

Bylaws of the New York Circle of Translators

As last amended in September 2002

ARTICLE I - Name and Structure

The name of this not-for-profit organization is The New York Circle of Translators, Inc. (the "Circle"). This corporation is organized pursuant to the Not-for-Profit Corporation Law of the State of New York. The Circle is a chapter of the American Translators Association (ATA), a membership corporation with a national scope, organized and existing under the laws of the State of New York.

ARTICLE II - Registered Office

The Circle shall have its registered office at a location to be decided upon by a resolution of the Board of Directors. The location of the registered office may be changed from time to time, also by a resolution of the Board of Directors. For incorporation purposes, the initial registered office of the Circle shall be at the office of Louise Martin-Valiquette, Esq., 1 Rockledge Avenue, Ossining, NY 10562.

ARTICLE III - Purposes

The New York Circle of Translators has the following purposes:

1. To advocate and promote the recognition of translating and interpreting as professions, and to defend and support the interests and concerns of professional translators and interpreters;
2. To develop and maintain standards of professional ethics, practices, and competence, and to promote high-quality services;
3. To establish a system of continuing education and training for translators and interpreters;
4. To facilitate mutual assistance among translators and interpreters;
5. To promote free trade and open competition among translators and interpreters;
6. To promote social and professional relations among its members;
7. To provide a medium for collaboration with persons in allied professions;
8. To conduct any and all other activities designed to accomplish and further its objectives, and promote the general welfare of the organization and its members.

ARTICLE IV - Membership

1. Membership is open to any person (individual or entity) engaged or interested in translation. Classes of membership shall be determined by resolution of the Board of Directors.
2. Any person who agrees to abide by the Bylaws of this organization and has paid dues for the current year is a member of the Circle.
3. The term of membership coincides with the calendar year for which dues are paid. Membership terminates automatically when a member fails to renew his membership three months after the due date.
4. All members shall have the right to attend and vote at any general meetings of the Circle, use all of its membership facilities, and receive all of its regular publications free or at special membership rates. The rights of institutional or corporate members shall be exercised through an individual appointed by the organization holding such membership.
5. Disciplinary actions, including censure, suspension, or expulsion from membership may be taken for any of the following causes:
 - a) Conviction of a felony or other crime of moral turpitude under federal or state law;
 - b) Gross negligence or willful misconduct in the performance of professional services, or other unethical or unprofessional conduct based on demonstrable and serious violations of the ATA Code of Professional Conduct; or
 - c) Fraud or misrepresentation in the application or maintenance of Circle membership, professional accreditation, or other professional recognition or credential.

Censure, suspension, or expulsion of a member may be brought about by all but one member of the Board of Directors on any of these grounds. Such action may not be taken until the member has had an opportunity to present a defense to the Board. A thirty-day period shall follow any such vote for censure, suspension, or expulsion, at which time a second vote shall be taken. If all but one Board member still favor such action, it shall become final at that time. A member dismissed under these circumstances may be reinstated after three years upon approval by all but one member of the Board of Directors.

ARTICLE V - Board of Directors

1. The property, affairs, business, and concerns of the Circle are vested in a Board of Directors consisting of a President, a President-Elect, a Treasurer, a Secretary, and a Program Director who shall be the Officers of the Corporation. The President and the President-Elect must be voting members of the ATA. Directors shall serve two-year terms, with the exception of the President and the President-Elect who shall each serve one-year terms, the President-Elect automatically becoming the President at the end of the term of office of the current President. The term begins on January 1 following the election and ends December 31 of the following year.

2. The Directors shall be elected by sealed ballot by all members of the Circle, and they shall be eligible for re-election.

3. The Board of Directors shall have the power and authority to regulate and govern the affairs of the Circle, and to determine its policies within the framework of overall ATA policy. Furthermore, it may take such measures as it deems necessary or desirable on behalf of the Circle of in furtherance of the Circle's purposes.

