

**THE AMERICAN ASSOCIATION OF LANGUAGE SPECIALISTS
(TAALS)
WASHINGTON, DC**

BYLAWS

I. NAME AND PURPOSE

Article 1

The American Association of Language Specialists (TAALS, hereinafter referred to as "the Association") is a nonprofit professional association, duly organized and legally established under the laws of the District of Columbia of the United States of America. Its purpose is to define and represent the profession of language specialists (interpreters, translators, reviewers/revisers, terminologists and editors), to safeguard the legitimate interests of its members and to improve communication by maintaining a high standard of professional service.

II. HEADQUARTERS

Article 2

The Association is headquartered in Washington, D.C.

III. MEMBERSHIP

Article 3

Classes of Members

The Association consists of active, associate and honorary members, and members emeritus. Any person who exercises or has exercised the profession of language specialist is eligible for active or associate membership.

Article 4

Active Members

(a) Any member other than an associate or honorary member or member emeritus is an active member.

(b) An active member has the right to participate in discussions of the Assembly and to vote, and is eligible for the positions of officer and Council member. The position of Executive Secretary is open to both active and associate members.

Article 5

Associate Members

(a) Any applicant who does not yet fulfill the requirements for active membership in the Association but subscribes to its principles and mission may apply for associate membership.

(b) An associate member has the right to participate in discussions of the Assembly but not to vote, and is not eligible for the positions of officer or Council member.

Article 6

Honorary Member and Member Emeritus

(a) Upon Council's recommendation to the Assembly, any person deserving the gratitude of the Association may become an Honorary Member.

(b) Upon Council's recommendation to the Assembly, any member in good standing no longer active in the profession may become a Member Emeritus.

(c) An Honorary Member or Member Emeritus has the right to participate in discussions of the Assembly but not to vote. S/he is not eligible for the positions of officer, Council Member or Executive Secretary of the Association. S/he shall not be required to pay dues to the Association.

Article 7

Admission to Active Membership

For the purpose of this article, "Applicant" means a person applying to TAALS for admission, readmission, or language reclassification.

I. Substantive Requirements

Applicants for active membership must fulfill the following requirements:

A. Interpreters

- An Applicant Interpreter must have at least one hundred (100) days of conference experience in simultaneous and/or consecutive interpretation
- Sponsorship Requirements: Interpreters must be sponsored by at least three (3) active members in good standing who have been active members of the Association in the Interpreter category for at least two years and who confirm that they have worked with and have listened to the Applicant.

B. Translators, Reviewers/Revisers

- An Applicant Translator shall be sponsored by at least two (2) active members in good standing who have been active members of the Association in the Translator category for at least two years.
- An Applicant must also satisfy at least one of the following requirements:
 - (a) Service in a recognized organization for at least one (1) year in a full-time post as translator or reviewer/reviser, or three (3) years in a closely related position in which a substantial portion of the time is spent translating.
 - (b) Freelance translation under contract in a recognized organization for one year during which time remuneration for

this work represents a substantial portion of the Applicant's earnings.

(c) Published and credited translations.

(d) Freelance translators working mainly on the private market must submit three (3) references from public or private entities per target language. Such references shall be provided by clients for whom the Applicant has worked during the past three (3) years, specifying the relevant dates and working languages. The Applicant shall also submit a list of other translations, if any, indicating relevant dates and working languages.

C. Readmission

An Applicant for readmission shall be presumed to have satisfied the substantive requirements when first admitted.

D. Waivers/Special Circumstances

When an Applicant cannot comply with the above requirements, special consideration may be requested. A full explanation of the circumstances shall accompany the application.

II. Formal Requirements

Applications must set forth sponsorship, experience, a professional domicile, and requested language classification. The following sponsorships apply:

A. Interpreters

For an A: three (3) sponsorships with that A

For a B: two (2) sponsorships with that B or better

For a C: two (2) sponsorships with a B or better in that language

B. Translators, Reviewers/Revisers

For an A: (2) sponsorships with that A

For a B: two (2) sponsorships with that B or better

For a C: two (2) sponsorships with a B or better in that language

III. Procedure

(1) Applications shall be submitted to the Admissions Secretary. Applications for membership shall be reviewed twice yearly. The first review cycle shall consider applications submitted to the Admissions Secretary no later than February 15. The second review cycle shall consider applications submitted to the Admissions Secretary no later than September 15. The Admissions Secretary shall check the validity of applications and report to Council.

