WA INTERPRETERS
Constitution and Bylaws

Article I - Name

The name of this organization shall be "WA INTERPRETERS." 

Article II - Purpose

WA INTERPRETERS is a nonprofit labor union which exists to promote and protect the interests of language access providers, interpreters and/or translators in the State of Washington by:

- Representing them in collective bargaining with their employers;
- Otherwise advocating for improved wages, benefits, working conditions, and fair job distribution.
- Promoting professional development;
- Advocating, sponsoring, initiating, promoting and executing activities and policies that will further and enhance the profession while promoting cultural awareness.

Article III – Incorporation

WA INTERPRETERS accepts the benefits of and will be bound by the requirements of Chapter 23.04A RCW.

Article IV - Affiliations

WA INTERPRETERS shall not affiliate with, nor pay any dues, fees, or per capita taxes to, any other labor union, collective bargaining representative, or other organization.

Article V - Membership and Dues

Section 1. Full membership

A. Full membership in WA INTERPRETERS shall be open to any interpreter who works within a bargaining unit for which WA INTERPRETERS is the exclusive bargaining representative.
B. Any interpreter who completes, signs and submits a WA INTERPRETERS standard membership form shall be considered a member. Such interpreters shall retain their membership for as long as they remit to WA INTERPRETERS the monthly dues required for membership, unless the Board of Directors revokes their membership in accordance with Section 4 of this Article.

Section 2. Associate membership

Associate membership in WA INTERPRETERS shall be open to any interpreter who works within a bargaining unit for which WA INTERPRETERS is seeking to become the exclusive bargaining representative.

Section 3. Dues

A. The initial rate of dues for full membership shall be one percent of gross monthly wages, not to exceed $75 per month.

B. The initial rate of dues for associate membership shall be $15 per month.

C. Thereafter, the rate and amount of dues may be adjusted by two-thirds majority vote of the Board of Directors.

Section 4. Membership exclusions

The Board of Directors may deny or revoke the membership of any person who has worked to oppose the certification of WA INTERPRETERS as the exclusive bargaining representative of any worker, who has assisted a competing organization, or who has otherwise acted to undermine the union.

Section 5. Non-discrimination

No person shall be denied services or excluded from membership and participation in WA INTERPRETERS on the basis of race, color, creed, age, gender, orientation, national origin, political affiliation, ancestry, or marital status.
Article VI - Board of Directors

Section 1. Duties

A. WA INTERPRETERS shall be governed by a Board of Directors, the duties of which shall include:

- Reviewing and amending as necessary the constitution and bylaws;
- Selecting, overseeing, terminating, and determining the compensation, if any, of the Executive Director;
- Authorizing the disbursement of funds from any political committee operated by WA INTERPRETERS;
- Developing and adopting a conflict of interest and ethics policy for the Board of Directors and WA INTERPRETERS staff that requires such persons to place the interests of WA INTERPRETERS and its membership above any personal or familial interests they may have when conducting union business;
- Developing and adopting such other policies or procedures as are necessary to carry out the provisions of this constitution and bylaws;
- Electing and removing officers and directors; and
- Monitoring and directing the operations, budget and strategic direction of WA INTERPRETERS.

B. As required by RCW 24.03A.495, directors shall act:

- In good faith;
- With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- In a manner the director reasonably believes to be in the best interests of the nonprofit corporation.

Furthermore, directors shall disclose to the other directors information not already known by them but known by the director to be material to the discharge of their decision-making or oversight functions.

Section 2. Officers

The Board of Directors shall consist of the following positions:
A. President

The President shall also serve as the Executive Director of WA INTERPRETERS and shall be responsible for:

- Managing the daily operations of WA INTERPRETERS;
- Hiring, promoting, terminating, managing, and fixing the compensation of any staff;
- Authorizing all disbursements of funds from WA INTERPRETERS’ treasury;
- Presiding at meetings of the membership and of the Board of Directors, including preparation of meeting agendas;
- Keeping the Board of Directors and the membership of WA INTERPRETERS appropriately informed regarding the organization’s affairs; and
- Any other such duties as the Board of Directors may direct.

B. Vice President

The duties of the Vice President shall include:

- Assisting the President in carrying out the President’s duties;
- In the absence of the President or in the event of the President’s inability to serve, presiding over meetings of the membership and of the Board of Directors;
- With the approval of the Board of Directors and President, authorize disbursements of funds from WA INTERPRETERS’ treasury; and
- Any other such duties as the Board of Directors may direct.

C. Secretary

The duties of the Secretary shall include:

- Recording the proceedings of meetings of the membership and of the Board of Directors;
- Preparing and providing summaries of the Board of Directors meetings to the membership;
- Assisting the President in managing the official communications of WA INTERPRETERS;
- Overseeing the preparation and filing of any official documents or reports required by law; and
- Any other such duties as the Board of Directors may direct.
D. Treasurer

The duties of the Treasurer shall include:

- Acting as custodian of WA INTERPRETERS funds;
- Monitoring and accurately recording the disbursement of funds from WA INTERPRETERS treasury;
- Reporting the financial condition of WA INTERPRETERS to the membership and to the Board of Directors;
- Overseeing the preparation and filing of any financial reports required by law; and
- Any other such duties as the Board of Directors may direct.

