

SPANISH EDITORS ASSOCIATION

BY-LAWS

Approved by the Board of Directors: October 17, 2018

ARTICLE I: *STATEMENT OF PURPOSES*

The SPANISH EDITORS ASSOCIATION (hereinafter "Association") is established by and for editors of Spanish text for the United States and shall have the following purposes and objectives:

1. Professional:

- a) To foster the recognition and advancement of the profession of Spanish editing;
- b) To promote high standards for quality, ethics and business practices for editors of Spanish texts for the United States;
- c) To support the training of professional editors of Spanish texts for the United States and provide them with information that will advance their intellectual interests.

2. Practical:

- a) To provide information to editors of Spanish text for the United States that promote sound business practices; and
- b) To provide information that will assist newcomers to the profession of Spanish editing in establishing themselves in the marketplace.

3. Public:

- a) To inform the public about the Association and the profession of Spanish editing; and
- b) To raise awareness and respect for editors of Spanish text for the United States.

4. Advocacy:

- a) To advocate on behalf of editors of Spanish text for the United States in all jurisdictions and at all levels of government, and to seek to influence public policy as it may affect the professions of Spanish editing.

ARTICLE II: *MEMBERSHIP*

1. Classes of membership. There shall be one class of membership: Individual membership. Individual membership shall be limited to individuals who are natural persons.

2. Qualifications for Membership. Membership in the Association is open to any natural person age 18 or older who

- a) is a professional editor of Spanish text for the United States as defined by the Board in policy documents;
- b) signs and submits a completed membership application to indicate acceptance of the rights, benefits and obligations of membership set forth in the Bylaws of the Association; and
- c) makes payment for the current year's annual dues.

3. Dues: The annual membership dues and the method of payment shall be established by the Board of Directors.

4. Membership Period. Membership is valid for a period of 12 months from the month that membership is approved, or for multiple years based on dues paid, up to a maximum of three years at a time. Membership dues are non-refundable. Members will be given notice when their membership period has expired and when the following year's dues are due. After a grace period of one month following non-payment, membership shall automatically lapse.

5. Rights and Privileges: Members shall be entitled to the following benefits:

- a) to vote, in person or by proxy, for Directors of the Association;
- b) to be listed in any Association directory of professional editors of Spanish text for the United States;
- c) to receive all of the Association's regular publications free or at special membership rates;
- d) to be members of any relevant Association listserv;
- e) to attend and observe any meeting of members or Directors;
- f) to attend any relevant training, continuing education or other such activity organized by the Association upon

payment of the discounted member fee therefor. Members of the public will also be able to attend these programs by paying a higher fee subject to availability; and

- g) to refer matters and proposals to the Board of Directors, upon approval of the lesser of ten members or five percent of the membership.

6. Meetings. All members shall be given at least thirty days' notice of the annual meeting at which Directors are elected. Notices shall be sent by email to the members' email address of record and posted on the Association's website, and may include a form of proxy if a vote of the Members is to be taken at the meeting.

7. Special Meetings. Members may call a special membership meeting at any time, by submitting a written petition therefor signed by ten percent (10%) of Association Members in good standing. The same standards apply to these meetings as to any other regular meetings.

ARTICLE III: *BOARD OF DIRECTORS*

1. Number of Directors. The Board of Directors shall be composed of no fewer than five (5) and no more than nine (9). The Board of Directors may change the number of Directors by resolution, but only upon four months' written notice to all Members.

2. Eligibility to Run for Office. Any member in good standing residing permanently in the United States and who has been a member in good standing for two years immediately prior to the start of the nomination process shall be eligible to run for Director of the Association.

3. Duties. Management of the Association shall be by and through the Board of Directors. The Board may define policies and procedures in Policy Documents as necessary. By a simple majority vote, the Board may submit any decision to a vote of all Members of the Association. Members who attend Board meetings shall be allowed to provide their input at the appropriate time.

4. Quorum. A quorum at meetings of the Board of Directors shall consist of a majority of the Directors currently holding office.

5. Notice of Meetings. Notice of all Board meetings shall be in writing (including email) and sent no less than seven days in advance, and, in addition, by posting on the Association's website. If, however, the Board designates a regular recurring schedule for fixing meeting dates, such as, for example, at 7 pm on the Nth Tuesday of each month, no further notice shall be required. In an emergency, a meeting may be called upon any notice reasonably calculated to allow the majority of the Directors to attend.

6. Waiver of Notice. Whenever any notice is required to be given to any Director, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. Action Without a Meeting. Any action that is required or permitted to be taken by the Directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is approved by all of the Directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

8. Meetings. Meetings of the Board of Directors shall be open to members. All Board meetings will include an opportunity for comment from the general membership. Closed meetings may be held on matters involving personnel, litigation, contractual negotiations, or similar matters on a recorded vote of the Board of Directors. When a meeting is closed, the reason shall be recorded in the minutes.

