



**AMENDED AND RESTATED BYLAWS  
OF  
COLORADO TRANSLATORS ASSOCIATION – CTA**

A Colorado Nonprofit Corporation

**ARTICLE I: Name and General Structure**

The Colorado Translators Association – CTA (hereinafter “CTA”) is a nonprofit corporation established by and for translators and interpreters in the State of Colorado.

**ARTICLE II: Purposes**

- 1) To advocate and promote the recognition of the translating and interpreting professions.
- 2) To protect and safeguard the rights and interests of individuals actively engaged in these professions.
- 3) To maintain high standards of professional ethics, practices, and competence.
- 4) To improve the quality of translation and interpretation by organizing a professional support network.
- 5) To facilitate professional and social contacts among translators and interpreters in Colorado and to provide a forum for cooperation and mutual assistance.
- 6) To publish a directory of its members and other such publications that might advance translation and interpretation, and the interests of the translator and interpreter.

From time to time, additional objectives may be formulated and included in these Bylaws under provisions governing amendments.

**ARTICLE III: Membership**

***Section 1 – Eligibility***

Any individual or legal entity who (1) agrees to abide by these Bylaws, the published policies of the Association, and the ATA Code of Professional Conduct and Business Practices, and (2) fills out an application form that is then approved, and (3) has paid dues for the current year, is a member in good standing of CTA.

***Section 2 – Classes***

There are four classes of membership in this Association:

**a) Individual**

An individual who is engaged in translating, interpreting, or closely related work, and provides evidence thereof to fulfill requirements as established from time to time by the Board of Directors, or by any Membership Committee formed by the Board of Directors.

**b) Institutional/Corporate**

A legal entity with an interest in translation and/or interpreting.

Each Institutional/Corporate member shall designate in writing delivered to the CTA an individual who shall act as its representative for all purposes of Association membership. The Institutional/Corporate member may change such written designation at any time. Acts by such designated representative performed in the name of the Institutional/Corporate member are deemed, for purposes of CTA membership, to be acts of the institutional/Corporate member. This designation does not confer individual membership on the designated individual.

**c) Student**

Full-time college and university students. Student membership is limited to a maximum of 4 years.

**d) Family**

Two translators at one address

***Section 3 – Rights and Privileges***

a) **Individual** members have the right

- to hold any CTA office and to serve on committees;
- to vote on the election of directors and amendments to these Bylaws as specified herein;
- to attend any regular scheduled meetings of the Board of Directors;
- to receive all of its publications free or at special membership rates;
- to be listed in the Professional Services Directory

b) **Institutional/corporate** members have all the rights of Individual members except the right to serve on the Board of Directors, and such rights shall be exercised only by and through the designated individual appointed by the Institutional/Corporate member.

c) **Student** members have all the rights of Individual members except the right to serve on the Board of Directors.

d) **Family** members have all the rights of Individual members.



#### ***Section 4 – Dues***

- a) The annual dues for all classes of membership are established by the Board of Directors, as necessary to sustain the operation of the CTA.
- b) Dues are payable annually in advance. Membership is valid for one year from the day membership dues are paid. Membership is considered lapsed when dues are one (1) month in arrears, and all rights and privileges are forfeited during the period of the lapse.
- c) A lapsed membership will be reinstated with all pertinent rights and privileges upon payment of the full annual dues within the calendar year in which the membership lapsed.

#### ***Section 5 – Application for Membership***

- a) CTA membership applications, together with the current year's dues and an initiation fee, if applicable, shall be filed online on the CTA website.
- b) subsequently, the applicant shall be notified.

#### ***Section 6 – Termination of Membership***

Membership may be terminated by the Board of Directors for any of the following causes:

- 1) Conduct deemed in conflict with the stated purposes of CTA or its Bylaws;
- 2) Violation of any ATA Code of Ethics and Professional Practice;
- 3) Misrepresentation of qualifications or credentials;
- 4) Malfeasance in office as an officer of CTA.

Such action may not be taken until the member has been given 30 days' notice to present a defense to the Board of Directors. A member dismissed under these circumstances may be reinstated after three years upon approval by a two-thirds majority of the Board of Directors.

### **ARTICLE IV: Board of Directors**

#### ***Section 1 – Number of Members and Terms of Office***

The administrative body of the CTA is a Board of Directors consisting of four members, i.e., President, Vice President, Secretary and Treasurer, who are nominated by an Election Committee and elected at large by secret ballot delivered by mail or conducted online through the Internet, for a term of not less than one (1) and not more than (2) years. All members are eligible for re-election. The President and Vice President must be ATA voting members.

#### ***Section 2 – Function***

The Board of Directors shall have supervision, control, and direction of the affairs of the CTA; shall execute policies and decisions of the membership; shall actively promote the CTA's objectives; and shall have discretion in the disbursement of funds and issuance of official correspondence and letters of recommendation for members of the CTA. It may adopt such rules for the conduct of its business as are deemed advisable, and in the execution of powers granted, may appoint committees or officers to work on specific issues or reports. The Board of



Directors shall report to the membership on its activities as frequently as necessary to assure the effectiveness of the CTA.

The Board of Directors shall either directly or through its appointed committees or officers plan and implement all activities of the CTA, such as elections, meetings, speakers, workshops, training programs, referral services, publications, etc. The Board of Directors shall make all necessary arrangements for any regular and special meetings and other activities of the CTA, advising the Secretary of the time and place of said meetings sufficiently in advance so that all members may be duly informed.