E. Sergeant-at-Arms

The duties of the Sergeant-at-Arms shall include:

- Maintaining order, decorum, and safety at meetings of the membership and of the Board of Directors, including the responsibility of ensuring such meetings are attended only by appropriate persons and the authority to eject persons seeking to disrupt such meetings;
- Acting as custodian of any property of WA INTERPRETERS; and
- Any other such duties as the Board of Directors may direct.

F. Trustee

The duties of the Trustee shall include:

- Periodically auditing the finances of WA INTERPRETERS and any funds under its control and reporting audit findings to the Board of Directors.

G. Any number of additional directors not serving in one of the positions above the Board sees fit to elect pursuant to Section 5 of this Article.

Section 3. Advisory committee

A. The Board of Directors shall establish an Advisory Committee consisting of at least three WA INTERPRETERS members.
B. Members of the Advisory Committee must meet the same eligibility requirements and comply with the same standards of conduct as the Board of Directors.

C. Members of the Advisory Committee shall be able to attend all Board meetings and have access to all Board documents.

D. Members of the Advisory Committee shall be elected by the membership of WA INTERPRETERS and shall serve terms of two years.

E. One Advisory Committee member shall interpret the most prevalent language in the industry. The second Advisory Committee member shall interpret the second most prevalent language in the industry. The third Advisory Committee member may interpret any language other than the primary languages interpreted by the other two Advisory Committee members. In the event of not having interpreters in said languages to serve as advisors, any other interpreter from other languages can be candidates.

F. The voting members of the Board of Directors shall accept all Advisory Committee nominations submitted with the support of at least 10 WA INTERPRETERS members. The Board of Directors shall review each nomination for compliance with the Board’s eligibility requirements and cause all eligible nominations to be placed on the ballot.

G. The Board of Directors shall adopt sufficient procedures and policies to provide for effective administration of elections under this section.

Section 4. Eligibility

No person may be added to the Board of Directors who:

A. Has not been a member of WA INTERPRETERS for at least one year;
B. Has worked in a bargaining unit represented by WA INTERPRETERS for less than five years;
C. Has a criminal conviction; or
D. Has worked to oppose the certification of WA INTERPRETERS as the exclusive bargaining representative of any worker.

Section 5. Conducting business

A. The Board of Directors shall be elected and removed by vote of its members. The Board of Directors may elect to add positions to the Board beyond the original six and to fill
such positions with candidates of the Board’s choosing. At its discretion, the Board of Directors may elect to fill a new position on the Board by conducting an election in which the members of WA INTERPRETERS shall, by majority vote, select a candidate to fill the position.

B. Directors shall serve terms of four years.

C. Unless otherwise specified, actions of the Board of Directors may be taken upon a majority vote.

D. A majority of the Board of Directors shall constitute a quorum.

E. The Board of Directors shall meet no less than once per month at such locations and using such means as the Board may deem appropriate. Individual meetings may be added or canceled by vote of the Board of Directors. Notice of Board meetings will be provided in accordance with RCW 24.03A.555.

F. To ensure the protection of information, records and documents proprietary to WA INTERPRETERS, Board of Directors members and staff may be required to sign a confidentiality agreement.

G. Nothing shall prevent a director from being hired as an employee of WA INTERPRETERS.

H. WA INTERPRETERS shall reimburse the Board of Directors for expenses appropriately incurred to attend Board meetings, other WA INTERPRETERS events, or otherwise fulfill the responsibilities of their position. The Board of Directors may also elect to compensate its members for time spent engaged in such activities, PROVIDED: The rate of any such compensation shall not exceed the maximum hourly rate of pay earned by members of a bargaining unit represented by WA INTERPRETERS.

I. Any director or officer may be removed from the Board by two-thirds majority vote of the Board for failure to comply with the provisions of this Article, commission of a criminal act, violation of the conflict of interest and ethics policy adopted by the Board, consistent failure to perform the duties of their position, missing a total of 4 consecutive Board meetings in a year, any reason specified in RCW 24.03A.530(5) or (6), or for acting contrary to the interests or effectiveness of WA INTERPRETERS.

Article VII - Bargaining Teams and Contract Ratification
Section 1. Members

There shall be a separate bargaining team for each bargaining unit represented by WA INTERPRETERS. Each bargaining team shall consist of:

A. The President/executive director, or their designee;
B. the Vice President, or their designee;
C. five interpreters elected by WA INTERPRETERS members in the applicable bargaining unit; and
D. up to two additional persons selected by the President/executive director.

