Member upon request in accordance with such procedures as may be established by the Board of Directors from time to time.

## ARTICLE 5 OFFICERS

**5.1** Enumeration. The officers of the Corporation (“Officers”) shall be a President, President-Elect, a Treasurer, and a Clerk (collectively, the “Elected Officers) and such other officers, if any, as the President may designate from time to time, subject to the approval of the Board of Directors (collectively, “Appointed Officers”) provided that the total number of Appointed Officers shall not exceed three (3).

Positions Overview, Term Limits, and Succession:

The President-Elect position comprises a six-year term, with a time frame as follows:

President-Elect:

- A). one up to a 2-year term as President-Elect;
- B). one or two- 2-year term(s) as President (two term limit);
- C). one 2-year term or more as a Past-President.

### **5.1.2** IMIA President-Elect, President, and Past-President Position Descriptions

#### A1) President-Elect Primary Responsibilities

1. Understudies the President and, in the absence of the President, performs the duties and exercises the powers of the President.
2. Represents IMIA as requested by the President at conferences, events, and to the public/ media as appropriate.
3. Leads review of by-laws changes with executive officers, as needed and prepares background information for Board consideration.
4. Serves as a member of the Executive Committee.
5. Other duties as needed.

#### A2) President-Elect Eligibility

1. The President-Elect must have prior IMIA Board service of at least one term of office and be a member in good standing of the association.
2. Possess an active membership, interest and involvement in the mission of the IMIA, a willingness to assist in setting and achieving the organization’s goals, and the ability to devote the time and energy necessary to attend and participate in Board and Board Committee meetings.
3. Have a history of professional achievement and success with IMIA or with another organization or association that provides added-value to the make-up of the IMIA Board and strengthens the role of the Board in supporting the vision, purpose, and values of the association.
4. Have a clear understanding of board governance and the importance of transparent, ethical and professional values-based leadership and decision-making.
5. Have proven experience in the following areas:
  - a. Strategic planning
  - b. Fiscal management
  - c. Group management and staff supervision

### A3) President-Elect Desired Competencies

1. Leadership—Shows initiative and a willingness to lead. Demonstrates proven results and professional accomplishments in the field. Takes accountability for people and decisions.
2. Interpersonal and Communication Skills—Able to articulate thoughts and ideas both orally and in writing.

### B) President Primary Responsibilities

1. Presides at all meetings of the Board of Directors and the Executive Committee. The President approves the schedule and agenda for these meetings with the EC.
2. Supervises, under the direction of the Board, the management of the affairs of IMIA and monitors financial operations within the annual budget.
3. The President keeps the Board of Directors, the Executive Committee and IMIA members informed on IMIA activity through reports and regular communications.
4. Appoints chairs, members and board liaisons to committees or coalitions for the term in which he/she serves as President.
5. Represents the association membership at professional meetings, conferences, and to the public/media as appropriate.
6. Serves as Chair of the Executive Committee.
7. Actively participate in regularly scheduled Board and Board Committee meetings.
8. Demonstrate actions consistent with the ethical and legal obligations of Board service and in support of the IMIA organizational values and Standards of Excellence.
9. Be an advocate for IMIA with appropriate constituents and interested parties.
10. Help members and others interested in the work of the association to better understand the programs, services, and other valuable benefits offered by IMIA membership.
11. Other duties as needed.

### C) Past-President Primary Responsibilities

1. Represents IMIA as requested by the President and the board.
2. Serves as a voting member of the Executive Committee.
3. Serves as resource to the President, President Elect and the board.

**5.2 Eligibility.** No Member may serve as President for more than two (2) consecutive terms. After serving two (2) consecutive terms as any other Elected or Appointed Officer, no Member shall serve as an Officer (other than President, subject to the limits described herein) during the one (1) years following the expiration of the last of such consecutive terms.

### **5.3 Election.**

**5.3.1 Nominating and Governance Committee Nominations.** Nominations for Elected Officers shall be made by the Nominating and Governance Committee. Such nominations shall not include any person ineligible to serve as an Elected Officer or any person unwilling or unable to serve as a Director as well as an Elected Officer. The Nominating and Governance

Committee's nominations for Elected Officers shall be submitted in writing to the Clerk on or before the September 20 immediately preceding the election in question. The Clerk shall distribute to all Members on or before the next October, a copy of such Nominating and Governance Committee nominations.

**5.3.2** Request for Nomination. Nominations for Elected Officers may also be made by written request to the Nominating and Governance Committee from a member of the Executive Board or from any Member entitled to vote.

**5.3.3** Election of Elected Officers. Elected Officers shall be elected by the Directors either at their Annual Meeting or at the end of the calendar year. Balloting for Elected Officers shall be by secret electronic ballot for any office for which there is more than one nominee, such balloting to be conducted in accordance with such rules as the President may establish for such purpose.

**5.4** Appointment. Appointed Officers may be appointed by the Board of Directors from time to time as deemed appropriate by affirmative vote of at least two-thirds (2/3) of the Directors present and voting at a duly held regular or special meeting of the Board of Directors.

**5.5** Removal.

**5.5.1** General. The Board of Directors may remove any Appointed Officer with or without cause by the affirmative vote of at least two-thirds (2/3) of the Directors present and voting at a duly held meeting of the Board of Directors, notice of which meeting shall include notice of the proposed removal. The Members may remove any Elected Officer with or without cause by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at a duly held meeting of the Members, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Officer in question reasonable prior notice of the proposed removal and an opportunity to be heard before the entity proposing to act on such removal.

