

# **BY LAWS**

## **Access Language Solutions**

### **Article I. Name, Office**

The name of this organization shall be Access Language Solutions. Hereinafter in these by-laws it shall also be referred to as “ALS” or the “Corporation.”

ALS is organized as a not-for-profit corporation under the law of the Commonwealth of Kentucky.

ALS absorbed fellow non-profit the Kentucky Interpreter and Translator Association in September of 2022.

The mailing address of the Corporation shall be 1555 E New Circle Rd, Suite 142-110, Lexington, KY 40509. The Corporation may have such other offices within the Commonwealth of Kentucky, as the Board of Directors may determine or as the affairs of the Corporation may require.

The registered office for the Corporation shall be 299 Owsley Ave, Lexington, KY 40502. The registered agent for the Corporation is Lynn A. Fors.

### **Article II. Purposes and Objectives**

As a 501c3, ALS has been organized for charitable and educational purposes:

- 1) To provide professional language services to non-profit and other organizations/entities on a sliding scale basis.
- 2) To provide professional interpreters/translators with opportunities for contract work.
- 3) To enhance the professional image and increase the public awareness of translators and interpreters of sign and spoken languages in all domains and specializations.
- 4) To contribute to improving the standards and professional ethics, practices and competency of interpreters and translators in all domains and specializations.
- 5) To strive to protect the rights and interests of all professional interpreters and translators.
- 6) To provide an open forum for all interpreters and translators for the regular exchange of ideas and experience.

## Article III. Membership

Membership of Access Language Solutions shall consist of the Board of Directors.

The Kentucky Interpreter and Translator Association shall have five (5) classes of membership: Student, Newcomer, Individual, Organizational, and Corporate to be defined as follows:

- a) Student: An individual enrolled in higher education. With proof of enrollment, an individual can qualify for the KITA student membership for up to four consecutive years.
- b) Newcomer: An individual who has earned an interpreter or translator certificate or degree in the past two years is eligible for one free year of membership.
- c) Individual: An individual linguist (interpreter and/or translator).
- d) Organizational: A non-profit or governmental entity
- e) Corporate: For language service providers or companies that support the provision of professional language services.

## Article IV. Board of Directors

- 1) The Access Language Solutions Board shall be formed of a minimum of three (3) but no more than eight (8) Directors elected by the current Board of Directors. A KITA Advisory Board member shall serve on the ALS Board.
- 2) The board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to Executive Director Lynn A Fors. Major responsibilities of the Board of Directors are to:
  - a) Determine the Corporation's mission and purpose.

- b) Support the Executive Committee and review its performance.
  - c) Ensure effective organizational planning.
  - d) Ensure adequate resources.
  - e) Manage resources effectively.
  - f) Determine and monitor the Corporation's programs and services.
  - g) Enhance the Corporation's public image.
  - h) Assess its own performance.
- 3) The Kentucky Interpreter & Translator Association shall form an Advisory Board to inform the direction, strategy and activity of the Association. The KITA Advisory Board reports to the Access Language Solutions Board at the ALS quarterly meetings.

## Article V. Executive Officers, Executive Committee, and Other Committees

- 1) The Executive Officers of the Corporation shall be a Chair and a Secretary. The term of office of all Officers shall be for two years. The number of successive terms shall be limited to five (5). There shall be no salary or other remuneration paid to any Officer of the Corporation other than reasonable expenses. The duties of these Officers are as follows:
- Chair:** The Chair shall preside at meetings of the Corporation, assist in coordinating the activities of the Corporation and, under counsel with the Executive Committee and Board of Directors, make appointments as needed to conduct the business of the Corporation. The Chair shall make an annual written report that shall be presented to the Corporation at the Annual Meeting. The Chair is the official representative of the Corporation.
- Secretary:** The Secretary shall be the chief record-keeping officer of the Corporation. The Secretary prepares and distributes agendas, meeting notices, and records meeting minutes and resolutions. The Secretary shall take the minutes of all meetings of the Executive committee and the Annual Meeting of the Corporation. The register of interests must be maintained by **the Secretary** and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it). Additionally, the Secretary shall monitor the actions agreed upon at the last meeting to ensure that progress is being made.
- 2) The Executive Committee shall conduct the meetings of the Corporation and, in tandem with the Board of Directors, shall transact the business of the Corporation. The Executive Committee shall consist of the Chair and the Secretary.
- 3) Committee chairs shall be appointed by the Chair of the Corporation as needed, and in consultation with the Executive Committee and Board of Directors. Committee chairs shall appoint committee members and make regular reports to the Executive Committee.
- 4) Administrative support for day-to-day operations:
- a. Accounting: In order to promote transparency and avoid conflicts of interest, a non-Board member or independent contractor shall be responsible for the collection, disbursement and accounting of funds of the Corporation. This person shall provide a monthly written report of the Corporation's financial activities. A summary report shall be presented at quarterly Board Meetings and at the Annual Meeting.
  - b. Upon approval by the Board, additional administrative support may be obtained from independent contractors to support mission-critical functions such as program

