

American Translators Association, Inc.

Bylaws

ARTICLE I Name and General Structure

The name of this not-for-profit membership corporation, organized and existing under the laws of the State of New York, shall be American Translators Association, Inc. ("ATA" or the "Association"). Provision is made herein for the establishment of local Chapters and specialized-interest Divisions.

ARTICLE II Purposes

- a. The Association shall be organized as a not-for-profit entity with the following objectives:
 - 1) to promote the recognition of the translation and interpreting professions;
 - 2) to promote the communication and dissemination of knowledge for the benefit of translators and interpreters;
 - 3) to formulate and maintain standards of professional ethics, practices, and competence;
 - 4) to stimulate and support the education of translators and interpreters;
 - 5) to provide a medium for cooperation with persons in allied professions; and
 - 6) to promote professional and social relations among its members.
- b. The Association shall strive to meet those objectives by means such as the following:
 - 1) publishing periodicals, bulletins, notices, glossaries, dictionaries, reports, and any other publications that may further its objectives;
 - 2) holding periodic meetings;

- 3) supporting programs of accreditation and certification for translators and interpreters who meet specific standards of competence;
- 4) maintaining working relationships with professional organizations in related fields;
- 5) working actively with universities, foundations, government agencies, and other organizations in such matters as the education and continuing education of translators and interpreters;
- 6) conducting any and all other activities designed to further its objectives and promote the general welfare of the Association and its members.

ARTICLE III Membership

Section 1 - Classes

The membership of the Association shall consist of the following eight classes: Active, Corresponding, Associate, Student, Institutional, Corporate, Life, and Honorary.

Section 2 - Eligibility

- a. **Active:**
 - 1) Any person who (a) is professionally engaged in translating, interpreting, or closely related work, (b) is a citizen or permanent resident of the United States, and (c) meets one of the following criteria: (i) has passed a certification examination administered by the Association, or (ii) has been granted Credentialed Interpreter status by the Association, or (iii) has achieved demonstrable professional status as determined by peer evaluation, is eligible for Active membership.

2) Members having Active status at the time provision a.1) went into effect will retain their status as long as their membership is not terminated and they continue to remain a citizen or permanent resident of the United States.

3) Active membership is in the name of the individual only and confers no Corporate or Institutional membership on the individual's company, employer, or institution.

b. **Corresponding:** Any person who meets all qualifications for Active membership except U.S. citizenship or permanent residence is eligible for Corresponding membership.

c. **Associate:** Any person who does not meet the requirements for Active membership set forth in provision a.1.(a) regarding professional engagement or provision a.1.(c) regarding certification or peer evaluation but who desires to further the objectives of the Association is eligible for Associate membership. Upon further qualification, an Associate member may become an Active or Corresponding member.

d. **Student:** Any person who is a full-time student, or any person enrolled part-time in translation or interpreting, foreign language or related course of study, at the undergraduate or graduate level, shall be eligible for Student membership. A person may not retain Student membership status for more than a four-year period.

e. **Institutional:** Institutional membership is open to any nonprofit institution with an interest in the translation or interpreting professions. Membership shall be in the name of the institution, not in the name of an individual. Individuals associated with an Institutional member may qualify as members in other classes in their own right.

Each Institutional member shall designate in writing delivered to the Association a person who shall act as its representative for all purposes of Association membership. The Institutional member may change such written designation at any time. Acts by such designated representative performed in the name of the Institutional member shall be deemed, for purposes of Association membership, to be acts of the Institutional member.

f. **Corporate:** Corporate membership is open to any business firm with an interest in the translation or interpreting professions. Membership shall be in the name of the firm, not in the name of an individual.

Individuals associated with a Corporate member may qualify as members in other classes in their own right.

Each Corporate member shall designate in writing delivered to the Association a person who shall act as its representative for all purposes of Association membership. The Corporate member may change such written designation at any time. Acts by such designated representative performed in the name of the Corporate member shall be deemed, for purposes of Association membership, to be acts of the Corporate member in accordance with applicable law.

g. **Life:** Life membership is available to any person who has reached sixty years of age and has completed at least twenty consecutive years as a member of the Association.

h. **Honorary:** Honorary membership may be conferred upon individuals who have distinguished themselves in the translation or interpreting professions by a vote of two-thirds of the Board of Directors. The total number of living Honorary members shall not exceed twenty at any one time, and not more than two may be elected in any one year.