**5.5.2** Financial Arrearage. Any Officer who is suspended from membership in the Corporation, or who is in arrears in the payment of any money due to the Corporation more than one (1) year from the date of the assessment without the approval of the President or Board of Directors, shall cease to serve as an Officer on the fifteenth (15th) day after (i) notice of such suspension is mailed to him or her (unless the Officer's membership is reinstated within such fifteen (15) day period) or (ii) the expiration of the one (1) year of assessment (unless within said fifteen (15) day period the pledge is paid or such payment is excused by the President or Board of Directors). In the event of any such cessation, the Treasurer and the Clerk (or in the event the Treasurer or Clerk is the subject of the cessation, another appropriate Officer) shall promptly furnish an appropriate certification of same to the Board of Directors and at its first meeting after



receipt of such certificate, the Board of Directors shall declare a vacancy created by such cessation.

**5.6** Term of Office. Except as otherwise provided in these Bylaws, Officers shall hold office for a term of two (2) years and in any event until the election of his or her successor or, if earlier, until such Officer's death, resignation, removal or disqualification. The term of office shall begin on the January 1<sup>st</sup> following the Annual meeting.

**5.7** Resignation. Any Officer may resign at any time by giving written notice of such resignation to the Corporation's President. Such resignation shall be effective upon receipt of such notice by the President or, if later, such effective date as may be specified in the notice of resignation.

**5.8** Vacancies. Any vacancy created by the removal, resignation, death or disqualification of an Appointed Officer may be filled by the Board of Directors as deemed appropriate by the Board of Directors. Any vacancy created by the removal, resignation, death or disqualification of an Elected Officer (including, but not limited to, a vacancy declared by the Board of Directors) shall be filled by the Board of Directors promptly after the creation of such vacancy for the remainder of the vacating Elected Officer's term of office, by election at a duly held meeting of the Board of Directors, notice of which meeting shall include notice of the proposed election of the Elected Officer.

**5.9** Powers and Duties. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to the following powers and duties and such other powers and duties as may be vested in their respective offices by law, these Bylaws or the Board of Directors.

- (a) President. The President, when present, shall preside at all meetings of the Members; shall be the chief executive officer of the Corporation, and shall take appropriate and necessary action to carry into effect all orders and resolutions of the Board of Directors. The President shall submit a written report on the status of the affairs of the Corporation at each Annual Meeting of Members and shall from time to time report to the Board of Directors on matters within the President's knowledge which the interests of the Corporation may require to be brought to its notice. The President shall also have the following specific powers and duties:
  - (i) To appoint one or more persons to act as an official representative of the corporation for the purpose set forth in such appointment.
  - (ii) To cast votes at Members meetings on questions as to which the Members are otherwise equally divided.
  - (iii) To represent the Corporation to outside individuals and organizations
  - (iv) To serve as an ex-officio member of all committees.
- (b) President-Elect. The President-Elect takes on duties as assigned by the President and serves in capacity of President when President is not available because of the death, disability, resignation, disqualification, removal or absence.

- (c) Treasurer. The Treasurer shall be the chief fiscal officer of the corporation and shall be custodian of all moneys and securities of the corporation. The Treasurer shall deposit all such moneys in the name of the corporation in such banks or trust companies as the Board of Directors may from time to time designate. All disbursements of corporate funds shall be made in accordance with such rules and regulations as may be prescribed by the Treasurer and the Board of Directors. The Treasurer shall keep or cause to be kept in suitable form detailed accounts of the assets, liabilities, receipts and disbursements of funds of the corporation. Such accounts and their supporting vouchers or checks shall be always open for inspection, examination or audit by the Board of Directors and such Committees as shall be relevant to the duties and functions of the Treasurer. The Treasurer shall report on the condition of the finances of the Corporation on a quarterly basis to the Executive Board. The Treasurer shall serve as an ex-officio member of the Fundraising Committee.
  
- (d) Clerk. The Clerk shall keep and maintain a true record of all proceedings of the Members and the Board of Directors in a book or series of books to be kept for that purpose. Such books shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation. The Clerk shall generally have the duties and responsibilities imposed upon a Clerk of a corporation organized under the laws of the Commonwealth of Massachusetts. The Clerk shall be a resident of the Commonwealth of Massachusetts unless and until the Corporation shall appoint a resident agent for service of process in the manner prescribed by law.

**5.10 Bonds.** The Treasurer and such other Officers or agents of the Corporation as the Board of Directors may from time to time determine, shall each give bond in such amount and with such surety or sureties as the Board of Directors may from time to time determine. The expense of any such bonds shall be paid by the Corporation.

## ARTICLE 6 EXECUTIVE BOARD

**6.1 Composition.** The Executive Board shall be comprised of the Officers (president, President-Elect, treasurer and clerk) and the Directors.

**6.2 Duties.** Duties of the Executive Board include proposing and discussing major policy directives for the IMIA before bringing such directives to the entire IMIA membership as is necessary, and making operational and executive decisions about the business of the Association following the policy directives previously established by the IMIA membership. The Executive Board will hear the presentations of the Committee Chairs.