(2) Council shall review all applications and make recommendations to the membership. Council may appoint an Admissions Committee to assist in this task. Council shall circulate the list of recommended Applicants to the membership:

(i) For the first applications cycle, Council shall circulate the list of recommended Applicants to the membership by March 15. Challenges to Applicants shall be submitted to Council in writing by March 31. Council in turn shall advise the sponsors concerned. Review of challenges shall be deferred to the yearly meeting of the General Assembly.

(ii) For the second applications cycle, Council shall circulate the list of recommended Applicants to the membership by October 15. Challenges to Applicants shall be submitted to Council in writing by October 31. Council in turn shall advise the sponsors concerned. Challenges from the floor of the Assembly without prior notification shall not be permitted.

In either cycle unchallenged applicants shall be considered admitted on a non-objection basis, and shall become members once the review period is closed and the notification of acceptance is issued by the Admissions Secretary. Any special consideration Council may wish to recommend to the membership shall be duly justified.

(3) The final decision on all applications rests with the General Assembly. Decisions are made by a two-thirds majority of those present and voting. The Admissions Secretary shall advise the Applicant of the General Assembly's decision.

Article 8

Admission to Associate Membership

Translators and Interpreters who lack the requisite experience set forth in Article 7 above but aspire to qualify for active membership shall submit an application for associate membership to the Admissions Secretary. Such a request must be signed by at least two (2) active members in good standing who have been members of the Association for at least two (2) years and who can attest that the candidate works as a conference interpreter or a translator/reviewer and supports the mission of TAALS. Such attestations are not an endorsement of language combinations nor of quality of work.

Associate members are listed separately from active members in the TAALS Yearbook. They may apply for active membership as soon as membership requirements are met (see Article 7). TAALS has an expectation that associate members will become active members. Associate members who do not apply for active membership within three years of admission as associate members shall automatically lose membership in the Association.

Article 9

Language Reclassification

Any request for language reclassification shall meet the requirements set forth under Article 7. Council shall rule on all such applications. Members may appeal Council's ruling to the Assembly.

Article 10

Membership Dues and Fees

(a) Annual membership dues are set by a two-thirds majority of the Assembly at each regular session upon recommendation of the Treasurer. Annual dues are payable at the start of each financial year.

(b) Annual dues for associate members are one-half the amount paid by active members.

(c) Application and readmission fees are set by a two-thirds majority of the Assembly upon recommendation of the Treasurer.

(d) The Treasurer shall notify members in arrears. Nonpayment of dues by November 15 of the year in which they are due results automatically in cessation of membership.

(e) The financial year of the Association coincides with the calendar year.

Article 11

Resignation

Members who wish to resign shall advise the Executive Secretary (or person acting as such) in writing. Every resigning member is liable for dues for the entire financial year.

IV. ORGANS

Article 12

The organs of the Association are the Assembly and the Council. They share the same officers: President, Regional Vice-Presidents and Treasurer of the Association.

A. ASSEMBLY

Article 13

Composition

(a) The Assembly is the supreme organ of the Association and comprises all its members.

(b) Only active members who have paid their dues for the current financial year may vote. Newly admitted members have the right to

speak but not to vote during the Assembly at which they are admitted.

Article 14

Sessions

(a) The Assembly meets every year in regular session when convened by Council.

(b) The Assembly may meet any time in special session, either pursuant to a decision adopted by a regular session or when convened by Council, or in response to a petition signed by one-third of the members and addressed to the Executive Secretary (or person acting as such). An agenda must be specified. At any special session, only agenda items accompanying the notice of the meeting shall be considered.

Article 15

Terms of Reference

(a) The Assembly formulates the policy of the Association. It drafts and adopts Standards of Professional Practice, Special Rules of Procedure and any regulations deemed advisable.