Section 3 - Rights and Privileges

a. Active members have the right to attend any of the Association's membership meetings, use all of its membership facilities, and receive all of its regular publications free or at special membership rates. They also have the right to take certification examinations, to vote, to hold Association office, and to serve on the Board of Directors and all committees of the Association.

b. Corresponding members have all the rights and privileges of Active members except the right to hold Association office and to serve on the Board of Directors or standing committees.

c. Associate members have all the rights and privileges of Active members except the right to vote, to hold Association office, and to serve on the Board of Directors or standing committees.

d. Institutional and Corporate members have all the rights and privileges of Active members except the right to vote, to hold Association office, to serve on the Board of Directors or standing committees, and to take certification examinations. The rights shall be exercised through a person appointed by the

organization holding the membership. This appointment does not confer individual membership on the designated person.

e. Student members pay reduced dues but enjoy all the rights and privileges of Associate members.

f. Life members pay reduced dues but enjoy all the rights and privileges of the membership class for which they are qualified.

g. Honorary members pay no dues but enjoy all rights and privileges of the membership class for which they are qualified.

Section 4 - Dues

a. The annual dues for all classes of membership shall be established by the Board of Directors.

b. Dues are payable annually in advance by December 31 of the preceding year. Membership is considered lapsed when dues are two months in arrears. All rights and privileges are forfeited during the period of the lapse. Upon payment of the full annual dues, a lapsed membership shall be reinstated with all pertinent rights and privileges, except that a voting member who is not reinstated by the Record Date of eligibility to vote with respect for officers and Directors shall not have the right to vote for officers and Directors or the right to be a candidate for office during the calendar year in which the membership has lapsed.

c. Membership shall be terminated when dues are twelve months in arrears. Persons or organizations whose membership has been terminated because of nonpayment of dues must file new applications in order to restore their membership. When a period of three or more years has elapsed since the applicant was an Active member of the Association, the Association may require either passage of a (or another) certification examination or the recommendation through a peer review process for reinstatement in that membership class.

Section 5 - Application for Membership

a. To apply for membership, an application for membership, accompanied by the current year's annual dues, shall be submitted in due form to Association Headquarters.

b. Upon determination by Association Headquarters as to the class of membership for which the applicant is

eligible, and unless the application must be acted upon by the Membership Committee, Association Headquarters shall notify all applicants in writing with respect to membership application determinations in accordance with policies and procedures adopted by the Board of Directors.

c. An applicant who believes that membership in the class for which application was made was unjustly denied may appeal in writing to the Board of Directors in accordance with procedures adopted by the Board. The decision of the Board shall be final.

Section 6 - Disciplinary Actions

a. Disciplinary actions, including censure, suspension, or expulsion from membership, may be taken for any of the following causes:

- 1) Conviction of a felony or other crime of moral turpitude under federal or state law in a matter related to the practice of, or qualifications for, professional activity;
- 2) 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 Ethics and Professional Practice; or
- 3) Fraud or misrepresentation in the application for or maintenance of ATA membership, professional certification, or other professional recognition or credential.

b. All disciplinary actions are taken pursuant to procedures adopted by the Board from time to time, which procedures may be amended only by a two-thirds vote of the Board.

ARTICLE IV Board of Directors

Section 1 - Number and Term

The property, affairs, business and concerns of the Association shall be managed by a Board of Directors consisting of the elected officers of the Association and nine Directors elected by the membership. These elected officers and elected Directors shall be referred to as "members of the Board of Directors" except where otherwise indicated for reasons of specificity. All such members of the Board of Directors must be Active members of the Association. The Directors shall serve overlapping three-year terms or until their successors

are elected, with three directorships falling vacant every year. Directors shall be eligible for reelection, except that no Director may serve more than two consecutive full terms. After serving a total of 12 years in any capacity, no individual shall be eligible for election to the Board of Directors in any capacity for a period of six years. Past Presidents of the Association shall have the right to speak at Board meetings without the right to vote.