**6.3 Meeting.** The Executive Board shall meet as often as is necessary to conduct their duties to the Association with a minimum of six (6) meetings a year. Meetings shall take place at times and locations selected by them, accommodating all. Meetings are to be called by the President and/or Secretary or by at least 3 members of the Board in writing with at least 14 days

in advance, unless the Board agrees unanimously to suspend this requirement. Attendance shall be in person or by phone. Attendance will be noted in the minutes, provided that the attendance is for the full duration of the meeting.

**6.4** Quorum and Voting. A quorum shall consist of at least six (6) members the Executive Board and the voting at meetings of the Executive Board shall be decided by the majority of the votes cast.

**6.5** Personal Liability. The corporation shall purchase liability coverage for the Executive Board members. Liability coverage shall be kept current at all times. All persons, corporations or other entities extending credit to, contracting with, or having any claims against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to the from the Corporation.

**6.6** Execution of Instruments. All contracts, deeds leases, transfers, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the President or the Treasurer except as the Executive Board may generally or in particular cases otherwise determine.

## ARTICLE 7 INDEMNIFICATION

No Director or officer of the Corporation shall be personally liable to the Corporation or its Member for monetary damages for breach of fiduciary duty as such Director or officer, notwithstanding any provision of law imposing such liability; provided, however, that, to the extent required by applicable law, this provision shall not eliminate or limit the liability of a Director or officer: (i) for any breach of the Director's or officer's duty of loyalty to the corporation or its Member, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director or officer derived any improper personal benefit. This provision shall not eliminate or limit the liability of a Director or officer for any act or omission occurring prior to the effective date of this provision. No amendment to, or repeal of, this provision shall apply to or have any effect on the liability or alleged liability of any Director or officer, for or with respect to, any acts or omissions of such Director or officer occurring prior to such amendment or repeal.

The Corporation shall, to the extent legally permissible, indemnify each person threatened with or made a party to any action, suit or other proceeding, including a criminal proceeding, by reason of the fact that he or she, or his or her testator or intestate, is or was a Director, officer, or, if the Board of Directors so determines, an employee or other agent, of the Corporation, or who serves or served, at the request of the Corporation, as a trustee, director, officer, employee or other agent of another organization, or, at the request of the Corporation, serves or served in any capacity with respect to an employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of being or have been such a person, except that no indemnification shall be provided for any person with

respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to the service at the request of the Corporation for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan, as the case may be; and further provided that, as to matters disposed of by a compromise payment, pursuant to a consent decree or otherwise, any such reimbursement, whether for said compromise payment or for any other expenses incurred in connection with the matter so disposed of, such indemnification must have been approved or ratified as follows:

- (a) by a disinterested majority of the Directors then in office; or
- (b) if a majority of such Directors shall be interested, by a majority of the disinterested Directors then in office, provided that the Directors or such person shall have obtained a written opinion of independent legal counsel to the effect that the person proposed to be indemnified does not appear not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or in the best interests of the participants of the employee benefit plan, as the case may be.
- (c) The Board of Directors may from time-to-time authorize payment by the Corporation of expenses incurred by any such person in defending any such action, suit or proceeding in advance of its final disposition, upon receipt of an undertaking from such person to repay such payment if such person shall have been adjudicated to be not entitled to indemnification under this Article IV, or if the matter involved shall have been disposed of by a compromise payment with respect to which such person shall not be entitled to indemnification under this Article IV. The Board of Directors may accept such undertaking without reference to the financial ability of such person to make repayment. Omission from these Articles of an express provision for indemnification shall not limit any right of indemnification existing independently of this Article 7. The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article 7 shall affect any other rights to indemnification to which any person or corporate personnel may be entitled by contract or otherwise under law.

## ARTICLE 8 COMMITTEES.

The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these bylaws for the directors. The members of any committee shall remain in office at the pleasure of the directors. All committee chairs will be elected every three (3) years at the Annual Meeting by the majority vote of the Executive Board. The term of office begins January first, allowing a transition period. These chairs will be elected for a term of four (4) years and may be reelected for additional terms.

**8.1** Standing Committees. The Corporation shall have the following standing Committees (“Standing Committees”): Audit, Communications, Conference, Education, E-News, Ethics, External Relations, Fundraising, Medical Terminology, Membership, Nominating and Governance, Public Relations and such other standing committees as the Board of Directors may establish from time to time by amendment to this Article 8. Each Standing Committee shall be subject to the direction of the Board of Directors and shall, in addition to the powers and

duties specified in these Bylaws, have such powers and duties as may from time to time be delegated to it by the Board of Directors. Except as otherwise provided in these Bylaws, the size of each Standing Committee shall be fixed by the President. New committees will be voted in by the majority of the Executive Board at the request of a member. An active committee is one with more than one member and with regular monthly meetings. A committee which does not have a meeting in four months will lose its standing committee status and become an inactive committee. A committee member that does not attend for two months in a row will become an inactive committee member. Committee chairs can reinstate such a member. Every committee chair shall submit a report of its activities to the membership at the annual meeting and to the Executive Board of the Association at the Executive Board meetings. Standing committees must submit monthly minutes to the Executive Board for review.

**8.2** Ad Hoc Committees. Subject to the approval of the Board of Directors, the President may from time to time establish such Ad Hoc Committees as the President may deem necessary or appropriate from time to time. Any such Committee shall be subject to the direction of the Board of Directors and, except as otherwise provided in these Bylaws, shall have such composition, powers and duties and term of existence as may be determined by the President, with the advice of the President-Elect.