(b) The Assembly adopts an agenda; approves minutes of the previous regular session and minutes of special sessions held since then; hears reports of officers, Council and Committees; and takes such decisions as deemed advisable for the effective operation of the Association.

(c) The Assembly elects or removes the President, Regional Vice-Presidents, the Treasurer and the other members of Council. It endorses the Executive Secretary chosen by Council and on the admission of new members.

(d) It rules on amendments to the Bylaws and Standards of Professional Practice, it adopts the budget and accounts, and may dissolve the Association.

(e) It may appoint ad hoc committees for the duration of its sessions and establish study groups to consider special matters over the longer term.

Article 16

Voting

(a) Except when specified otherwise, the Assembly shall make decisions by a simple majority of the ballots cast, excluding abstentions and invalid ballots.

(b) It shall decide by secret ballot and by a two-thirds majority the matters contained in Article 15(c).

(c) In addition, it shall decide by a two-thirds majority the matters contained in Article 15(d). It shall decide by a simple majority any other matters which it may deem pertinent to submit to this qualified majority.

Article 17

Quorum

(a) Fifty-one (51) per cent of all active members in good standing, either present or represented by proxy, and at least fifteen (15) members present, constitute a quorum at any regular or special session of the Assembly.

(b) If the quorum specified in (a) above is not present for a duly convened regular session, the session is deferred until five (5) weeks hence to the day, at which time the Assembly shall meet without a new convocation and regardless of the number of members present and represented.

(c) If the quorum specified in (a) above is not present for a duly convened special session, Council, under its own responsibility, may take interim steps as necessary on any matter except the subject covered in Article 42 below, and it shall report on whatever action it takes at the next session of the Assembly.

Article 18

Representation

(a) An active member may delegate his/her vote to another active member.

(b) Proxies must be submitted in writing. They must specify the name of the proxy holder and be signed and dated by the member and submitted to the Executive Secretary (or person acting as such).

(c) Initially, no member may hold more than five (5) proxies. Any proxies left over shall be distributed pro rata among those members initially present.

(d) The President shall appoint an ad hoc Credentials Committee (made up of three (3) active members) who shall check the credentials of members present and represented by proxy, prepare the list of proxies and report to the Assembly.

Article 19

Notice

(a) Notice of the regular session of the Assembly shall be sent to all members at least thirty (30) days in advance. The date and place shall be set by Council to ensure the largest possible participation.

(b) The following documents shall accompany the notice: a preliminary draft agenda; a proxy form; if applicable, a list of applicants for membership stating their qualifications and sponsors, and Council's recommendation; and the list of nominees submitted by the Nominating Committee.

(c) Comments concerning the preliminary draft agenda and proposed additional items must reach the Executive Secretary (or person acting as such) by e-mail no later than fifteen (15) days prior to the General Assembly.

(d) Seven days prior to the General Assembly, the Executive Secretary (or person acting as such) shall transmit to all members the draft agenda incorporating any revisions pursuant to comments received from the membership, as well as any additional documentation required.

(e) The Executive Secretary (or person acting as such) shall inform applicants for membership of the date and place of the regular session.

(f) Except when the Assembly is in session, notice of special sessions of the Assembly shall be issued not less than fifteen (15) days in advance.

(g) Within sixty (60) days following the General Assembly, the Executive Secretary (or person acting as such) shall send a draft of the minutes of the Assembly to all members. Draft amendments must reach the Executive Secretary (or person acting as such) within thirty (30) days following transmittal of the draft minutes.

Article 20

Records

The draft minutes of the previous year's General Assembly, incorporating possible amendments from the membership, shall be sent to all members together with the convocation for the following General Assembly. They shall be placed on the agenda of the following regular session of the Assembly, and shall put them to a vote without discussion.

B. COUNCIL

Article 21

Composition

The Council consists of ten (10) active members, including the President, four Regional Vice-Presidents, four Council Members-at-large, and the Treasurer of the Association. Its composition shall seek to reflect the overall composition of the membership (interpreter, translator) and employment status (freelance or permanent) as well as the major geographic areas in the Americas.

Article 22

Terms of Reference

(a) Council represents the Association between sessions of the Assembly.