4. Vacancies on the Board occurring mid-term are filled through appointment by the President with approval of the Board. The appointee holds office until the next regular election.

5. A director may hold more than one office, with the exception of the offices of President, President-Elect, and Treasurer, which must be held by separate individuals. If there is an even number of directors, the President shall not have a vote except in the event of a tie.

6. Any Director who does not fulfill his/her responsibilities as a Board member or who abuses his/her office may be removed from the Board. For the purpose of such an action, the officer whose removal is sought shall not be permitted to vote, and such a decision must be subject to ratification by all but one of the remaining officers. A thirty-day period shall follow any such vote, at which time a second vote shall be taken. If all but one Board member still favor such action, it shall become final at that time.

ARTICLE VI - Elections

1. The election of Officers and Directors shall be held by secret ballot in the last quarter of each year.

2. Any member of the Circle may run for elective office.

3. Candidates for election may be nominated in one of two ways:

(1) The Nominating Committee shall nominate one or more candidates for each position to be filled, having first obtained the consent of the candidate(s); or

(2) Further nominations for any position may be made to the board of Directors by petition in writing endorsed by five (5) members, at least thirty (30) days before the date of the election and with the consent of the candidate.

4. Ballots shall be sent to each member, who shall be entitled to one vote at the election of Officers and Directors.

ARTICLE VII - Officers

1. President. The President shall preside at all meetings of the Circle and of the Board of Directors. He or she shall be a member ex officio of all committees, without the right to vote. The President has all powers and duties normally associated with such office and, in particular, the power to sign all documents in the name of the Circle and to serve as liaison

with the ATA. No further ATA liaison officer shall be appointed. The President shall share with the Treasurer the right, to be exercised individually, to sign and co-sign checks and orders for withdrawal of the funds of the Circle, subject to the same limitations as established below for the Treasurer.

2. President-Elect: the President-Elect shall assist the President as required by the latter and shall furthermore perform the duties of President in the event of the latter's absence or incapacity, resignation, removal from office, or other vacancy in such office.

3. Treasurer: the Treasurer shall receive and collect all monies; record all monies received and disbursed in any form on behalf of the Circle; deposit all the funds of the Association in a bank designated by the Board of Directors; and share with the President the right to make withdrawals and sign checks individually for amounts not exceeding one thousand U.S. dollars (US\$1,000). All disbursements in excess of said sum of \$1,000 must first be approved by the Board, and all checks or payment orders in excess of \$1,000 shall be signed by both the Treasurer and the President. The Treasurer shall be the Chair of the Circle Finance Committee and shall, at the Annual Meeting of the Circle or at other times requested by the Board of Directors, make report of the financial condition of the Circle. The books and records kept by the Treasurer shall remain the property of the Circle and shall be available for inspection at any time by the Board of Directors or an auditor appointed by the Board. The Treasurer shall submit a financial report to the Board of Directors of the American Translators Association. It shall also be incumbent on the Treasurer to prepare a balance sheet, which shall be audited and submitted for the members' approval at the annual meeting of the Circle.

4. Secretary: The Secretary shall take, distribute, publish, and issue all the minutes of all Board meetings and all general meetings of the Circle and keep them on file, and shall perform such other duties as directed by the President or by resolution of the Board, including the submission each year of a report of the Circle activities to the Board of Directors of the American Translators Association. It shall also be the duty of the Secretary to handle all correspondence sent to the Circle, and to organize mailings and directory publication.

5. Program Director: The Program Director shall be responsible for planning, preparing and organizing monthly meetings, dinners and events such as picnics and holiday parties.

ARTICLE VIII - Publications

The Gotham Translator is the official organ of the Circle. Its Editor is appointed by the Board of Directors and can only be removed for cause, provided two months notice is given.