**8.3** Audit Committee. The Audit Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, provided that no Elected Officer shall serve on the Audit Committee in any appointed or ex officio capacity. The Audit Committee powers and duties include but are not limited to:

- (a) Review the financial statements, books and records and accounting systems of the Corporation and shall report its findings and recommendations to the Board of Directors;
- (b) It shall have the power to employ a certified public accountant for the purpose of assisting it in the performance of its duties and for the purpose of performing such duties (including an audit, review or compilation of the Corporation 's financial condition) as may be prescribed by the Audit Committee and
- (c) Upon the request of the Audit Committee, the Board of Directors shall include in the Corporation 's Budget a reasonable amount to be expended by the Audit Committee, if it so elects, in connection with the services of such certified public accountant.

**8.4** Communications Committee. The Communications committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Communications Committee powers and duties include but are not limited to:

- (a) Oversee Corporation's communications (website, E-Blasts, social media, advertising);
- (b) Develop and disseminate the Corporation's communication policy;
- (c) Update communications and review important communications prior to publication; and
- (d) Review, approve and promote the Corporation's publications.

**8.5** Conference Committee. The Conference Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Conference Committee powers and duties include but are not limited to:

- (a) Call for papers, speaker selection and interface
- (b) Selection of venue, space and catering
- (c) Select vendors and interface
- (d) Organize all aspects of conference

**8.6** Education Committee. The Education Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Education Committee powers and duties include but are not limited to:

- (a) Development of compendium of medical interpreter educational programs
- (b) Promotion of continuing education for medical interpreters
- (c) Organization of CEU system for IMIA members
- (d) Development of IMIA Accreditation Guidelines for educational institutions
- (e) Development of client education materials

**8.7** E-News Committee. The E-News Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The E-News Committee powers and duties include but are not limited to:

- (a) Development of E-News copy
- (b) Dissemination of E-News to outside organizations
- (c) Online publication posting and membership distribution
- (d) Request and management of E-News submissions

**8.8** Ethics Committee. The Ethics Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Ethics Committee powers and duties include but are not limited to:

- (a) Development of IMIA Ethics Pledge for all members to sign
- (b) Organization of ethics-based discussion groups
- (c) Structuring of ethical violations complaint process

**8.9** External Relations Committee. The External Relations Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The External Relations Committee powers and duties include but are not limited to:

- (a) Identify and facilitate the development of collaborative agreements with other organizations with a similar mission;
- (b) Maintain relations and identify opportunities for collaboration with partner

- or supporting organizations
- (c) Maintain memberships and communications with other interpreter and translator associations; and
- (d) Coordinate the Corporation's presence at other organization's events.

**8.10 Fundraising Committee.** The Fundraising Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Fundraising Committee powers and duties include but are not limited to:

- (a) Development of Fundraising Plan
- (b) Seek Sponsors for the Conference
- (c) Seek innovative ways for the organization to raise funds for The Corporation's causes

**8.11 Medical Terminology Committee.** The Medical Terminology Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Medical Terminology Committee powers and duties include but are not limited to:

- (a) Promote Professional Terminology Standard
- (b) Work with international medical terminology project
- (c) Promote medical terminology online sources for interpreters
- (d) Develop standards for medical terminology education for medical interpreters

**8.12 Membership Committee.** The Membership Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Membership Committee powers and duties include but are not limited to:

- (a) Encourage and promote Membership in the Corporation;
- (b) Provide information about the Corporation to prospective members;
- (c) Creation of corporate membership marketing materials for distribution;
- (d) Hospital liaison work (includes visits to interpreter departments); and
- (e) General recruitment of individual members.

**8.13 Nominating and Governance Committee.**

**8.13.1** The Nominating and Governance Committee shall be composed of (a) four (4) Directors and three (3) Members who shall not be Directors, each of whom shall be elected by the Board of Directors at its first regular meeting after February 28 meeting each year as provided in Section 8.11.4 below; (b) the President and President-Elect (acting in an ex officio voting capacity), and (c) the immediate past President of the Corporation (acting in an ex officio voting capacity).

**8.13.2** Term of Office. Members of the Nominating and Governance Committee shall serve for staggered terms, with one-half (1/2) of the members elected every two (2) years. Each member of the Nominating and Governance Committee shall serve for a term of two (2) years, commencing on the first

day of the calendar month immediately following their election. Notwithstanding the foregoing, the members of the Nominating and Governance Committee elected in 2016 shall be divided into two (2) approximately equal classes to serve terms of one (1) or two (2) years, respectively, in accordance with such procedures as may be established by the Board of Directors.

**8.13.3 Eligibility.** Members of the Nominating and Governance Committee may not serve more than two (2) consecutive terms on such Committee (exclusive of any term served in an ex officio capacity) but may serve an unlimited number of nonconsecutive terms. No member of the Nominating and Governance Committee may vote with respect to any nomination by the Committee of such member to serve as a Director, Officer or in any other position. No member of the Nominating and Governance committee may be a present or past NB Division director, consultant or staff.

**8.13.4 Nomination and Election.** Candidates for election to the Nominating and Governance Committee shall be nominated (a) by Directors at the first regular meeting of the Board of Directors held after January 1 each year or (b) by a written petition signed by at least five (5) Directors, addressed to the Clerk of the Corporation and delivered to the Corporation's office at least fourteen (14) days prior to the first regular meeting of the Board of Directors held after February 28 each year. The names of all such nominees shall be included in the notice of the first regular meeting of the Board of Directors held after February 28 each year, at which meeting members of the Nominating and Governance Committee shall be elected.

