

# WASCLA By-laws

## Section 1. Name.

- 1.1 The name of this organization shall be Washington State Coalition for Language Access (WASCLA).

## Section 2. Purpose.

- 2.1 WASCLA is a multidisciplinary organization whose mission is to ensure the provision and delivery of effective legal, medical, educational and social services to Limited English Proficient (LEP) residents in Washington State through the collaborative efforts of interpreters, translators, service providers and representatives of immigrant and refugee communities.

## Section 3. Members.

- 3.1 Membership is open to all those who are interested in promoting the organization's goals and who pay a yearly membership fee to be established annually by the Board of Directors (referred to herein after as "the Board").
- 3.2 Members will have the right to vote in organizational elections, to serve on committees, to assume administrative roles as needed, and to participate in general membership meetings.
- 3.3 Members may also receive additional benefits as determined by the Board.
- 3.4 The Board, by 2/3 vote, may revoke the membership of any member who has failed to fulfill the requirements determined by the Board for being a member or who takes any action to undermine WASCLA or that is contradictory to WASCLA's purposes or interests.

## Section 4. Meetings.

- 4.1 WASCLA shall hold a minimum of one general membership meeting per year and other meetings as deemed necessary by the Board.
- 4.2 All general membership meetings shall be held at convenient locations and times to ensure high attendance and may be held by telephonic conference call.
- 4.3 The date, time, location, and agenda of general membership meetings shall be published on the organization's website and reminders will be sent to members by email prior to the meeting.
- 4.4 A quorum shall be necessary for any binding decision to be made at any Board and committee meeting.

- 4.4.1 At all Board and committee meetings, a quorum shall consist of 50% of the eligible participants plus one.
- 4.4.2 No binding decisions will be made at general membership meetings; instead general membership meetings are informational in nature.
- 4.5 When making decisions, a consensus shall be sought. If consensus cannot be reached, the will of the majority, determined by a vote, shall rule.
- 4.6 The following decisions will require voting by the general membership through electronic or paper ballot: election of the Board, removal of officers, amendment of the by-laws, and other decisions at the discretion of the Board.

**Section 5. Board of Directors and Officers.**

- 5.1 The Board of Directors shall consist of a minimum of seven and a maximum of thirteen people who shall be members of the organization.
  - 5.1.1 The term of the Board positions shall be for two-year terms.
  - 5.1.2 Board members may serve no more than three consecutive terms.
  - 5.1.3 The Board members shall be elected from the following groups:
    - Three working interpreters or translators
    - Two individuals who have had personal or familial experience of having limited English proficiency at the time when they sought community services in the United States.
    - One representative from the legal field.
    - One representative from the healthcare field.
    - One representative from the social services field.
    - One representative from law enforcement.
    - One representative from the education field.
    - Three members at large.
- 5.2 The organization's officers shall include the following persons, who shall be members of the organization and elected by and from the Board:
  - 5.2.1 Board Co-chairs (2)
    - Represent WASCLA at events, assuring the smooth operation of the event and preparing welcoming and promotional remarks at any public event.
    - Provide leadership for WASCLA, shaping the agenda, adhering to the mission, maintaining a coherent message for group members, keeping the membership informed of organizational activities.
    - Coordinate the work of the officers, determining when job duties need to be split or combined, encouraging and assisting officers, and preparing and leading meetings.
    - Consult with other officers on direction and activities of the organization.
    - Ensure that the organization is in compliance with the legal requirements of the State of Washington and the federal government.
    - Facilitate general meetings and meetings of the Board.
  - 5.2.2 Secretary
    - Records minutes of Board meetings and general membership meetings.
    - Produces written correspondence as requested by the officers or Board.
    - Maintains hard and electronic files of vital organization documents.
  - 5.2.3 Treasurer

- Is responsible for day-to-day financial affairs and accounting of the organization.
  - Monitors the organization's revenues and expenses, providing input to the Board on the organization's financial situation when requested.
  - Deposits checks into the bank account.
  - Write checks authorized and co-signed by one of the two Board Co-chairs.
  - Keeps full and accurate account of all organizational receipts and disbursements.
  - Submits monthly financial statement to the WASCLA Board and annual financial statements to the WASCLA membership.
  - Arranges a bi-annual external audit of the organization's finances.
  - Consults with other officers on direction and activities of the organization.
- 5.2.4 The officers will serve the length of their elected Board term.
- 5.3 The officers are able, with consent of the Board, to appoint members to serve on organized and ad hoc committees to perform certain roles within the organization.
- 5.4 The officers are able, with consent of the Board, to remove any person or persons from these aforementioned roles.
- 5.5 Board elections shall be held in the following manner:
- 5.5.1 General elections will be held every two years. A call for nominations for Board positions shall be sent to all members by email and posted on the organization's website at least two weeks before ballots are distributed and elections are opened for each election cycle.
- 5.5.2 A ballot shall be provided to each member by email, or mailed upon request to members who do not have access to email, at least two weeks before the close of balloting.
- 5.5.3 Ballots may be submitted electronically or by mail.
- 5.5.4 Board members shall begin their Board terms on the first day of the month following the close of elections.
- 5.5.5 The Board member receiving the highest number of votes will convene the Board within 14 days of the start of their term, as described above.
- 5.5.6 At the first meeting, the Board will elect officers from within those elected to the Board, who shall serve as officers for their term on the Board.
- 5.6 In the event that a Board position is left vacant, the Board of Directors may appoint an interim Board member from among the membership.
- 5.6.1 Said interim Board member will serve in this capacity until the assumed term regularly expires.
- 5.6.2 In the event that the vacant Board position is that of an officer, the Board will separately elect from among all Board members a new officer to complete the term of the vacated position.
- 5.7 A Board member may be removed from his or her position for failure to execute the duties of their position, failure to attend general meetings, or engagement in behavior that harms the goals of WASCLA,
- 5.7.1 The removal of Board members shall follow the following sequence:
- 5.7.1.1 A petition signed by at least 10% of the members must be presented to the Board. This petition must state the actions causing the call for removal and their effects on the organization.
- 5.7.1.2 The motion for removal shall be published both on the organization's website and sent to all members by email.

- 5.7.1.3 A general membership meeting must be held within at least 30 days of the Board's receiving the motion for removal.
- 5.7.1.4 The motion for removal shall be voted upon electronically and shall require a 2/3 vote of members who submit ballots to become effective. Ballots will be sent out within 7 days of the general membership meeting and voting will be completed within 14 days of the general membership meeting.
- 5.8 Board members may resign at any time for any reason by informing the Board chairs in writing of their decision to do so.

**Section 6. Committees.**

- 6.1 The officers have the authority, by a simple majority, to form and disband ad hoc committees to assist in the planning and execution of the organization's activities.

**Section 7. Amendment of Bylaws.**

- 7.1 The organization's bylaws shall be amended in the following manner:
  - 7.1.1 Any member in good standing may move to change the by-laws.
  - 7.1.2 A general membership meeting must be held within at least 30 days of the Board's receiving the motion to change the by-laws.
  - 7.1.3 Any motion to change the bylaws shall be published both on the organization's website and sent to members by email at least 14 days before the meeting.
  - 7.1.4 Ballots will be sent out within 7 days of the general membership meeting and voting on the bylaw change motion shall be voted upon electronically within 14 days of the general membership meeting, and shall require a 2/3 vote of members who submit ballots to become effective.

**Adopted February 8, 2010**

**Director**

*J. Ramos (Jeana D. Ramos)*  
*on behalf of the 3 WASCHA Directors*  
*February 11, 2010*