

MiTIN Bylaws

ARTICLE I – NAME

- 1.1 The name of this domestic non-profit corporation shall be The Michigan Translators/Interpreters Network, Inc.
- 1.2 The initials of this organization shall be MiTiN, pronounced "mitten."
- 1.3 The logo of MiTiN shall consist of (1) a globe formed by lines of longitude and latitude, (2) upon which is superimposed the initials MiTiN, and (3) the letters M, T and N of which are block letters whose body depicts an urban skyline of tall buildings.

ARTICLE II – PURPOSES

The purposes of MiTiN include:

- 2.1 To promote the continuing education and development of interpreters and translators;
- 2.2 To promote networking among interpreters and translators; including interaction and support of like organizations (e. g. in Chicago, northern Ohio, Arlington), the operation of a referral service and the use of computer-based networks;
- 2.3 To promote and publicize professional standards and practices; and
- 2.4 To promote and support the general development of cross-cultural communication skill.

ARTICLE III – OFFICES

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

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

ARTICLE IV – MEMBERSHIP

4.1 REQUIREMENTS.

Applications for membership are subject to approval by the Board of Directors. Timely payment of the annual dues is required for continuing membership.

4.2 CATEGORIES.

MiTIN shall have four categories of members whose qualifications, rights and obligations follow.

PROFESSIONAL MEMBERS

- To be qualified as a professional individual member of MiTiN, an individual must (A) support the purposes of MiTiN and (B) earn income based on language skill, whether as a free-lance linguist or as an employee, whether on a full-time basis or a part-time basis. Such members may vote, attend all meetings and functions, and hold any office or position in MiTiN. Professional individual member dues are forty U. S. dollars (40.00 USD) per year, or such other sum as the Board may decide, payable on December first of each year.

- To be qualified as a professional corporate/institutional member of MiTiN, a company/institute must (A) support the purposes of MiTiN and (B) generate revenues by selling language services such as interpreting, translating and teaching. The head of the company or language department, or his/her designee may vote, attend all meetings and functions, and hold any office or position in MiTiN. Professional corporate/institutional member dues are fifty U. S. dollars (50.00 USD) per year, or such other sum as the Board may decide, payable on December thirty-first of each year.

Dues for a member who is both a professional and a corporate member are Seventy-five U. S. dollars (75.00 USD)

ASSOCIATE MEMBERS

- To be qualified as an associate individual member of MiTiN, an

individual must support the purposes of MiTiN. Such members may attend regularly scheduled functions and member meetings. Associate individual member dues are thirty U.S. dollars (30.00 USD) per year, or such other sum as the Board may decide, payable on December first of each year.

- To be qualified as an associate corporate/institutional member of MiTiN, a company/institute must support the purposes of MiTiN. The head of the company or language department, or his/her designee may attend regularly scheduled functions and member meetings. Associate corporate/institutional member dues are fifty U.S. dollars (50.00 USD) per year, or such other sum as the Board may decide, payable on December first of each year.

4.3 APPROVAL.

Membership applications shall be approved by the Board of Directors by a simple majority vote.

4.4 VOTING RIGHTS.

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

4.5 TERMINATION.

The Board of Directors, by affirmative vote of two-thirds of all of its members, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly scheduled meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for over three (3) months.

4.6 RESIGNATION.

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve such member of the obligation to pay any dues.

4.7 REINSTATEMENT.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by a simple majority vote of the members of the Board present, reinstate such former member to membership upon such terms as they may deem appropriate.

4.8 TRANSFER.

Membership in MiTiN is not transferable or assignable.

ARTICLE V – MEETINGS

5.1 ANNUAL GENERAL MEETING.

An annual general meeting of the members shall be held on the fourth Saturday in the month of January in each year, beginning with year 1995, at the hour of two o'clock in the afternoon (2:00 PM) if not otherwise specified per section four (4) below, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed hereby for the annual general meeting shall be a legal holiday in the State of Michigan, such meeting shall be held on the next succeeding Saturday. If the election of Directors shall not be held on the day designated herein for any annual general meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

5.2 SPECIAL MEETINGS.

Special meetings of the members may be called by a two-thirds majority vote of the Board of Directors.

5.3 PLACE OF MEETING.

The Board of Directors may designate any appropriate place within the Southeastern region of the lower Peninsular of Michigan, as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meetings shall be the registered office of the corporation in the State of Michigan; but if all of the members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

5.4 NOTICE OF MEETINGS.

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or Secretary, or the persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with

postage thereon prepaid.

5.5 INFORMAL ACTION BY MEMBERS.

Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting the action so taken, shall be signed by ninety percent (90%) of the members entitled to vote with respect to the subject matter thereof.