**8.13.5 Powers and Duties.** The Nominating and Governance Committee shall (a) nominate candidates for (i) all Elected Officers and Elected Directors and (ii) such other positions, if any, as the Board of Directors may request from time to time as provided in these Bylaws; (c) develop, implement and oversee an ongoing program for leadership training and development within the Corporation as authorized by the Board of Directors; and (d) identify any Corporation governance issues which may arise from time to time (through regular periodic surveys of Directors and Members and through such other means as it may deem appropriate); recommend to the Board of Directors such amendments, modifications or corrections as may be necessary or appropriate to update or otherwise change these Bylaws and recommend to the Board of Directors such actions as may be necessary or appropriate to address such governance issues.

**8.13.6 Quorum and Voting.** Fifty one percent (51%) of the members of the Nominating and Governance Committee shall constitute a quorum at all meetings of the Nominating and Governance Committee. Voting at any duly held meeting of the Nominating and Governance Committee shall be by majority vote of the members present.



**8.14** Public Relations Committee. The Public Relations Committee shall be composed of (a) such members (at least one of whom shall be a Director) as may be appointed by the President, with the advice of the President-Elect, and (b) the President (acting in an ex officio voting capacity). The Public Relations Committee powers and duties include but are not limited to:

**8.14.2** Media outreach with a view to increase coverage of the profession and our organization

**8.14.3** Promotion of our work with other organizations

**8.14.4** Attendance at conferences of other organizations as IMIA representatives

**8.15** Term. Except as otherwise provided in these Bylaws, each member of a Standing Committee shall serve on such Committee for a term of two (2) years, commencing on January 1 of the year after in which appointed or elected, as applicable or, if earlier, until such member's death, resignation, removal or disqualification. Each member of an Ad Hoc Committee shall serve on such Committee for a term to be specified by the President at the time of such member's appointment to the Committee or, if earlier, until such Ad Hoc Committee member's death, resignation, removal or disqualification.

**8.16** Vacancies. Any vacancy created by the removal, resignation, death or disqualification of a member of any Committee shall be filled by the Executive Committee, promptly after the creation of such vacancy for the remainder of the vacating Committee member's unexpired term.

**8.17** Resignation. Any member of a Committee may resign at any time by giving written notice of such resignation to the Corporation's President. Such resignation shall be effective upon receipt of such notice by the President or, if later, such effective date as may be specified in the notice of resignation.

**8.18** Removal. Any member of a Committee may be removed, with or without cause, by the President, with the advice of the President-Elect.

**8.19** Committee Chairs. Each Standing Committee and Ad Hoc Committee shall have a Chair and an Assistant Chair appointed by the Executive Committee, with the approval of the Board of Directors, for a three (3) year term provided that (a) the President shall serve as the Chair of the Executive Committee and (b) the Chair of the Nominating and Governance Committee shall be elected by its members at their first meeting (such first meeting to be chaired pro tem by the immediately past President). Each Committee Chair and Assistant Chair shall be a Member. No person shall serve simultaneously as Chair or Assistant Chair of more than one Standing Committee. Each Committee Chair or Assistant Chair shall have such duties, responsibilities and powers as may be delegated to such Chair or Assistant Chair by the Board of Directors or the members of the Committee, subject in all cases, to the direction and control of the Board of Directors. Any Chair or Co-Chair of a Committee may be removed, with or without cause, by the President subject to approval of the Board of Directors. Any vacancy created by the removal, resignation, death or disqualification of any Committee Chair or Co-Chair shall be filled by the President, with the advice of the President-Elect, promptly after the creation of such vacancy, for the remainder of the vacating Chair's or Co-Chair's unexpired term provided that any vacancy in the Chair or Co-Chair of the Nominating and Governance Committee shall be filled by election by its members promptly after the creation of such vacancy.

**8.20** Rules and Procedures. Each Committee may adopt its own rules and procedures for the conduct of its business, provided such rules and procedures comply with these Bylaws, resolutions of the Board of Directors and the powers delegated to the Committee by the President or the Board of Directors.

**8.21** Committee Meetings. Except as otherwise provided in these Bylaws, meetings of each Standing Committee and Ad Hoc committee shall be held at such times and places as may be determined by the members of the Committee. Any Director may attend any Committee meeting provided that in the event the Committee determines that closure of any Committee meeting (in whole or in part) to persons other than Committee members is desirable and appropriate, such meeting shall be so closed.

**8.22** Reports. A report of all material actions taken by each Committee shall be made to the Board of Directors at least annually upon such schedule as may be determined by the Chair of the Board of Directors.

## ARTICLE 9 CHAPTERS

**9.1** Purpose. A Chapter serves Members within of a specific geographic region, which could be a city, state, region or country. It serves as a forum for Members in a specific geographic area to share ideas and resources. It organizes meetings to further cooperation and information exchange among its members, provides information and services needed on the local level, serves as a means of communication between the Association and local members, and supports and promotes the policies and objectives of the Association. Each Chapter will solicit potential new members and conduct activities and carry out the purposes of the association in its respective region, in accordance with guidelines, requirements, instructions, policies and/or procedures established by the Executive Board.

**9.2** Creation. The applications of a Chapter shall be submitted to the Board of Directors, which, in its discretion, by majority vote may be established a proposed Chapter.