Section 2 - Duties

The Board of Directors shall have the power and authority to manage the Association's property and to regulate and govern its affairs; to determine policies and changes therein; to specify and review the work of the elected officers; to decide on applications for membership; and to devise and execute such measures as the membership may direct or which, in the judgment of the Board of Directors, are necessary or desirable on behalf of the Association or in furtherance of its policies and objectives.

Section 3 - Meetings and Quorum

a. The Board of Directors shall meet for transaction of Association business at least twice each year. Seven members of the Board of Directors shall constitute a quorum. No proxy voting shall be allowed. Between meetings, the Board may adopt resolutions by unanimous written consent as provided by law. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the 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 entitled to vote with respect to the subject matter thereof.

b. Special meetings of the Board of Directors may be called by the President, and the President must call a special meeting at the written request of at least six members of the Board. Notice of a special meeting must be mailed to all Board members at least twenty days in advance or, if given by other means than mail, must be received at least fourteen days in advance, unless the Board agrees unanimously to suspend this requirement.

c. The act of a majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, except where otherwise provided by law or these Bylaws.

d. Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

e. Notice of any meeting of the Board shall be given by mail, electronic mail, or fax.

Section 4 - Vacancies

When a vacancy occurs on the Board of Directors, the same shall be filled without undue delay by the Board of Directors. The appointee shall hold office until the annual meeting of members, at which time an Active member shall be elected to serve the remainder of the unexpired term. Should the office of President become vacant, it shall be filled by the President-Elect.

Section 5 - Removal

Any Director or officer may be removed from office by vote of the voting members at any annual or special meeting of such members. Any motion to remove a Director or officer may be presented to the voting members for vote only upon a two-thirds vote of the Board of Directors, or upon submission to the President of a petition for removal signed by at least 100 voting members of the Association.

ARTICLE V Officers

Section 1 - Number and Term

The officers shall consist of a President, President-Elect, Secretary, and Treasurer. They shall hold office for two years or until their successors are elected. The officers shall be elected as provided in Article XI, Section 2. No President shall be elected to serve more than one full term, and no Secretary or Treasurer shall be elected to serve more than three full terms in that office. All elected officers shall be, by virtue of their office, members of the Board of Directors. If the office of President-Elect, Secretary, or Treasurer becomes vacant, the office shall be filled by vote of the Board of Directors pending the next annual meeting of the voting members of the Association, at which meeting the remainder of the unexpired term, if any, of such office shall be filled.

Section 2 - Duties

a. The President shall be the principal executive officer of the Association and shall in general supervise all of the affairs of the Association and be responsible for the operation of the Association Headquarters. The President shall be the Chairman of the Board and shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee and shall be a member ex officio of all committees, except the Nominating and Leadership Development Committee, without the right to vote unless otherwise provided by these Bylaws. The President shall share with the Treasurer the right to sign checks and warrants for the withdrawal of Association funds. The President shall execute on behalf of the Association all documents, obligations, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or these Bylaws or by statute to some other officer or agent of the Association. The President shall perform such other duties applicable to the office of President as prescribed by the parliamentary authority adopted by the Association. The President shall be responsible for carrying out the policies and directives adopted or approved by the Board of Directors.

b. The President-Elect shall automatically become President at the end of the current term of office. The President-Elect shall perform all duties applicable to the office of vice-president as prescribed by the parliamentary authority adopted by the Association or as may be presented by the Board of Directors from time to time and shall be a member ex officio of all committees, except the Nominating and Leadership Development Committee, without the right to vote unless otherwise provided by these Bylaws.

c. The Secretary shall perform the duties prescribed by these Bylaws, by the parliamentary authority adopted by the Association where it does not conflict with the Bylaws, or as may be provided by the Board of Directors from time to time. Some of the duties of this office may be delegated, if so authorized by the Board of Directors.

d. The Treasurer shall perform the duties prescribed by these Bylaws, by the parliamentary authority adopted by the Association where it does not conflict with the Bylaws, or as may be provided by the Board of Directors from time to time. Some of the duties of this office may be delegated, if so authorized by the Board of Directors. The Treasurer shall maintain the financial records of the Association, arrange for an annual audit

thereof by an independent agent and, upon request of the Board of Directors, open all records for inspection. The financial records maintained by the Treasurer remain the property of the Association.

