

MANO A MANO, Inc.

Bylaws

A Not-for-Profit Corporation

Mission Statement

As an Organization of Trilingual (Spanish-English-ASL) interpreters that believes in high quality services for Deaf and hearing stakeholders, it is the mission of Mano a Mano to provide an infrastructure for access to trilingual interpreting resources, support professional development for trilingual interpreters, educate the public about trilingual interpreting, and advocate for appropriate policies concerning the provision of trilingual interpretation.

ARTICLE I - NAME

The name of the corporation shall be Mano a Mano, Inc. Mano a Mano qualifies as a non-profit organization under Section 501(c)3 of the Internal Revenue Code. It is thereby bound by all legal procedures governing non-for-profit status organizations.

ARTICLE II - OFFICES

The principal office of the Corporation shall be located in the City of Kissimmee, Osceola County, State of Florida. The Corporation may also maintain offices at such other places that the Board of Directors may, from time to time determine.

ARTICLE III - PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future tax code.

The principal purposes of the corporation shall be to:

- To serve as an agent for positive change by providing leadership and training for the professional advancement of sign language interpreters working in Spanish speaking by establishing special projects designed to meet the special needs of the trilingual

communities.

- Promote educational, cultural, economic and social opportunities for Trilingual Interpreters;
- Advocate for professional recognition and treatment of trilingual interpreters;
- Support professional development for trilingual interpreters
- Create and maintain a directory of Trilingual interpreters who can serve as mentors, speakers and advocates, and also a source of information for companies/educational institutions seeking trilingual interpreters.
- Act as a body to advance professional and ethical standards for trilingual interpreters;
- Exchange ideas, opinions and experiences concerning the work of Trilingual Interpreting.

ARTICLE IV- MEMBERSHIP

Section 1 - Categories of Membership

The corporation shall or shall not have members. The corporation shall have the following categories of non-transferable membership: Professional (Certified), Student, and Organizational.

Section 2 - Membership Provisions.

If the corporation has members, the terms and conditions of membership shall be set out in an Addendum to these Bylaws.

ARTICLE V - BOARD OF DIRECTORS

Section 1- Number and Election

The minimal number of the Directors of the Corporation shall be three (3). The Board of Directors shall be elected by the membership. If this Corporation has no members then the Board shall be elected by a majority of the votes of the then current Board.

Section 2- Term

Each officer shall serve two-year terms staggered. President, Secretary, Region I, Region III, and Region V on even numbered years and Vice-President, Treasurer, Region II, and Region IV on odd numbered years or until their successor has been elected and qualified, or until their death, resignation, or removal.

Section 3- Vacancies

Any vacancy on the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors at any regular meeting or special meeting of the Board called for that purpose.

Section 4 - Annual Meetings

An annual meeting of the Board shall be held on the first (1st) day of May each year unless rescheduled by the Board. The Board from time to time may provide, by resolution, for the holding of other meetings of the Board and may fix the time and place thereof.

Section 5 - Special Meetings

Special meetings of the Board shall be held whenever called by the President or by one of the Directors, at such time and place as may be specified in the respective notice of waivers of notice thereof.

Section 6 - Quorum and Adjournments

At all meetings of the Board the presence of a majority (2/3) of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors (2/3) present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7 - Board Action

At all meetings of the Board, each Director present shall have one vote. Except as otherwise provided by statute, the action of a majority of the Directors present at, any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 8 - Meetings

Directors may participate in meetings of the Board through the use of technology if such can be arranged so that all Board members can have access to all other members. The use of technology for participation shall constitute presence in person.

Section 9 - Resignation and Removal

Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 10 – Compensation

No state salary shall be paid to Directors, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 11 - Delegation of Duties

In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate their powers or duties to any other Officer or to any other Director.

Section 12 - Shares of Other Corporations

Whenever the Corporation is the holder of shares of any other corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board may authorize.

Section 13 – Liability

No Director shall be liable for any debt, or liability of the Corporation.

ARTICLE VI - OFFICERS

Section 1- President

- a. Be a member in good standing of the national corporation;
- b. Preside or appoint a presiding officer at all meetings of the corporation and of the Executive Board;
- c. Serve as one (1) of three (3) officials authorized to endorse financial documents of the corporation;
- d. With the support of the Executive Board, President appoints Chairs and Committees not otherwise provided for in the Bylaws;
- e. Report at least once a year to the membership on the "State of the Organization."
- f. Cast the deciding vote in case of a tie, except in elections;
- g. Serve as ex-officio member of all committees except the Nominating Committee;
- h. Appoint members to serve as liaisons in various capacities which directly impact the corporation; and
- i. Represents the corporation in all appropriate activities.

Section 2- Vice-President

- a. Be a member in good standing of the national corporation;
- b. Preside in the place of the president whenever needed;
- c. Be responsible for planning and convening the annual membership meeting;
- d. Perform any other duties assigned by the Board ; and
- e. Represent the corporation in all appropriate events.