**9.3** Chapter Representative and Assistant Representative. Upon approval of a Chapter by the Board of Directors the Executive Committee, with the approval of the Board, shall elect a Chapter Representative and an Assistant Representative (the "Representatives") for each Chapter. The Representatives shall serve for a four (4) year term. The Representatives may not serve more than three (3) consecutive terms. The Executive Committee, with the consent of the Board, may remove the Representatives with or without cause.

**9.4** Membership. Any Member within a region covered by a Chapter may join the Chapter. The Representatives of the Chapter must be voting Members.

**9.5** Meetings and Reports. Meetings of each Chapter shall be held at such times and places as may be determined by the members of the Chapter. Any Director may attend any Chapter meeting. Each chapter shall have a minimum of three meetings, face to face

or remotely. The Board of Directors will meet quarterly with Chapter Representatives and invite their input. Every Chapter Representative shall submit a report of its activities to its members and to the Board of Directors at least twice a year.

**9.6** Termination, Dissolution, or Suspension. When the activities of a Chapter are deemed to run counter to the established policies and objectives of the Corporation, the Executive Committee, by a majority vote, may terminate and replace the Chapter Representatives or by a vote of a majority of Directors or may dissolve a Chapter or declare its activities suspended.

## ARTICLE 10 DIVISIONS

**10.1** Purpose. A Division serves Members who share a common interest in a specific aspect of the profession. It serves as a means of communication between its members and the Board of Directors, provides information and services to its members in their own specific field of interest, organizes meetings to further cooperation and information exchange among them, and supports and promotes the policies and objectives of the Association. Each Division will solicit potential new members and conduct activities and carry out the purposes of the association in its respective region, in accordance with guidelines, requirements, instructions, policies and/or procedures established by the Executive Board

**10.2** Creation. The applications of a Division shall be submitted to the Board of Directors, which, in its discretion, by majority vote may be established a proposed Division.

**10.3** Divisions Chair and Assistant Chair. Upon approval of a Division by the Board of Directors the Executive Committee, with the approval of the Board, shall elect a Division Chair and an Assistant Chair (the “Chairs”) for each Division. The Chairs shall serve for a four (4) year term. The Chairs may not serve more than three (3) consecutive terms. The Executive Committee, with the consent of the Board, may remove the Chairs with or without cause.

**10.4** Membership. Any Member with an interest in a particular Division may join a Division. The Chairs of the Division must be voting Members.

**10.5** Meetings and Reports. Meetings of each Division shall be held at such times and places as may be determined by the members of the Division. Any Director may attend any Division meeting. Each Division shall have a minimum of three meetings, face to face or remotely. The Board of Directors will meet quarterly with Chairs and invite their input. Every Division Chair shall submit a report of its activities to its members and to the Board of Directors at least twice a year.

**10.6** Termination, Dissolution, or Suspension. When the activities of a Division are deemed to run counter to the established policies and objectives of the Corporation, the Executive Committee, by a majority vote, may terminate and replace the Division Chairs or

by a vote of a majority of Directors or may dissolve a Division or declare its activities suspended.

## ARTICLE 11 GENERAL AND MISCELLANEOUS

**11.1** Fiscal Year. The fiscal year shall run from January 1 through December 31.

**11.2** Gender. The use of the masculine form in these Bylaws shall be deemed to include the feminine and vice versa.

**11.3** Robert's Rules of Order. Except as otherwise provided in these Bylaws, meetings of the Board of Directors and of Members of the Corporation shall be conducted in accordance with Robert's Rules of Order, as in effect from time to time.

**11.4** Execution of Instruments; Receipt and Disbursement of Funds. Except as otherwise provided in these Bylaws or as the Board of Directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President President-Elect or Treasurer. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors. The Board of Directors may designate an Officer or Director who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all monies due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks or with such other entities as the Board of Directors may from time to time designate.

**11.5** Disposition of Assets. Monies of the association shall be disbursed according to the business priorities selected by the Executive Board. No part of any earnings or assets may benefit any private person or individual other than by payment of reasonable compensation for clerical expenses incurred on behalf of the corporation. In the event of dissolution of the corporation, all assets remaining after payment of all liabilities shall be paid to a selected charitable organization.

**11.6** Custodian and Other Agents. The Board of Directors shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the Corporation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the Corporation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services. Each such custodian, employee or agent shall retain his or her authority at the pleasure of the Board of Directors.

**11.7** Budget Reports. A report of the budget shall be prepared by the Treasurer to be presented quarterly to the Executive Board meetings. An annual report shall be submitted to the membership at the Annual Meeting.

**11.8** Audit. The books of the corporation shall be reviewed by the organization's accountant and the treasurer yearly, between the end of the previous fiscal year and the organization's tax return.

**11.9** Voting of Securities. Except as the Board of Directors may otherwise designate or require, the President may appoint any person or persons, with or without power of substitution, to act as proxy or attorney-in-fact for the Corporation at any meeting of stockholders of any other entity, the securities of which may be held by this Corporation.

**11.10** Conflict of Interest. Except as otherwise provided by law, in the Corporation's Articles of Organization or in such policies as may be adopted by the Board of Directors, no contract or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any Director, Trustee or Officer of the Corporation (or any entity of which the Director, or Officer may be a director, trustee, officer, stockholder, member, employee or agent) may be a party to or may have an interest (pecuniary or otherwise) in, any such contract or other transaction.