9. Presiding Over Meetings. The President of the Board shall preside over meetings.

10. Term. Directors shall be elected for a three (3)-year term, commencing on January 1, except that, at the meeting at which these By-Laws are adopted and ratified, two of the five original Directors, to be chosen from the five original Directors either by lot or by volunteering to serve a shorter term, shall be designated to serve for a term of two (2) years. In case of resignation, death, disabling illness, or other occurrence or condition rendering a Director unable or unwilling to serve, the Board shall appoint someone else to hold that Director's position for the remainder of that term. No member can serve more than two consecutive Director terms without taking a full term (three years) off the Board.

11. Resignation. Any director may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

12. Removal. Directors may be removed and replaced at any time, without cause, by affirmative vote of two-thirds (2/3) of

the Directors then in office. Directors may be removed at any time, with cause, by the affirmative vote of a majority of the Directors then in office, at any annual or regular meeting of the Board specifically called for that purpose. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the Director or Directors involved.

13. Vacancy. Any vacancy occurring in the Board of Directors for any reason, including a vacancy resulting from the removal of a Director or an increase in the number of Directors, shall be filled by the approval of a majority of the Directors then in office.

ARTICLE IV OFFICERS

1. Offices. The officers of the Association shall be a President, a Secretary, and a Treasurer. They shall be chosen for these positions by affirmative vote of a majority of the Board.

2. Duties. Their duties shall be as follows. They may also take on additional duties at the direction of the Board of Directors:

(a) The President shall:

- i) serve as Chairperson of the Board of Directors;
- ii) serve as Chief Executive Officer of the Association;
- iii) serve as *Ex-officio* member of all committees; and
- iv) with input from other Board members, prepare an agenda for and preside at meetings.

(b) The Secretary shall:

- i) in the event of the President's absence, act as Chairperson of the Board of Directors;
- ii) cause all notices to be duly given in accordance with the provisions of these By-Laws or as required by law;
- iii) keep a register of such postal and email addresses of all Directors as such Directors shall furnish to the Secretary;
- iv) in general, perform all duties incident to the office of Secretary;
- v) keep, or cause to be kept, the minutes of the Annual Meeting and other meetings of the Board of Directors in the manner provided by the Association for that purpose; and
- vi) submit the approved minutes to the webmaster for publication on the Association's website.

(c) The Treasurer shall

- i) be responsible for administering and accounting for of all funds of the Association following generally accepted accounting principles;
- ii) submit a monthly Treasurer's Report to the Board of Directors, including income, expenses, and projections for the next period, which shall be published online for the members to review;
- iii) prepare an annual Treasurer's Report in the month prior to the Annual meeting;
- iv) be responsible for filing any reports to the Attorney General;
- v) be responsible for the annual filing with the Oregon Secretary of State;
- vi) perform all duties incident to the office of Treasurer; and
- vii) the Treasurer may work with the assistance of accounting professionals as needed.

3. Vacancies. In the event of vacancies, the Board shall nominate members to serve as Officers, beginning with the list of candidates who ran for elected office in the most recent election. Any officer vacancies will be filled by the Board of Directors from among the nominated members.

4. Term of Office. The term of office for Officer positions shall be two years, beginning and ending at the annual elections, with a maximum two terms in each position.

5. Annual Meeting. The Annual Meeting of the Board for the election of Officers and other purposes shall take place at the place and on the date of the Annual Meeting of Members.

ARTICLE V COMMITTEES

1. Ad hoc Committees. The Board may establish committees as needed and appoint committee chairpersons.
2. Committee Voting.
 - (a) All committees shall make decisions by majority rule.
 - (b) Members, if appointed to a committee, shall be entitled to vote as committee members on any committee business put to a committee vote.

ARTICLE VI *AMENDMENTS TO THE BYLAWS*

1. Proposal. Amendments to these bylaws may be proposed by the Board of Directors or by petition of no fewer than thirty percent (30%) of the Members of the Association. Proposals originating by petition shall be submitted in writing to the Board of Directors on whose recommendation they shall be presented to the membership. Notification of proposed amendments must be given no fewer than 15 business days prior to the date of the meeting at which the vote is to be taken.

2. Adoption. Adoption of an amendment shall require either:

- (a) the affirmative vote of two-thirds (2/3) of the Members present at a meeting, the purpose of which is the adoption of an amendment to these bylaws; or
- (b) the affirmative vote of two-thirds (2/3) of the Directors, upon prior written notice to the Members.

Approved by the Directors this 17th day of October, 2018

	<i>Helen Eby</i>	10/17/2018
Lilia O'Hara	<i>Lilia O'Hara</i>	10/17/2018
Daniela Guanipa	<i>D Guanipa</i>	10/17/2018
Romina Marazzato Spar	<i>Romina Spar</i>	10/17/2018
Gabriela Penrod	<i>Gabriela Penrod</i>	10/17/2018

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