ARTICLE VI Executive Committee

Section 1 - Number and Term

The Executive Committee shall consist of the elected officers of the Association; i.e. the President, President-Elect, Secretary, and Treasurer (all four of whom shall be voting members of the Executive Committee), and a nonvoting staff member approved by the Board of Directors. The Executive Committee has such policy-making and executive authority as may be vested in it by the Board of Directors, except that it shall have no authority in the following matters:

- a. submission to members of any action requiring members' approval;
- b. the filling of vacancies in the Board of Directors or Executive Committee;
- c. other matters expressly prohibited by statute.

The Executive Committee shall consist at all times of three or more directors and it shall have and exercise the authority of the Board of Directors in management of the Association; but the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law. The Executive Committee may act in between meetings of the Board.

Section 2 - Meetings and Quorum

a. The Executive Committee shall meet for transaction of Association business as authorized in Article V, Section 1 at least twice each year. Three voting members of the Executive Committee shall constitute a quorum. The majority vote of the voting members of the Executive Committee at a meeting at which a quorum is present shall be the act of the Executive Committee.

b. All members of the Board of Directors shall be notified at least twenty-four hours in advance of meetings of the Executive Committee and told the purpose of the meeting. The minutes of Executive

Committee meetings shall be promptly approved by the Executive Committee and sent to all members of the Board of Directors.

ARTICLE VII Other Committees

Section 1 - Appointment of Committee Heads and Members

Unless otherwise specified in these Bylaws, and subject to approval by the Board of Directors, the President shall appoint or reappoint all committee heads, all of whom must be voting members of the Association. Members of any committee shall be appointed by the President in the same manner or selected by the head of the committee, subject to approval by the Board of Directors.

Only Active members of the Association may serve on, or be committee heads of, the standing committees. Vacancies in the membership of any committee may be filled on an interim basis by appointments made by the President.

Section 2 - Standing and Other Committees; Purposes

The Association shall have the following standing committees exercising the authority of the Board of Directors: Executive Committee, Finance and Audit, Ethics, Membership, and Nominating and Leadership Development. The delegation to such committees of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon them by law.

a. **Finance and Audit.** The Finance and Audit Committee shall include, but not be limited to, the members of the Executive Committee. This committee shall oversee the finances of the Association, including, but not limited to, drawing up a budget for each fiscal year to be submitted to the Board of Directors for approval before the beginning of the fiscal year.

b. **Ethics.** All Past Presidents of the Association who wish to serve shall be members of this committee, and the committee shall consist of at least five members, including any others appointed by the President and approved by the Board. The Ethics Committee shall deal with problems affecting the relationship of translators and interpreters with their

peers and others as provided in policies and procedures adopted by the Board.

c. **Membership.** The Membership Committee shall examine applications for Active and Corresponding membership, as set forth in Article III of these Bylaws and in accordance with policies and procedures adopted by the Board. Committee recommendations to reject Active membership applications shall be forwarded to the Board of Directors for approval, with notification of such determinations made by Association Headquarters, in accordance with policies and procedures adopted by the Board. The Membership Committee shall also actively recommend and pursue policies to recruit and retain members.

d. Nominating and Leadership Development.

1) The Nominating and Leadership Development Committee shall be appointed by the Board of Directors upon the recommendation of the President. It shall consist of five members, none of whom shall be a candidate for office that year.

2) The Nominating and Leadership Development Committee shall propose candidates for each elective position of the Association. The names of the candidates proposed, whose written acceptances must have been obtained by the Nominating and Leadership Development Committee, shall be presented to the Board of Directors for publication to the members.

3) Further nominations, accompanied by the written acceptance of the nominees, may be entered by petition in writing endorsed by the signature of at least sixty voting members and shall be received by the Nominating and Leadership Development Committee not later than thirty calendar days after publication by the Board of Directors of the names of the candidates the Nominating and Leadership Development Committee has proposed.

4) The Nominating and Leadership Development Committee shall play an active role in the identification and development of future leaders of the Association, adopting and implementing best practices relating to leadership development.