ARTICLE IX - Committees

1. Standing and ad hoc committees are established as needed for the work of the Circle. They shall be permanent or temporary according to their particular function. Such Committees shall be chaired by a member of the Circle in good standing appointed by the President of the Circle. The other members of the committees shall be appointed by the Chairs of such Committees subject to the approval of the President. The names of the members of each committee shall be filed with the Secretary of the Circle for the record. The

Chair of each Committee reports to the Board of Directors on current activities.

2. All sums of money collected by such Committees shall be deposited in the general bank account of the Circle to be managed by the Treasurer of the Circle. They shall not be segregated for the purposes of these Committees but shall be commingled with the general funds of the Circle to be used for the general purposes of the Circle and for legitimate purposes of the Committees at the request of their respective Chairs.

3. The Chairperson of the Nominating Committee shall be chosen by the outgoing President so as to serve for a period of not more than one year after the term of that President has been completed.

ARTICLE X - Special Interest Groups

1. Special Interest Groups ("SIGS") may be established by or under the umbrella of the Circle.

2. These SIGs will be entitled to use the Circle's name, facilities and influence provided they are in compliance with the rules determined by the Board of Directors.

3. All funds of SIGs under NYCT jurisdiction shall be deposited in segregated accounts managed by the NYCT Treasurer. The SIG Treasurer shall record all inflows and outflows of such funds, as shall the NYCT Treasurer. SIG funds are for the exclusive use of the SIGs, but expenses shall be documented in the same manner as NYCT expenses are documented.

4. The Chairs of such SIGs, elected by their respective members, shall report to the Circle's Board at the request of the Board and at least once a year. The Chairs shall be members of the Circle.

5. SIGs should encourage their members to become members of the Circle.

ARTICLE XI - Compensation and Dues

1. Officers, directors, chairpersons and members of the committees of the Circle shall receive no salary or other compensation for this work. Duly authorized expenses incurred on behalf of the Circle shall be reimbursed.

2. The annual dues for the respective classes of membership shall be established by the Board of Directors. Dues shall be payable in advance and annually, except for life members.

ARTICLE XII - Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XIII - Meetings

1. A general business meeting of the membership is held at least once a year. Advance notice of this meeting shall be published in the Gotham Translator at least 10 days before the

date of this meeting.

2. The first of these meetings, to be held in the month of January of each year, shall be designated as the Annual Members Meeting, at which meeting the members of the Board and the Committee Chairs shall submit their reports and the newly elected officers shall assume the leadership of the Circle.

3. The Board of Directors meets at least once a year for the transaction of business. It also meets on call by the President or at the written request of any three (3) of its members.

4. The quorum for Board meetings shall be a simple majority of its members. The quorum for general meetings of the Circle shall be not less than ten members of the Circle, including one Board member.

5. For any matter or action requiring a vote, a simple majority of those voting is required for adoption, except as otherwise provided in these Bylaws.

ARTICLE XIV - Voting

1. Each member shall be entitled to one vote at general business meetings.

2. Voting on ordinary matters at the business meetings shall be by show of hands or secret ballot of all members present, as decided by the Board or determined by majority vote. Voting for the election of officers shall be by sealed ballot sent by mail.

ARTICLE XV - Amendments to Bylaws

1. These Bylaws may be amended upon resolution of the Board or upon proposal signed by 10% of members of the Circle, and in each case must be ratified by a two-thirds vote of members present at a meeting at which a quorum is present.

2. If these Bylaws or any amendment to these Bylaws are in conflict with the Bylaws of the American Translators Association, such latter Bylaws shall take precedence.

ARTICLE XVI - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Circle in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Circle may adopt.

ARTICLE XVII - Dissolution

In the event of dissolution of the Circle, its remaining assets, after payment of all liabilities, shall be distributed among members in good standing of the Circle. Any funds in surviving sub-group accounts shall be returned to the appropriate surviving sub-groups. In the event of the dissolution of a SIG, funds shall be distributed to current members of the SIG.