

# **By-Laws of Vocalize at Ohio State University**

## **ARTICLE I**

### ***Name***

The name of this organization shall be recognized as Vocalize at Ohio State University, Inc. (hereinafter “Committee”).

## **ARTICLE II**

### ***Principal Office and Address***

The principal address of the Committee shall be:  
1985 Henderson Rd. Suite 1470, Columbus, Ohio, 43220-2401.

## **ARTICLE III**

### ***Organization Purpose Statement***

The Committee shall be a voluntary, nonprofit operating as a chapter organization of Vocalize Inc. and is not a branch or subsidiary of any national, state or political action committee. The purpose of Vocalize Inc. is to improve health outcomes & patient experience for limited English proficiency individuals by connecting volunteer medical interpreters with free clinics in need. The purpose of Vocalize UTSA is to support the mission of Vocalize Inc. by recruiting, onboarding, and maintaining relationships with local volunteer interpreters and free and charitable clinics.

## **ARTICLE II**

### ***Officers of the Board of Directors***

Section 2.1. General Powers: As steward of the public trust, the Executive Board (“the Board”) shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the organization. The Board shall have the power to govern the affairs and property of the organization, in keeping with policies it establishes that define the Board’s scope of authority and limitations. The term “Director” and “Officer” shall be synonymous.

Section 2.2. Number of Directors: The Board shall consist of at least five members, as determined from time to time by the Board.

Section 2.3. Tenure: Directors shall serve a term of two (2) years from the date of their election. A full two-year term shall be considered to have been served upon the passage of four (4) Fall and Spring semesters. Directors shall take office immediately following the close of a majority vote of all Board members. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity with new perspective.

Section 2.4. Board Members: Members of the Board of Directors shall adhere to all policies and procedures established by the Ohio State University, the State of Ohio, and Vocalize Inc.

Section 2.5. Composition of the Board of Directors: Board members shall be sought who reflect the qualifications and diversity determined by the Board in its policies.

Section 2.6. Nomination and Election: The current Executive Board shall present a slate of Board members for election by the Board at the end of a semester before the semester when an officer position is to be available. The newly elected Board members shall take office immediately following the close of the meeting at which they are elected by majority vote of all Board members.

Section 2.7. Vacancies: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the affirmative vote of the majority of the Board. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 2.8. Resignation: A Director may resign at any time by filing a written resignation with the President of the Board.

Section 2.9. Removal: The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 2.10 Typical Director/Officer Roles: These roles and responsibilities are typical roles of members of Vocalize at Ohio State University, but does not necessarily encompass all roles held by directors at Vocalize at Ohio State University.

- I. Clinic Operations Director - Identify clinic candidates, establish clinic partners, and evaluate services
- II. Marketing Director - Create advertising content, schedule/monitor posts, and expand social media
- III. Volunteer Operations Director - Direct volunteer recruitment, training, and coordination
- IV. Treasurer - Track/document finances and apply for grant opportunities at OSU

### **ARTICLE III**

## ***Officers of the Board of Directors II***

**Section 3.1. Positions:** The officers of the Board of Directors shall be: President, Treasurer, Clinic Operations Director, Volunteer Operations Director and Marketing Director. The roles and qualifications of these Officers shall be determined by Vocalize Inc.

**Section 3.2. Nomination and Election:** The nominated Officers shall be chosen from the current Executive board. The election of Officers shall be held by majority vote of the Executive board at the end of each semester, December and May of each year. This will be on the basis of an opening of an Executive Board position. The newly elected Officers shall take office immediately following the close of the meeting at which they are elected, and the term of office shall be one year. Eligibility requirements must meet or exceed those described in the Student Organization Relationship Statement (at least a 2.25 Ohio State cumulative GPA (3.0 for graduate students)).

**Section 3.3. Tenure:** All officers shall be elected on a semesterly basis as designated by the Ohio State University calendar. The election process will be held the semester before the position is to be available to ensure a continuation of leadership. No single individual may be elected for more than eight (8) consecutive one-year terms in the same office. No one person may hold more than one office at the same time, unless an officer position is in the process of being filled.

**Section 3.5 Presidential Succession:** In cases of temporary absence, the succession shall be Treasurer, and Volunteer Operations Director. Any individual Board member shall be a candidate for President.

## **ARTICLE IV**

### ***Meetings for Vocalize Ohio State***

**Section 4.1. Regular and Annual Meeting:** Executive Board shall meet at least seven (7) times per semester, to have Vocalize Ohio State member meetings. Notice shall be given to each member at least 3 days prior to the date of every regular meeting of the Board.

**Section 4.2 Meeting Format:** The Board shall select its own meeting format in any method allowed by the rules and regulations of the Ohio State University. There shall be member meetings which will be biweekly meetings and the Executive Board will meet either after each of these regular meetings or another day and time as set by a majority vote of all Board members each semester.