5) Nominations from the floor of the meeting for office are not permitted.

e. Such other committees, standing or special, as are deemed necessary to carry on the work of the Association, may be established by the Board of Directors by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Unless otherwise provided in a resolution of, or procedures adopted by, the Board of Directors designating a committee, a majority of each committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII Compensation and Administrative Secretariat

Section 1 - Compensation

Officers, Directors, chairmen and members of committees of the Association or any of its Chapters or Divisions shall receive no salary or other compensation with the exception that editors of ATA Division and Chapter publications may receive a modest honorarium, as authorized by the Board. Duly authorized expenses incurred on behalf of the Association shall be reimbursed.

Section 2 - Headquarters

The site of the Association Headquarters shall be determined by the Board of Directors.

Section 3 - Staff

- a. The administration and management of the Association Headquarters shall be the responsibility of a salaried staff under the leadership of an Executive Director appointed by the Board of Directors.
- b. The function of the staff shall be to ensure the continuity of all administrative, secretarial, clerical, and other routine operations, to direct the activities of Association Headquarters, and to perform such other duties as the Board of Directors acting through the President may direct.

ARTICLE IX Publications and Public Statements

Section 1 - Publications

The Association shall publish and distribute to its members and the public any material the Board of Directors may authorize. Control of all Association publications shall be vested in the Board of Directors.

Section 2 - Public Statements

The Association shall not be responsible for statements or opinions advanced in its publications or in papers or discussions at meetings of the Association, or its Chapters or Divisions, nor for statements made by any of its members, officers, or staff, except those authorized by the Board of Directors.

ARTICLE X Annual Meeting of All Members

The annual meeting of all members shall be held at a time and place determined by the Board of Directors in conjunction with the annual meeting of the voting members of the Association, and shall include such matters as determined by the Board of Directors, including presentation and installation of newly elected Directors and officers, and other matters presented by the members at such meeting in accordance with procedures adopted by the Board of Directors.

ARTICLE XI Meetings of Voting Members

Section 1 - Place of Meeting

Regular or special meetings of voting members shall be held at such locations as shall be determined by the Board of Directors.

Section 2 - Annual Meetings

A meeting of the voting members shall be held annually at such time and date as shall be determined by the Board of Directors, to fill all expiring terms of directors of the Association, to fill any existing vacancies on the Board of Directors for the remainder of the unexpired terms, and for the transaction of such other business as shall come before the meeting in accordance with procedures adopted by the Board of Directors. At such meeting any vacancies in the positions of President-Elect, Secretary, or Treasurer shall also be filled for the

expired term. In odd-numbered years the President-Elect, Secretary, and Treasurer of the Association shall also be elected at such annual meeting. Unless otherwise determined by the Board of Directors, the annual meeting of the voting members shall be held in conjunction with the annual meeting of all members as provided in Article X.

Section 3 - Special Meetings

Special meetings of the voting members, for any purpose or purposes, may be called by the President or the Board of Directors, and shall be called by the President at the request in writing by voting members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting.

Section 4 - Notice of Meetings of Voting Members

a. **Notices of annual and special meetings.** Written notice of each annual or special meeting of voting members shall be given, in person or by first class mail or electronic transmission, to all voting members, not less than ten days nor more than fifty days before the date set for such meeting.

b. **Notices of special meetings.** In addition to the above requirements, a notice of a special meeting shall state the purpose for which the special meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting.

Section 5 - Record Date for Eligibility to Vote

For the purpose of determining the members entitled to vote at any meeting of voting members or any adjournment thereof, or for the purpose of any other action by the voting members, the Board of Directors shall fix, in advance, a date as the Record Date for any such determination of voting members. Such Record Date shall not be more than fifty nor less than ten days before the date of such meeting.

Section 6 - Inspectors of Election

The Board of Directors may appoint one or more inspectors to act at the meeting or any adjournment thereof. The inspectors shall determine the members eligible to vote, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, and determine the result.

Section 7 - Quorum

At any meeting of the voting members, the members entitled to cast either ten percent of the total number of votes entitled to be cast at the meeting, or 100 votes, whichever is lesser, shall constitute a quorum for the transaction of any business. The voting members may adjourn the meeting despite the absence of a quorum.