**11.11** Compensation. No Director, Officer, Committee Chair, Assistant Chair or Chapter Head Member shall receive compensation for serving as such. Directors, Officers and Members may be reimbursed for reasonable expenses properly incurred in connection with the affairs of the Corporation. The Board of Directors shall determine the salary or other compensation of each employee or agent of the Corporation.

**11.12** Amendments. These Bylaws may be amended or repealed, in whole or in part, by vote of a majority of the Directors then in office at any meeting of the Directors.

**11.13** Corporation Records. This corporation shall keep all its books and records, if any, the original or a copy of its articles of incorporation and bylaws as amended to date. Furthermore, this corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Board and committees of the Board. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation

## ARTICLE 12 National Board of Certification for Medical Interpreters

**12.1** Establishment and Purposes. The National Board of Certification for Medical Interpreters ("National Board") shall be established to oversee and supervise the IMIA Written National Certification Exam for Medical Interpreters, which is the Intellectual Property of the IMIA and is the sole Written Exam that can ever be utilized by the National Board for the CMI certification, including but not limited to the English Language and any or all other Languages, regardless of the platform, format or methodology of administration. The Certification written exam can only be updated, edited or altered in any way with the direct involvement, written authorization and

approval of the IMIA Board of Directors, and the Medical Interpreter certification program related thereto. Except as provided herein, the National Board shall serve as an autonomous division within the IMIA with respect to the development, evaluation, supervision, and administration of all certification program policies, procedures, and activities. The National Board shall be solely responsible for all certification program policies and decisions related to: Certification and recertification eligibility standards; Examinations and other assessment instruments; Certification program budget development; Certification program planning; Document and information retention; Certification and recertification fees; Recruitment and selection of qualified personnel to be approved by the IMIA board; Program resource allocation. All of the above will be consistent with the IMIA Bylaws and oversight.

The National Board shall have sufficient and adequate resources to conduct effective and thorough certification and recertification program activities. The revenue and income generated by the certification program will be used to support such certification and recertification activities, as well as National Board operations.

The National Board shall designate and maintain a board member that is not ex officio from its executive committee to be a representative (the “National Board Representative”) for the purposes of the reporting and notices required hereunder. Notice of said designation and any subsequent change thereto shall be provided to the IMIA Executive Committee on or before the meeting of said committee immediately following any said designation or change thereto.

**12.2** Limitations. The authorities of the National Board are limited to those granted in the IMIA bylaws or as otherwise determined by the IMIA Board of Directors. Without limiting the foregoing:

- a) The IMIA shall have the authority to exercise oversight over the financial activities of the National Board, including without limitation the National Board budget, accounts payable and receivable and Profit & Loss statements, and the IMIA Treasurer or designee shall serve as an ex-officio member of the National Board’s Finance Committee;
- b) The minutes of National Board meetings shall be made available to the IMIA within two (2) weeks of any said meeting.
- c) The IMIA President and Treasurer shall be the primary signatories on all National Board bank accounts. The National Board may designate an “authorized user” from the board, but not a staff member, with respect to any said accounts, subject to notice to and the approval of the IMIA Executive Committee.
- d) All employees of the National Board are employed by the IMIA, and the hiring, ultimate oversight, and termination of said employees shall be authorized by the IMIA Executive Committee and ratified by the IMIA Directors.
- e) The National Board’s Finance Committee and Testing Director/Program Manager or their respective designees shall collaborate to develop an annual marketing plan, for example but not limited to: representing the National Board Division in National, Regional and State conferences or events; attending to the National Board Division tables; disseminating NB division materials; conducting monthly webinars. This marketing plan will be developed within a reasonable time frame set by the IMIA Board of Directors, including measurable, scheduled goals, and shall report the marketing plan to the IMIA Executive Committee upon the completion thereof, and report monthly thereafter regarding the execution and achievement of all plan goals and the general progress of the Medical Interpreter Certification program.
- f) The Financial Committee of the National Board Division will follow up with the NB Division Executive Committee and Testing Director/Program Manager on a monthly basis upon

the execution and achievement of all plan goals. The National Board Division Executive Committee and Testing Director/Program Manager must report to a monthly meeting with the IMIA Executive Committee to monitor the general progress of the main certification program.

g) The licensing fee payable by the National Board to the IMIA from the administration of each written exam shall be established solely by the IMIA board of Directors at all times. The National Board and the IMIA Executive Committee shall meet on the last quarter of every fiscal year to re-evaluate the exam-licensing fee, after which the IMIA shall reasonably determine the licensing fee for the new fiscal term.

h) The IMIA will monitor quarterly; the number of administered written exams. If at any time, the National Board does not achieve a predetermined set minimum goal for written exams per calendar quarter, the IMIA may in its sole discretion immediately review and determine reasonably necessary steps to address the marketing and implementation of the National Board Certification Program in order to achieve the minimum quarterly written exams goals.

i) The National Board shall not have the authority to develop or implement professional educational courses or implement CMI certification preparation courses. In the absence of the express written approval of the IMIA Board, the National Board shall not have the authority to terminate the CMI certification exams/program or use any other certification written exam or create any budget deficit. At the end of each calendar year, the National Board shall share all non-grant budget surpluses equally with the IMIA.

j) Any non-technical internal investigations, grievances, complaints or inquiries from candidates of any Certification process administered by the National Board, shall be reported monthly by the National Board Representative from the National Board Executive Committee, to the IMIA's Executive Committee or its designee.

k) No action or activity of the National Board shall jeopardize the 501(c)(3)/non-profit status of the IMIA, and any such action, actual or threatened, shall be deemed null and void ab initio.

