



MEDICAL INTERPRETER NETWORK OF GEORGIA

BY-LAWS OF MING, Medical Interpreter Network of Georgia, Inc.

ARTICLE I – NAME

The official name designation of the organization is MING, Medical Interpreter Network of Georgia, Inc.

ARTICLE II – MISSION

The mission of the organization is to promote equal access to health care services for Limited English Proficient individuals by supporting professional medical interpretation, and by serving as a resource for medical interpreters throughout Georgia.

ARTICLE III – OFFICES

The principal office of MING in the state of Georgia shall be located in Atlanta. MING's Board of Directors (the "Board") may locate this office within the state of Georgia, as they may determine or as the affairs of the organization may require from time to time.

ARTICLE IV - MEMBERS

Section 1. Classes of Members

MING will have two classes of members: Individual and Corporate.

Individual Member: Any individual that is directly or indirectly involved in the delivery or administration of interpretation and/or translation services in a health care setting, is a health care professional or has any other medical related career, and/or supports the missions and objectives of this corporation shall be eligible for membership on approval of the individual's membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

Corporate Member: Any health care facility or any other corporation or organization that supports the mission and objectives of MING shall be eligible for Corporate membership on approval of the entity's membership by the Board and on timely payment of such dues and fees that the Board may fix from time to time. Corporate members may participate in activities and are entitled to one vote, are entitled to hold office and to serve on committees. Corporate members may participate and are entitled to designate one representative and that representative will be prohibited from voting as an individual member.

Equal opportunity for membership will be provided without regard to race, color, religion, age, disability, sex, sexual orientation, or national origin.

Section 2. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Each membership which is comprised of more than one individual shall formally submit the name(s) of a representative(s) who are able to cast such member's vote.

Section 3. Dues

Each member must pay, within the time and on the conditions set by the Board, dues in amounts to be fixed from time to time by the Board. Those members who have timely paid the required dues and who are not suspended shall be members in good standing. The dues shall be equal for all members of each class. Initial payment terms for dues are as follows:

- a. dues shall be payable annually; beginning on the date they are paid, good for one calendar year
- b. individual dues are set at \$60; corporate dues are set as follows:
 - Donor—up to five (5) employees \$150
 - Patron—up to eight (8) employees \$250
 - Sustainer—up to fifteen (15) employees \$500
 - Leadership Circle—up to thirty (30) employees \$1000
 - Benefactor— up to thirty (30) employees \$2500

Section 4. Membership Termination

Membership shall terminate as follows:

- a. If the dues of any members have not been received sixty (60) days after the membership expiration date, that membership shall automatically terminate at the end of such sixty (60) day period.
- b. If membership list is sold or shared for promotion of products or services or solicitation, membership will be terminated.

- c. If a member does not abide by MING Bylaws, or engages in activities which may place the organization in legal or professional jeopardy, or knowingly misuses MING property or assets, the Board may terminate that membership by a two-thirds vote of the Board. No such action shall be taken until the member is advised of the specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the Board.
- d. False claims or implications of holding certification by MING or of holding any office in the organization are grounds for termination.
- e. The Board may provide for reinstatement.

ARTICLE V – OFFICERS

Section 1. Titles of Officers

The officers of MING shall be the President, one or more Vice Presidents (the number thereof to be determined by the members), a Secretary, a Registrar and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The members may elect additional officers if a need is identified and approved by the Board of Directors. These officers will be elected for a term of two (2) years and may be re-elected.

Section 2. Requirements

In order to qualify for a board position, the candidate should have been a MING member, in good standing, for a period of no less than one year and have attended a minimum of 75% of scheduled meetings.

Exception: If the need arises, a qualified individual* may be nominated by a member in good standing. *Qualified Individual refers to someone who has been in a leadership position for a minimum of one year, has medical interpreting background and demonstrates a desire to support the profession of Medical Interpreters.

Section 3. Election

Nomination of officers shall occur at the first regular meeting of the Board held after April 1st of each year. The officers shall be elected every two years, by the majority vote of the active members who vote, and shall serve a term of office beginning July 1st and ending June 30th two years after installation.

Section 4. Removal

Any officer elected or approved by the members may be removed by a two-thirds vote of the members present at a constituted meeting whenever in their judgment the best interests of the organization would be served thereby.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the members in attendance at any meeting at which such vote is taken for the unexpired portion of the term.

Section 6. President

The President shall be the principal executive officer of MING and shall in general supervise and control all of the business and affairs of the organization. The President shall preside at the meetings of the members and officers and may sign, with the Secretary or other proper officer of the organization authorized by the members, instruments which the members have authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the members or Board from time to time.

Section 7. Vice President

In the absence of the President or in the event of an inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all restrictions upon the powers of the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or the members.

Section 8. Secretary

The Secretary shall keep the minutes of the meetings of the members and the officers in one or more books provided for that purpose; assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the organization records; keep a register of the post office address of each member which shall be furnished to the Secretary by the Registrar; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the members.