Section 3- Secretary

- a. Be a member in good standing of the national corporation;
- b. Keep accurate and complete minutes of all organizational meetings and meetings of the Executive Board;
- c. Maintain all business files of the corporation;
- d. Notify each member of the Executive Board of the location and time of Executive Board meetings; and
- e. Serve as one (1) of the three (3) officials authorized to endorse financial documents of the corporation.

Section 4- Treasurer

- a. Be a member in good standing of the national corporation;
- b. Supervise the receipt and safekeeping of all funds of the corporation and bank deposits;
- c. Ensure that funds shall be paid out only on checks of the corporation signed by the official officers designated and authorized by these Bylaws;

- d. Serve as one (1) of three (3) officials authorized to endorse financial documents of the corporation; and
- e. Maintain accurate records of all monies belonging to the corporation;

Section 5- Regional Representative

- a. Be a member in good standing of the national corporation;
- b. Be responsible for dissemination of information to all members in good standing within their regions;
- c. Gather all correspondence and feedback from members of their regions and send copies to all Executive Board members;
- d. Assist petitioning groups seeking “affiliate chapter” status under Mano a Mano Inc. throughout the proper guidelines and processes; and
- e. Support the Board with its decisions.

The Mano a Mano Regions are as follows:

Region I: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, Pennsylvania, Rhode Island, and Vermont

Region II: Alabama, District of Columbia, Florida, Georgia, Maryland, Mississippi, North Carolina,

Puerto Rico, South Carolina, Tennessee, and Virginia

Region III: Illinois, Indiana, Kentucky, Michigan, Minnesota, Ohio, and Wisconsin

Region IV: Arkansas, Colorado, Iowa, Kansas, Louisiana, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, and Wyoming

Region V: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington

Section 6- Member-at-large

- a. Be a member in good standing of the national corporation;
- b. Act as a representative for the general membership, whose focus should be how any policies and procedures the Board wishes to enact will impact the general membership;
- c. Act as head of committees if and when requested by the Board;
- d. Represent the corporation in appropriate events when deemed necessary; and
- e. Support the Board in its decisions.

ARTICLE VII – COMMITTEES

Section 1 - Committees

The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 2- Committee Meetings

Committee meetings may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the Corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

Section 3- Committee Chairperson

When deemed necessary a Committee Chairperson may be elected to oversee the respective committee’s charges and obligations. The Chairperson must report to the Board the committee’s progress.

ARTICLE VIII – AFFILIATE CHAPTERS

Any group desiring to establish an Affiliate Chapter under Mano a Mano can do so as follows:

- a. A list of at least seven (7) current Mano A Mano, Inc. members in good standing;
- b. Submit a copy of the affiliate chapter's bylaws (Mano a Mano Bylaws can be sent as a guide);
- c. Submit a list of the names and contact information for the affiliate chapter's officers;
- d. Submit a copy of the affiliate chapter's Articles of Incorporation with the Mano a Mano Articles of Incorporation applied to the affiliate; and
- e. Submit the affiliate application package to the Regional Representative for review along with a cashier's check to cover the one-time fee of one hundred dollars (\$100).
- f. The Treasurer will verify that all the petitioners are current Mano A Mano, Inc. members in good standing.
- g. The Regional Representative will act as the liaison to the board of directors by presenting the package to the board.
- h. Once the board of directors formally approves or declines chapter status, the Regional Representative will notify the contact person from that potential chapter.
- i. At that time, the chapter will be considered affiliated with Mano A Mano, Inc.
- j. Final determination will be sent in writing no less than 45 days from application to the petitioner's contact person from that potential chapter.
- k. The corresponding Mano a Mano Regional Representative will assist in all manner and guidance to the petitioner. The respective Regional Representative will continue to support the petitioner who are granted Affiliate Chapter status, acting as the liaison for all correspondence, communication, petitions, and the like between the Mano a Mano Board of Directors and the affiliate chapter(s) in the Representative's region.
- l. Upon approval, the affiliate chapter will be required to abide by all requirements, regulations, and processes as established by the Mano a Mano National Board of Directors.

ARTICLE IX - BOOKS, RECORDS AND REPORTS

Section 1 - Annual Report.

The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Section 2 - Permanent Records.

The Corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 3 - Inspection of Corporate Records.

If this corporation has members, then those members shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

ARTICLE X- FISCAL YEAR

Section 1 - Fiscal Year.

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for Federal income tax purposes.

ARTICLE XI - CORPORATE SEAL

Section 1 – Seal.

The Board of Directors may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.

ARTICLE XII - AMENDMENTS

Section 1 - Articles of Incorporation.

The Articles of Incorporation may be amended by the Board of Directors. Unless this corporation has members, in which case they can be amended as provided by law.

Section 2 - Bylaws.

These Bylaws may be amended by the Board of Directors.

ARTICLE XIII- INDEMNIFICATION

Section 1 - Indemnification.

Any officer, director or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

Section 2 - Insurance.

The Corporation may, but is not required to, obtain insurance providing for indemnification of directors, officers and employees.

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code, or the corresponding section of any future Federal Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes.

Certified to be the bylaws of the corporation adopted by the Board of Directors on August 2012.