Section 8 - Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another voting member or members to act for such member by proxy in accordance with policies and procedures adopted by proxy, in accordance with policies and procedures adopted by the Board of Directors. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 9 - Voting

Each voting member in good standing as of the Record Date of the meeting shall be entitled to one vote. Every elective office shall be filled by the candidate receiving the highest number of votes. Except as otherwise provided by these Bylaws or by law, other matters submitted to membership vote shall be decided by a simple majority of those voting at a meeting at which a quorum is present.

ARTICLE XII Chapters

Section 1 - Purposes

A Chapter of the Association serves as a forum for translators and interpreters in a specific geographic area. 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 national Association and local members, and supports and promotes the policies and objectives of the Association.

Section 2 – Establishment

a. A petition for the establishment of a Chapter must be signed by twenty or more voting members of the

Association who reside or work in the geographic area defined in the petition. The petition shall include a copy of the bylaws of the proposed Chapter.

b. The signed petitions shall be submitted to the Board of Directors, which, at its discretion, shall determine whether the Chapter may be established.

Section 3 - Membership and Bylaws

a. Membership in the Association is not required for membership in a Chapter. The president and vice president(s) of the Chapter must be voting members of the Association.

b. Nothing shall prevent a Chapter from establishing additional objectives and requirements for membership, provided that they are not contrary to the stated policies and objectives of the Association.

c. Any changes in the bylaws of a Chapter must be submitted to the Association for approval. All Chapters must comply with the Association's Bylaws, and by the rules and policies established by the Board of Directors.

Section 4 - Reports

Every Chapter shall submit a report of its activities and a financial statement to its members and to the Association annually.

Section 5 - Operating Funds

Operating funds for the Chapter may be provided by allotment of a share of the annual Association dues paid by the Chapter's members. Eligibility to receive such an allotment shall be determined by the Board of Directors of the Association. Requests for additional funds or loans may be submitted to the Board of Directors and may be granted by the Board of Directors at its discretion. All funds received by a Chapter from the Association shall be used exclusively for purposes fulfilling the Association's policies and objectives.

Section 6 - Termination of Agreement

When the activities of a Chapter are deemed to run counter to the established policies and objectives of the Association, the Board of Directors, by a two-thirds vote, may terminate the agreement between the Chapter and the Association.

ARTICLE XIII Divisions

Section 1 - Purposes

A Division of the Association consists of 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.

Section 2 - Establishment

a. A petition for the establishment of a Division must be signed by 150 or more active, corresponding, or associate members of the Association, at least 50 of whom must be active or corresponding members, who shall signify their desire to participate in the activities of the Division.

b. The signed petition shall be submitted to the Board of Directors, which, at its discretion, shall determine whether the Division may be established.

Section 3 - Membership

a. A member of the Division must be a member in good standing of the Association. The officers of the Division must be voting members of the Association.

b. A Division must abide by the Association's Bylaws, and by the rules and policies established by the Board of Directors.

Section 4 - Reports

A Division shall submit a report of its activities to its members and to the Board of Directors of the Association annually.

Section 5 - Operating Funds

The Association provides the operating funds for Divisions. All funds received by a Division shall be used exclusively for purposes fulfilling the Association's policies and objectives.

Section 6 - Dissolution and Suspension

When the activities of a Division are deemed to run counter to the established policies and objectives of the Association, the Board of Directors, by a two-thirds

vote, may dissolve that Division or declare its activities suspended.

ARTICLE XIV Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association 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 Association may adopt.

ARTICLE XV Amendment of Bylaws

a. These Bylaws may be altered, amended, or repealed only by a two-thirds vote of the voting members of the Association at any regular or special meeting called for that purpose. The complete text of the proposed change shall be submitted to each voting member in writing prior to the meeting.

b. Amendments may be proposed by the Board of Directors or by petition of fifty voting members of the Association. Proposals originating by petition shall be submitted in writing to the Board of Directors for presentation to the membership.

ARTICLE XVI Fiscal Year

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XVII Indemnification

The Association may indemnify all officers and Directors of the Association to the full extent permitted by the New York Not-For-Profit Corporation Law, as amended, and shall be entitled to purchase insurance for such indemnification of officers and Directors to the full extent as determined from time to time by the Board of Directors of the Association.

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