(b) It ensures observance of the Bylaws and the Standards of Professional Practice, and adopts whatever measures are deemed necessary to implement the decisions of the Assembly.

(c) It convenes the Assembly subject to the relevant provisions of Article 14, reports on its activities and may submit proposals.

(d) It may divide into working groups, co-opting additional members as needed, to consider matters of particular concern to interpreters, translators or any other interest group. The findings of such deliberations shall be communicated to the full Council at its next regular meeting.

(e) It may establish committees, which shall report to it.

(f) It decides on the readmission of former members and on penalties.

Article 23

Voting

(a) Council decides by a simple majority all questions not covered in (b) below.

(b) It decides by a two-thirds majority of its members to convene special sessions of the Assembly and to make recommendations concerning admission of new members, readmission of former members, and penalties.

Article 24

Council Members must endeavor to be present at all Council meetings, whether in person or via electronic means (e.g. Skype, teleconferencing). In the event that both physical presence and electronic connection prove impossible, the absent Council Member shall secure permission from the President to be represented at the Council meeting by another Council Member who will act in an alternate capacity.

Article 25

Notice

Except for emergency meetings, Council members shall receive a notice and agenda ten (10) days in advance of a regular meeting.

Article 26

Committees of Council

(a) Committees appointed by Council shall consist of not more than nine (9) members and shall always include one (1) Council member.

(b) The duration of a committee may not exceed that of Council.

(c) Committees shall study matters referred to them by Council and report accordingly. Council's permission must be obtained to address any other matters considered relevant.

Article 27

Emergencies

In an emergency, the President or, in his/her absence, one of the Regional Vice-Presidents, or in the absence of both the President and the Regional Vice-Presidents, the Treasurer and two other members of Council, acting jointly, shall be empowered to take, on behalf of the Association, the steps required by the situation. In such a case, a meeting of Council must be called without delay to decide on the future course to be taken, including, if necessary, convening a special session of the Assembly.

V. OFFICERS AND COUNCIL MEMBERS

Article 28

Titles and Duties

(a) The officers of the Association are the President, the four Regional Vice-Presidents and the Treasurer. In addition, there shall be four (4) Council Members-at-large.

(b) The officers and Council members shall perform the duties prescribed herein and by the parliamentary authority adopted by the Association.

Article 29

Nominations

(a) Names of candidates for officer and Council member posts shall be submitted to the Assembly by a Nominating Committee made up of no fewer than three (3) active members appointed by the President. Nominations are valid only if accepted by the nominees.

(b) Nominations may also be made by active members from the floor for each post to be filled. These are valid only if accepted by the nominees and supported by five (5) active members.

Article 30

Election

(a) Officers and Council members shall be elected on one or several secret ballots by a two-thirds majority of the Assembly at its regular sessions. Each candidate is entitled to no more than one vote from each member.

(b) The election of the President, Regional Vice-Presidents and Treasurer shall be staggered over a three-year period, one of the officer posts being open for election each year. Ballots which specify more than one candidate for such officer post shall be null and void.

(c) Council members shall be elected each year. Ballots may bear fewer names than there are posts to be filled and shall be null and void if they bear more.

(d) Additional rounds of balloting may be necessary if the candidates do not receive the votes of a two-thirds majority of the Assembly. If three successive rounds of balloting fail to provide a clear winner for an officer's position, or enough winners to fill all of the openings on Council, the outgoing Council and officers will decide on an alternative balloting procedure to fill the remaining posts. This procedure shall take into account the wishes of the Assembly as shown by the balloting thus far, and shall be implemented during the Assembly.

Article 31

Term of Office

(a) Officers are elected for a term of three (3) years or until their successor is elected. Council members are elected for a term of one (1) year or until their successors are elected.

(b) Outgoing officers and Council members are eligible for reelection.

Article 32

Vacancies

(a) Whenever a vacancy occurs in the office of Vice-President or Treasurer, whether caused by resignation or otherwise, Council shall designate one of its members to act in such a capacity until the following regular session of the Assembly.

(b) In the event of a vacancy on Council except as provided under (a) above, Council may designate any member of the Association to act in such capacity until the following regular session of the Assembly.