development, event planning, and marketing.

## Article VI. Meetings

- 1) There shall be three types of meetings: General Meetings (quarterly), one Annual Meeting, and Special Meetings as warranted.

- 2) Special Meetings can be called by the Executive Committee or Board of Directors. Written notification must occur with a minimum of 10 days before the date of the proposed meeting, unless circumstances require a shorter period and a majority of the Board so agree.
- 3) Meetings shall be conducted according to parliamentary procedure as described in Robert's Rules of Order, Newly Revised.
- 4) KITA Advisory Board meetings shall be conducted as needed.

## Article VII. Quorum and Voting Powers

- 1) Quorum: Majority of the Board of Directors present.
- 2) In all matters, including but not limited to the amendment of the By-laws and conducting the business of the Corporation, the Executive Officers and Board of Directors shall have full and equal voting power in the Corporation.
- 3) In the event that a Quorum is not met during a meeting, voting may take place electronically with the same rules applying.

## Article VIII. Fiscal Year

1. The fiscal year of the Corporation shall be the calendar year starting January 1 and ending December 31.

## Article IX. Nominations and Elections

- 1) Board elections: During the last quarter of each fiscal year of the Corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.
- 2) Election procedures: New directors shall be elected by a majority of current directors present at such a meeting. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

## Article X. Attendance

- 1) A call or electronic message as soon as possible to the chair or main office prior to the meeting indicating the ALS board member's reason for being unable to attend a meeting constitutes an **excused** absence.
- 2) Members unable to attend a special meeting that has been called with less than two **(2)** weeks' notice will not be considered as having an unexcused absence in relation to such special meeting.
- 3) In the event that a member has three **(3)** unexcused absences, his or her membership from the board may be terminated.

- 4) The board will ask for the resignation of such member after consulting the facts, exploring the reasons and arriving at a decision with a majority of votes.
- 5) The member will be contacted by the Secretary and a thank you letter from the Board will follow.

- 6) Said member will have the right to defend himself/herself, explain or allege his/her rights in front of the board.

## Article XII. Resignation or Removal of Board Members and Executive Committee

- 1) Any ALS board member may resign at any time by giving written notice, in timely manner to the chair. Such resignation will take effect on the date of receipt of such notice or at any later date specified.
- 2) A board member may be removed for excessive absence, conflict of interest, or other good cause by the vote of the majority of the entire board.
- 3) In the event that a member of the Executive Committee does not perform duties of the position to the standard requires of that position, the Executive Board, by unanimous vote, may have a frank discussion with the individual to decide whether to request resignation or terminate.

## Article XIII. Vacancies

1. When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

## Article XIV. Miscellaneous

- 1) No member of the Corporation shall use the Corporation's name, logo, membership lists, elective status, nor any other resource of the Corporation for his/her personal gain or benefit.

## Article XV. By-laws

- 1) By-laws may be amended at any General Meeting by a quorum of the Executive Committee and the Board of Directors. Proposed amendments must be presented in writing to all members of the Corporation at least 45 days in advance. Any comments or questions regarding proposed amendments should be addressed in writing to the Executive Officers and Board of Directors at least ten (10) days prior to the upcoming General Meeting in which the proposed amendments are to be voted on.

Amended by the board on 9/30/2024