Section 9. Registrar

The Registrar shall keep an updated listing of all members of MING, their current addresses, telephone numbers, fax numbers, e-mail addresses. Once each year the Registrar shall arrange for the publication of a membership directory. The dates of publication of the directory will be determined by a majority vote of the officers when a quorum is present.

Section 10. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of MING; receive and give receipts for monies due and payable to MING from any source whatsoever, and deposit all such monies in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the members.

ARTICLE VI – COMMITTEES

Section 1. Committees

Committee members may be appointed in such manner as may be designated by action of the President or by a resolution adopted by a majority of the officers present at a meeting at which a quorum is present. Except as otherwise provided in such action or resolution, members of each such committee shall be members or representatives of members of MING Any member thereof may be removed by the person or person authorized to appoint such member whenever in their judgment the best interests of the organization shall be served by removal.

Section 2. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of MING and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Committee chairs will be elected by a majority vote of the committee members. Committee chairs shall be active members in good standing.

Section 4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum

Unless otherwise provided in the action of the President or the resolution of the officers designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws.

Section 7. Reports

Every committee shall submit a report of its activities to the membership at the annual meeting.

ARTICLE VII - MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members shall be held in the Spring of each year, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Secretary shall email an announcement of the annual meeting to the entire membership at least thirty (30) days prior to the date of the meeting. Business may be conducted during the first regular meeting of the year prior to an educational program if time permits.

Regular meetings shall be held on the last Wednesday of January, April and July and on a convenient Saturday in October or November, each year, or such other day the President shall select, at a time and location designated by the President.

Section 3. Special Meetings

Special meetings of the members may be called by any officer with the approval of a majority of the Board or by not less than one-tenth of the members having voting rights.

Section 4. Notice of Meetings

Notice stating the place, day and hour of any meeting shall be delivered, either personally, by telephone, fax, or e-mail, to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the President, or the Secretary, or by the officers or persons calling the meeting. In case of a special meeting or when required by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Informal Action by Members

Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting for the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum

The members holding one-third of the votes eligible to be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

A majority of votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by these bylaws.

Section 8. Voting by email

Where officers are to be elected, such election may be conducted by email where votes may be accepted in such manner as the members shall determine, by vote, upon the recommendation of the nomination committee.

ARTICLE VIII - FINANCE

Section 1. Fiscal Year

The fiscal year shall run from January 1st through December 31st.

Section 2. Disposition of Assets/Checks. Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, and in such manner as shall from time to time be determined by resolution of the officers. In the absence of such determination by the officers, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of MING.

No part of any earnings or assets may benefit any private person or individual other than by payment of reasonable compensation for clerical expenses incurred on behalf of the corporation. In the event of dissolution of the corporation, all assets remaining after payment of all liabilities shall be paid to a selected charitable organization.

Section 3. Deposits/Gifts

All funds of MING shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the officers may select.

The officers may accept on behalf of MING any contributions, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 4. Budget Report

A report of the budget shall be prepared quarterly prior to the Annual meeting by the Treasurer for presentation at meetings.

ARTICLE IX - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of MING, and shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of MING may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE X - WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at any constituted regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XII - BOARD OF DIRECTORS

Section 1. Number

The property, affairs, activities, and concerns of MING shall be vested in a Board of Directors, consisting of not less than three (3) and not more than nine (9) directors. The members of the Board shall, upon election, enter upon the performance of their duties effective July 1st and shall continue in office until their successors shall be duly elected and qualified.

Section 2. Election of Directors and Term

At the annual meeting there shall be an election of at least three (3) directors of MING for a term of two years. At each annual meeting, thereafter, three (3) directors equal to that of those whose terms have expired and any additional directors that the membership shall desire to elect (not to exceed nine (9) directors) for the term of two years each. At the expiration of any term, any director may be reelected.

Section 3. Immediate Past President

The President whose term of office expired upon the installation of a new President July 1st shall serve for one year as a member of the Board of Directors, unless he/she declines to serve.

Section 4. Duties of Directors

The Board of Directors may: (1) elect officers of the Board; (2) hold meetings at such times and places as it thinks proper; (3) admit members and suspend or expel them by ballot; (4) appoint committees on particular subjects from the members of the Board, or from other members of the corporation; (5) audit bills and disburse the funds of the corporation; (6) print and circulate documents and publish articles; (7) carry on correspondence and communicate with other similar organizations; (8) employ agents; and (9) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the corporation and to best protect the interests and welfare of its members.

Section 5. Meetings of Board

Regular meetings of the Board of Directors shall be held immediately succeeding the annual meeting and immediately preceding or succeeding all regular membership meetings. Notice of the meeting, signed by the Secretary of MING shall be mailed to the last recorded address of each member at least ten days before the time appointed for the meeting. The Chair of the Board of Directors or the President may, when he/she deems necessary, or the Secretary shall, at the request in writing of two members of the Board, issue a call for a special meeting of the Board, and only five days notice shall be required for such special meetings.

Section 6. Quorum

Two-thirds of the total members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the Chairman, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than 30 days later.