Article 33

Honorary Presidents

(a) Upon recommendation of the Council, the Assembly may confer the title of *Honorary President* upon any past President who has rendered outstanding services to the Association.

(b) Honorary Presidents may attend the meetings of the Council ex officio, without the right to vote. They may be elected as officers or Council members, in which case they shall have the right to vote on the Council. They may also be appointed as Executive Secretary.

VI. EXECUTIVE SECRETARY

Article 34

Duties

(a) The Executive Secretary shall be responsible for keeping records of the decisions of the Assembly and of the Council, and shall

distribute the minutes and convocations of meetings to Council and the members of the Association, as appropriate.

(b) The Executive Secretary may be a Council member or another member of the Association appointed by Council to serve in that function. If the Executive Secretary is a Council member, s/he shall perform his/her duties and also participate as a full voting member during Council meetings. If s/he is not a member of Council, s/he shall participate ex officio, without the right to vote, in meetings of Council and all other meetings.

(c) S/he shall perform other duties prescribed herein and by the parliamentary authority adopted by the Association.

Article 35

Election and Term of Office

The Executive Secretary shall be appointed by Council and serve for a three-year term as provided for officers in Article 31.

Article 36

Vacancies

Vacancies in the post of Executive Secretary are filled in the same manner as provided for Council members under Article 33(b).

Article 37

Assistant Executive Secretaries and Admissions Secretary

(a) The Council may appoint Assistant Executive Secretaries upon the recommendation of the Executive Secretary for the duration of his/her term of office.

(b) The Council may appoint an Admissions Secretary to serve for one year or more.

VII. COMMITTEES

Article 38

(a) The Assembly, the Council and the President may appoint committees as prescribed under Articles 15(e), 18(d), 22(e), 27, 39(a) and 41(c).

(b) The President and the Executive Secretary shall be ex officio members of all committees except the Nominating Committee.

VIII. PENALTIES

Article 39

(a) Penalties against a member shall consist of reprimand, suspension or expulsion and shall be recommended to the Assembly by Council after the truth of the facts imputed is determined.

(b) Any member who is reprimanded, suspended or expelled by a decision of the Assembly may apply for a review of his/her case by the Assembly at its following regular session.

IX. FINANCE

Article 40

(a) The financial year of the Association follows the calendar year.

(b) All disbursements on behalf of the Association shall be made by check bearing the signatures of the Treasurer or another officer, or of the Treasurer and the Executive Secretary.

(c) The President may appoint an ad hoc Audit Committee (made up of three (3) active members) to review the accounts of the expired financial year submitted to it by the Treasurer, and to report thereon to the Assembly.

X. PARLIAMENTARY AUTHORITY

Article 41

The rules contained in Robert's Rules of Order shall govern the Association in all applicable cases and where not covered by these Bylaws or any Special Rules of Procedure adopted by the Association.

XI. AMENDMENTS TO THE BYLAWS AND THE PROFESSIONAL CODE

Article 42

(a) Amendments to these Bylaws and to the Standards of Professional Practice shall be proposed in writing by at least five (5) members. They must reach the Executive Secretary (or person acting as such) not later than thirty (30) days before the following regular session of the Assembly.

(b) The Executive Secretary (or person acting as such) shall submit proposed amendments to Council for its recommendation to the Assembly.

XII. DISSOLUTION

Article 43

The dissolution of the Association may be decided by the Assembly by a two-thirds majority of members present and represented at a special session convened for this purpose at which requisite legal action is taken under the laws of the District of Columbia.

Washington, D.C., June 16, 1958

Amended: Dec. 14, 1962 Dec. 14, 1963, Sept. 18, 1965; Dec. 13, 1969

Revised: Dec. 14, 1970

Amended: Dec. 8, 1973, Dec. 13, 1975, Dec. 11, 1976; Dec. 9, 1978; Dec. 8, 1979; Dec. 4, 1982; Dec. 10, 1983; Dec. 14, 1985; Dec. 12, 1987; Dec. 10, 1988, Dec. 5, 1992.

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Amended: Dec. 2007

Amended: Nov. 20, 2010

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