**Section 4.3. Quorum:** Three-fourths of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the executive board, except where otherwise required by these Bylaws. Voting is by majority unless otherwise specified in these Bylaws.

**Section 4.4. Meeting Notice:** Notice of all regular and special meetings of the Board, an

agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting.

Section 4.5. Action: Any action required by the Board of Directors may be taken without a meeting, if all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of Directors consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section 4.2.

## **ARTICLE V**

### ***Members***

The organization is open to all members who are registered students or staff of the Ohio State University. Any Ohio State University student, faculty member, or staff member who subscribes to the purpose and basic policies of the organization may become a member of the organization subject only to compliance with the provisions of the constitution. All officers / authorized representatives must be currently enrolled students at the University or graduate students from the Ohio State University.

### ***Member Selection Process***

Vocalize at Ohio State is constantly searching for Ohio State students who are committed to our mission statement. Directors, which are administrators for the interpreter service, are interviewed after completing an application process that is rolling throughout the school year. Members are selected based on skill sets he/she/they bring to furthering the organization, like data analysis, communication skills, or accounting know-how.

Vocalize at Ohio State recruits interpreters who complete the process of being trained in medical interpretation through The Community Interpreter: Medical Focus or the Translation & Interpretation Certificate program. These trainees are selected on the basis of a language skills assessment, and are onboarded as interpreters of Vocalize, Inc. after completion of the course.

### ***Member Removal***

- I. If a member engages in behavior that is detrimental to advancing the purpose of this organization, violates the organization's constitution or by-laws, or violates the Code of Student Conduct, university policy, or federal, state or local law, the member may be removed majority vote of the officers in consultation with the organization's advisor.
- II. Any elected officer of the chapter may be removed from their position for cause. Cause for removal includes, but is not limited to: violation of the constitution or by-laws, failure to perform duties, or any behavior that is detrimental to advancing the purpose of this organization, including violations of the Student Code of Conduct, university policy, or federal, state, or local laws. The Executive Committee may act for removal upon a majority affirmative vote of the executive board in consultation with the organization's advisor.
- III. In the event that the reason for member removal is protected by the Family Educational Rights and Privacy Act (FERPA) or cannot otherwise be shared with members (e.g.,

while an investigation is pending), the executive board, in consultation with the organization's advisor, may vote to temporarily suspend a member or executive officer

## **ARTICLE VI**

### ***Committees***

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board of Directors appoints all committee chairs. The quorum requirement for any such action shall be as stated in Section 4.3.

## **ARTICLE VII**

### ***Fiscal Year***

The fiscal year of the organization shall begin on January 1 and terminate on December 31. Finances will be handled by the President and Treasurer of this organization with accordance with Vocalize Inc. bylaws.

## **ARTICLE VIII**

### ***Chapter-Affiliation Compliance***

Vocalize at Ohio State University wishes to engage in activities that further the purposes of Vocalize Inc. and, to that end, affiliate with Vocalize Inc. as a chapter organization. Vocalize Inc. grants Vocalize at Ohio State University the right to be affiliated with Vocalize Inc. on the terms and conditions described in the Chapter-Affiliation Agreement. Vocalize at Ohio State University shall remain in compliance as a chapter of Vocalize Inc. by said Chapter-Affiliation Agreement annually on January 1.

## **ARTICLE IX**

### ***Rules of Order***

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Vocalize at Ohio State University. Organization except where they may be in conflict with the Articles of Incorporation, these Bylaws, or other policies adopted by the Board of Directors.

## **ARTICLE X**

### ***Indemnification***

Vocalize at Ohio State University shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the state of Ohio and the rules and regulations of the Ohio State University. The organization agrees to abide by all University policies and local, state, and federal laws, and internal Vocalize Inc. regulations as outlined by the chapter affiliate agreement.

## **ARTICLE XI**

### ***Nondiscrimination Statement***

Vocalize, Inc. does not and shall not discriminate on the basis of age, ancestry, color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, protected veteran status or any other basis in accordance with the guidelines, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Vocalize, Inc. is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, termination, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

### **ARTICLE XII** ***Amendments***

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Director at least ten (10) days prior to the meeting at which the amendment is to be considered.

### **ARTICLE XIII** ***Faculty Advisor***

A current faculty or advisor registered with the Ohio State University is required for this organization to maintain operations. The choosing of an advisor is set to be the job of the Executive Board members with whom will provide suggestions for this position. By a majority vote during a meeting set by the President it will be decided which advisor the President will contact to fill this position. If this advisor is unable to fill the role another will be chosen.

### **ARTICLE XIV** ***Methods of Dissolution of Organization***

If this organization were to be dissolved, the executive committee would be required to notify the members of Vocalize, Inc. at least one month prior to dissolution. Members of Vocalize at Ohio State University would have to disclose any contact information, upcoming projects, marketing materials, or any needed information for Vocalize, Inc. to continue as a 501(3)(c) nonprofit organization.