The President/executive director shall select a lead negotiator.

Section 2. Elections

A. Elected bargaining team members must meet the same eligibility requirements as the Board of Directors and officers.

B. The Board of Directors shall accept all bargaining team member nominations submitted with the support of at least 10 WA INTERPRETERS members. The Board of Directors shall review each nomination for compliance with the Board's eligibility requirements and cause all eligible nominations to be placed on the ballot.

C. The Board of Directors shall adopt sufficient procedures and policies to provide for effective administration of elections under this section.

Section 3. Contract Ratification

Collective bargaining agreements tentatively agreed to by WA INTERPRETERS bargaining teams shall be subject to ratification by those members of WA INTERPRETERS employed in the applicable bargaining unit.

Article VIII - Finances

Section 1. Revenue

The revenues of WA INTERPRETERS shall be derived from dues, fees, and other such sources as may be approved by the Board of Directors.
Section 2. Annual report

WA INTERPRETERS shall prepare financial statements at every statewide meeting, summarizing the union’s revenue and expenses in appropriate detail and shall make available said reports to the union’s members and Board of Directors.

Section 3. Political expenditures

A. No membership dues or general treasury funds may be spent in support of or opposition to any political candidate, ballot measure, or political committee.

B. The Board of Directors may elect to create a political committee in accordance with Chapter 42.17A RCW, subject to the following conditions:

- No membership dues or general treasury funds shall be contributed to the political committee;
- Funding for the political committee may only be derived from voluntary contributions by members of WA INTERPRETERS; and
- The political committee may not expend funds for the benefit of political candidates, ballot measures, or political committees outside the State of Washington;

C. Disbursements from any political committee operated by WA INTERPRETERS must be approved by the Board of Directors.

Article IX - Membership meetings

Section 1. Annual meeting

WA INTERPRETERS shall convene an annual membership meeting once every year at which to conduct the formal affairs of the union. The meeting shall take place at such times, locations and/or in such manner the Board of Directors determines.

Section 2. Regular meetings

In addition to the annual membership meeting, WA INTERPRETERS may conduct informal general membership meetings for the purpose of providing updates to and hearing from the
membership. The meetings shall take place at such times, locations and/or in such manner as the Board of Directors determine.

Section 3. Special meetings

The President and/or the Board of Directors may call additional special membership meetings as appropriate. A special meeting will also be conducted if at least 25 percent of WA INTERPRETERS members petition for such a meeting.

Section 4. Attendance

Attendance at membership meetings shall be open only to members in good standing and staff. At its discretion, the President and/or Board of Directors may permit attendance by other persons on a case-by-case basis.

Section 5. Notice

Notice of membership meetings shall be provided to members in accordance with RCW 24.03A.410.

Section 6. Conduct of meetings

Meetings of the membership and of the Board of Directors shall be conducted in a manner decided by the Board of Directors and guided by the Robert’s Rules of Order, Third Edition, In Brief.

Article X - Amendments

Section 1. Board of Directors

A. The Board of Directors may, at any time, consider and adopt amendments to the constitution and bylaws.

B. No amendment shall be made to the constitution and bylaws except by two-thirds majority vote of the Board of Directors, followed by a two-thirds majority vote of the membership.

Section 2. Membership initiated amendments
The Board of Directors must consider and vote upon any proposed amendments to the constitution and bylaws submitted to it and petitioned for by at least 30 percent of the membership.

**Article XI – Fundamental Transactions**

WA INTERPRETERS shall not merge with another organization, sell all or substantially all of its assets, or dissolve except by two-thirds majority vote of the Board of Directors, followed by a two-thirds majority vote of the membership.

**Article XII – Miscellaneous**

**Section 1. Membership lists, internal communications, and documents.**

Unless otherwise provided by Chapter 24.03A RCW, the list of WA INTERPRETERS members will not be provided to any person without approval of the Board of Directors. Unless otherwise required by Chapter 24.03A RCW, WA INTERPRETERS documents, records or communications may not be published or shared with any person who is not a director, employee or member of WA INTERPRETERS without the approval of the Board.

**Section 2. Voters’ guides**

Prior to any elections for Advisory Committee or bargaining team members, WA INTERPRETERS shall prepare and distribute to its members a voters’ guide featuring statements and other materials submitted by eligible candidates.

**Section 3. Authority to act**

No member, director, or other person may act on behalf of WA INTERPRETERS unless authorized by this constitution and bylaws (or in policies adopted pursuant thereto), the President/executive director, or the Board of Directors.

**Section 4. Indemnification**

A. No member of WA INTERPRETERS may be held personally liable for obligations of the union.

B. WA INTERPRETERS shall indemnify, defend, and hold harmless all directors against liability, damage, and expense arising from or in connection with good faith service as
and arising from defense of claims or lawsuits. This obligation shall be under the circumstances permitted by law for all acts conducted in good faith.