### ***Section 3 – Duties of the Officers***

a) President: The President shall exercise general supervision over all the affairs of the CTA; preside over all meetings of the Board of Directors and the CTA's regular and special business meetings; perform other duties incidental to the office, or designated to the President by Board of Directors in accordance with his or her own discretion or the specific instructions of the Board of Directors; share with the Treasurer of the CTA the authority to disburse any CTA funds.

b) Vice President: The Vice President shall assist the President in fulfilling the duties of that office; and call and preside meetings in the President's absence.

c) Secretary: The Secretary shall record and report the minutes of all meetings; conduct correspondence and mail out notices of meetings for CTA, except as delegated to a committee or other individual; report to the Board of Directors on correspondence received and hold the CTA documents.

d) Treasurer: The Treasurer shall receive and disburse all monies for CTA; maintain financial records; maintain accounts for CTA as directed or approved by the Board of Directors; present an annual financial report to the membership and interim reports at Board of Directors meetings; distribute assets in accordance with the Articles of Incorporation in the event that CTA is dissolved; and share with the President of the CTA the authority to disburse any CTA funds.

The books and records maintained by the Treasurer shall remain the property of the CTA, and upon the request of the Board of Directors, shall be delivered to said Committee or an accountant designated by it. The Treasurer shall file with the appropriate authorities all statements and reports required by Colorado and Federal law.

### ***Section 4 – Removal or Resignation***

Any member of the Board of Directors may be removed from office by a two-thirds majority vote by secret ballot of the members of the CTA, voting in a referendum, or by unanimous decision of the Board of Directors, other than the member to be removed. Vacancies occurring in the Board of Directors for any reason are filled by a simple majority vote of the remaining members of the Board of Directors until the next election.

### ***Section 5 – Meetings***

The Board of Directors shall meet at least once every quarter for the transaction of business. It also meets on call of the President, or at the request of three (3) of its members. Resolutions may be adopted between meetings by mail, email, or telephone, as permitted by Colorado law, provided no member of the Board opposes to this procedure.



### ***Section 6 – Quorum & Voting***

At all meetings of the Board of Directors where business of the CTA is conducted, a simple majority of the Board of Directors shall constitute a quorum. A simple majority of directors voting is required for adoption of any matter or action subject to a vote of the Board of Directors, except as otherwise stated in these Bylaws.

## **ARTICLE V: Meetings**

### ***Section 1 – Regular meetings***

Regular meetings of the members are held at such time and place as are determined by the Board of Directors, or if requested by no less than one-third of the members of the CTA.

## **ARTICLE VI: Elections and Voting Procedures**

### ***Section 1 – Election Committee***

An Election Committee, appointed by the Board of Directors, shall propose a slate of candidates, from which the members shall elect four (4) to serve on the Board of Directors.

Members currently on the Election Committee may not be candidates for office.

### ***Section 2 – Voting***

Each CTA member in good standing and each designated individual representing Institution/Corporate members shall be entitled to one vote. Voting for members of the Board of Directors is by individual, secret ballot. The individual receiving the largest number of votes for each office is elected. In the event of a tie, the tie will be resolved by secret ballot, with the individual(s) receiving the most votes being elected.

### ***Section 3 – Elections***

The election shall be held to all voting CTA members in good standing by online voting conducted through the Internet in the members--only area of the CTA website, with the voting plugin configured to ensure secret ballots. Voting online is not prohibited by Colorado nonprofit law and is therefore permitted. Notice of nominees and ballots shall be delivered to the membership at least ten (10) days and no more than thirty (30) days prior to the deadline for voting. The results of the election are communicated to the entire membership by the Election Committee. The successful candidates shall take office no later than fifteen (15) days after results of the election become known. Elections are held in the spring of even-numbered years.



## **ARTICLE VII: Amendment of Bylaws**

These Bylaws may be amended by a simple majority of all votes received from CTA members, provided that the complete text of the proposed change is uploaded in the members-only area of the CTA website with the voting plugin fully configured. The time period for notice required for the amendment by ballot is ten (10) days. (Colorado Revised Statutes section (C.R.S.) 7-127-104).

Amendments may be proposed by the Board of Directors, or by one-third of the CTA's members. Proposals originating by referendum are submitted by e-mail, to the Board of Directors and presented to the membership with the recommendations of the Board of Directors.

## **ARTICLE VIII: Parliamentary Authority**

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

## **ARTICLE XIX: Compensation and Dissolution**

### ***Section 1 – Compensation***

No part of the net earnings of the Association shall inure to the benefit of its members, directors, officers, or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its nonprofit purposes.

### ***Section 2 – Outsourcing professionals***

There will be, from time to time, the need to hire lawyers, accountants, web developers and qualified professionals to provide services to CTA. It shall be done according to Article IV, Section 2 hereof. Commitments over \$2,000.00 will require bidding from three different vendors and approval of the Board. The President may decide solely upon urgent justified actions.

Board officers and their relatives, friends or affiliated are not allowed to professional compensation in any shape or form.

### ***Section 3 – Dissolution***

A two-thirds (2/3) majority vote by active members is required to dissolve the Association. The membership shall be notified in writing of the outcome of such a vote. If the vote is in favor of dissolving the entity, the proper documentation shall be signed by two members of the Board of Directors and filed by the Secretary within five (5) business days of the date the membership is notified of the results of the vote. All assets of the entity shall be disposed of as set forth in the Articles of Incorporation.

Amended and restated on July 18, 2013 by online ballot with 100% YES votes of the 53 casted votes, which were on this date over 25% of CTA's voting members.