**12.3 National Board Composition and Voting.** The National Board shall be composed of ten to twelve (10-12) qualified, voting members elected by the National Board. The National Board of Directors will include 5-7 CMI, medical interpreters, 1 medical doctor, 1 non-founder industry representative, 1 public member, 1 IMIA representative, and 1 LLS representative. The qualifications and selection process will be defined in the National Board's policies and procedures manual and as are authorized in the IMIA Bylaws and this Article. The National Board Testing Director/Program Manager will serve as a non-voting, ex-officio member.

**12.4 Qualifications.** National Board Directors shall possess appropriate education, experience, training and other qualifications, consistent with this Article and National Board policies manual and as authorized in the IMIA Bylaws. Current or past staff, consultants or National Board Directors shall not be eligible to serve on the IMIA Board. National Board Directors shall abide by the IMIA bylaws, the IMIA Standards of Excellence and the IMIA Code of Ethics for Leaders.

National Board voting Board members cannot:

- a. Be a past or present employee, consultant of the National Board or the IMIA board.
- b. Serves or have served on the IMIA or LLS Boards, or any other National board similar to the IMIA or NB during their term(s) of service on the National Board.
- c. Be personally or directly involved or work for an entity that develops or delivers courses of

study intended to prepare or assess individuals for a national certification exam, during their term of service on the Board, or for two years following the end of their latest term.

**12.5 Terms.** Board members of the National Board, including the Public Member, will hold office for two years. Terms of the officers (Chair, Vice-Chair, and Secretary) will be for two years. Each term shall begin immediately following the annual meeting. No board member may serve for more than two consecutive two-year terms. Board members filling an unexpired term for one half of the term or more shall be considered to have served one term. Initial terms of the inaugural Board of Directors will be varied and staggered so that no more than half of the terms will expire in any one year.

National Board Directors shall serve two (2) year terms of office. National Board Directors can be elected to a second term after completing one term of office. No Board Director shall serve more than two (2) terms.

**12.6 Officers.** The Officers of the National Board shall be elected from among the voting National Board members, and shall be Chair, Vice Chair and Secretary (“Officers”). The Officers shall have such authorities, and perform such duties, as are usually incident to such offices, and as are authorized by the National Board policies manual and this Article and consistent with IMIA Bylaws. Each Officer shall serve a two (2) year term, and shall be eligible to be elected only for another consecutive term in the same office. Board members filling an unexpired term for one half of the term or more shall be considered to have served one term. No Officer of the National Board shall serve more than two (2) terms.

**12.7 Meetings, Voting and Actions.** The National Board shall hold one annual meeting where elections are held and regular monthly meetings each year. A pre-scheduled yearly National Board division-meeting calendar will be sent to the IMIA Secretary, no later than January 1, of each calendar year. Special meetings of the National Board shall be called by the Chair or a majority of the voting National Board members, with appropriate notice to all board members stating the purpose of such meeting. Meetings shall be held in person or by other permitted means, so long as all in attendance can participate and be heard, and a quorum of a majority is present. Proxy voting shall not be permitted. The National Board shall develop appropriate policies concerning meeting notices, agenda, and minutes. The minutes of National Board meetings shall be made available to the IMIA within two (2) weeks of any said meeting and the NB division board will be responsible for monthly reporting on certification activities to the IMIA Executive Committee.

**12.8 Testing Director/Program Manager.** The National Board shall recruit and select, and the IMIA Board of Directors approve, a qualified individual to manage the affairs of the certification program. Among other responsibilities, the Testing Director/Program Manager shall: supervise and manage the operations of the certification program, as directed by the National Board and consistent with IMIA Bylaws; implement all policies and directives of the National Board; supervise certification program personnel; and, perform such other duties as may be designated by the National Board. The Testing Director will provide a written report each month to the Executive Committee of the IMIA (the “Monthly Activity Report”).

**12.9 Committees.** The National Board shall have a Finance Committee, and may authorize and supervise such additional committees, as the National Board shall, from time to time, deem reasonably necessary to support the certification program. The National Board shall develop appropriate policies concerning committee meeting notices, agenda, and minutes. The IMIA



Treasurer or designee shall serve as an ex-officio member of the National Board's Finance Committee.

**12.10 Removal of Directors.**

General. The National Board may remove any National Board Director with or without cause by the affirmative vote of two-thirds (2/3) of all of the existing NB Directors present and voting at a duly held meeting, notice of which meeting shall include notice of the proposed removal. Any such removal shall be made only after giving the Director in question at least two weeks prior notice of the proposed removal and an opportunity to be heard before the National Board division.

A Director who has not signed the annually required IMIA and NB Non-disclosure Agreement may be immediately suspended and removed by a majority vote of the National Board, with no further action required thereafter. A director who becomes disqualified will be removed immediately by a majority vote with no further action required thereafter.

Resignations. Any Director may resign at any time by delivering their resignation in writing or electronically to the Chair or Vice Chair of the National Board or to the National Board at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Vacancies. Any vacancy on the National Board may be filled by a majority vote of the remaining directors at any meeting with quorum. Each such successor shall hold interim office for the unexpired term until his/her successor is chosen and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their numbers.