5.6 QUORUM.

The members holding two-thirds of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

5.7 PROXIES.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or the duly authorized attorney-in-fact of the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

5.8 MANNER OF ACTING.

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

5.9 VOTING BY MAIL.

Where Directors are to be elected by members such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE VI – BOARD OF DIRECTORS

6.1 GENERAL POWERS.

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Michigan. Directors must be professional individual members or professional corporate members.

6.2 NUMBER, TENURE AND QUALIFICATIONS.

The number of Directors shall be six (7). A Director shall hold office for two (2) years, or until a successor has been qualified and elected. Elections of Directors shall be staggered, three (3) being elected one

January, two (2) being elected the following January.

For the purposes of the election in the year 2000 only, five (5) Directors shall be elected and, after the votes are counted, the three (3) top vote-getters who agree to accept a two (2)-year term shall be so designated, and the other two (2) shall have one-year terms.

6.3 REGULAR SEMIANNUAL MEETINGS.

A regular semiannual meeting of the Board of Directors shall be held without other notice than these Bylaws, immediately after, and at the same place as the annual general meeting the Board shall elect officers, review corporate objectives and policies and transact such other business as may come before the meeting.

A second regular semiannual meeting of the Board of Directors shall be held without other notice than these Bylaws, on the first Saturday of the month of July in each year, at the hour of 10:00AM unless otherwise specified by the Board per Article VI Section 5, at the registered office of the corporation in the State of Michigan. For the purpose of reviewing the finances and budget of the corporation, and to transact such other business as may come before the meeting.

6.4 SPECIAL MEETINGS.

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

6.5 NOTICE.

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or fax to each Director at the address shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specifically required by law or these Bylaws.

6.6 QUORUM.

A majority of the Board of Directors shall constitute a quorum for the

transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meetings, a majority of the Directors present may adjourn the meeting from time to time without further notice. A Director may participate a meeting of the Board via Skype or phone.

6.7 MANNER OF ACTING.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Director, unless the act of a greater number is required by law or these Bylaws.

6.8 VACANCY.

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

6.9 INFORMAL ACTION BY DIRECTORS.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting or Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VII – OFFICERS

7.1 OFFICERS.

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, elected by the Board of Directors from its members.

7.2 ELECTION AND TERM OF OFFICE.

The officers of the corporation shall be elected by the Board of Directors at their first meeting and thereafter, at the January annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until no longer a Director, or until his successor shall have been duly elected.

7.3 VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors

for the unexpired portion of the term.

7.4 PRESIDENT.

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation.

The President shall preside at all meetings of the members and of the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation. As the spokesperson for the Society, the President must have the desire and ability to speak before groups on behalf of the Society.

7.5 IN THE PRESIDENTIAL ABSENCE.

The absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

7.6 VICE PRESIDENT.

The Vice President shall perform such duties as may be assigned by the President or by the Board of Directors, and in the case of presidential absence (Article VII – clause 7.5 above), the duties of President.

7.7 SECRETARY.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions if these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

7.8 TREASURER.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories as shall be selected in accordance with the provision of Article IX of these Bylaws; and in general perform all the duties incident to the office of Treasurer itself, and by the President or by the Board of Directors.

7.9 ADVISORS.

The Board of Directors may obtain the assistance of advisors on legal, financial, accounting, public relations, community affairs, cross-cultural communication and other matters as the Board deems necessary, under any appropriate terms and conditions.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.1 CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers or agents so authorized by these Bylaws, to enter into any contract or executive and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

8.2 CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by one officer of the corporation.

8.3 DEPOSITS.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.4 GIFTS.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose, or for any special purpose not inconsistent with the requirement of law, of the

corporation.

ARTICLE IX – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the named and addressed of the members entitled to vote. All books and records of the corporation may be inspected by any member, or the member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE X – FISCAL YEAR

The Fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI – APPLICATION AND DUES

11.1 APPLICATION.

To become a member of the corporation, an individual shall apply to the Secretary. This application shall be reviewed by the Board and approved by a simple majority vote of the Board.

11.2 DUES.

Members shall pay annually dues according to their class of membership, and in the amount and at the time determined by these Bylaws and the Board.

11.3 DEFAULT.

When any member shall be in default in the payment of fees for a period of NINETY (90) DAYS or more, the membership may be terminated under ARTICLE IV, Section 5 of these Bylaws.

ARTICLE XII – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a mitten and shall have inscribed thereon the initials

of the corporation.

ARTICLE XIV – AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a THREE-FOURTHS vote of the Board of Directors, at any regular or special meeting, if at least two (2) days WRITTEN NOTICE is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice is required to be given under Michigan Law or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

MiTiN
The Michigan Translators/Interpreters Network
BYLAWS

DECEMBER, 1994 (Amended 1/5/2000) (Amended 2/17/2002)
(Amended 12/13/2003) (Amended 2/23/2008)