



BYLAWS

**Rev. 2.4
June 2022**

ARTICLE I – GENERAL

1. **Name.** The name of this association is the Globalization and Localization Association (GALA), a nonprofit corporation incorporated in the United States of America in the state of Massachusetts.
2. **Location.** The principal office is in the state of Washington or elsewhere as determined by the Board of Directors.
3. **Mission.** GALA’s mission is to support its members and the language industry by creating communities, championing standards, sharing knowledge, and advancing technology.
4. **Goals.** The goals of the GALA organization are:
 - Develop programs and services that anticipate, meet, and exceed members’ needs.
 - Fulfill needs of GALA’s different constituencies, relative to company size, focus, and locale.
 - Enable peer-to-peer exchange; provide cross-communication channels leading to better interconnectedness.
 - Build a community; give members a place to go for support, encouragement, insight, and perspective.
 - Help members run their business better through targeted programs and activities.
 - Manage organizational structure, culture, and resources to deliver sustainable benefits.
 - Optimize association performance.
 - Ensure healthy balance of activity streams.
 - Make GALA a great place to work and volunteer.
 - Uphold transparency and reporting.
 - Deliver knowledge and foster exchange to promote professionalism in the language industry.
 - Examine, define, and defend the evolving role of the language business.
 - Provide meaningful education, training, information, and data.
 - Encourage and nurture language businesses.
 - Support dialog and collaboration within the industry.
 - Promote the value of language to the greater business community and society as a whole.
 - Heighten public understanding of the economic and social value of language.
 - Promote and support government programs for language diversity.
 - Position members as business and social leaders.

ARTICLE II – MEMBERSHIP

1. **Eligibility.** Any company or individual that meets the following eligibility criteria may join the Globalization and Localization Association:

- Legal constituted company for whom language is an integral part of their business strategy.
- Signature of and adherence to the GALA Code of Conduct and Non-Disclosure Agreement.

2. **Types of Membership:**

Regular Membership. Regular voting membership is limited to individual companies who meet the criteria outlined under eligibility above and pay applicable dues as established by the Board of Directors. Regular Member Companies, upon joining GALA, shall designate one authorized representative to GALA in writing. The authorized representative serves as the contact person between the Member Company and GALA and votes on all GALA matters in the name of the company. Member companies may designate any person to represent them in GALA activities and events.

Associate Membership. The Board of Directors may establish other membership classes that have no vote and that are ineligible to serve as Directors or Officers.

3. **Dues.** Dues are payable on the member company's anniversary date each year. The dues per year for the various classes of membership shall be set forth by the Board of Directors. Dues are payable in advance and are not refundable.

4. **Resignation.** A member may resign by filing a written resignation. Resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

5. **Expulsion.** A member company is automatically expelled without action of the Board of Directors for failure to pay applicable dues or failure to meet the eligibility requirements for membership or if the member company is acquired by another company or if the member company goes out of business. A member company may be expelled by the Board of Directors for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

ARTICLE III – MEMBERSHIP MEETINGS AND VOTING

1. **Membership Meetings.** GALA shall hold an annual membership meeting at a time and place designated by the Board of Directors.
2. **Notice.** Notice of membership meetings shall be provided to all voting members at least 30 days before the meetings by post or other delivery or by electronic means.
3. **Voting.** Voting at membership meetings will be in person with each voting member having a single vote. A majority of those voting in person, where a quorum is present, carries an action. Members may also vote without a meeting in elections or on any matter presented by the Board of Directors where the votes are submitted in writing by postal delivery or other delivery or electronic means and a quorum participates in the vote. A quorum for membership voting is defined as 40% of the regular members.

ARTICLE IV – BOARD OF DIRECTORS

1. **Directors.** The governing body is the Board of Directors, which has authority and is responsible for governance of GALA. The Board establishes policy and monitors implementation of policy by GALA's staff under the direction of the Executive Director.
2. **Composition of the Board.** The Board of Directors will consist of seven Directors At Large. Directors will be elected in alternate years so that 3 Directors are elected one year and 4 are elected the following year. The Executive Director of GALA will serve as an ex-officio non-voting member of the Board of Directors.
3. **Terms.** Directors serve staggered two-year terms. Members of the Board may serve no more than two (2) consecutive terms. Regular terms of office for all elected members begin on the 1st day of January following their election and terms end on December 31st of the following year.
4. **Nominations.**
 - 4.1 **Nominating Committee.** The Board Chair shall appoint, subject to approval by the Board of Directors, a nominating committee consisting of not less than five (5) members, including two (2) GALA Members who are not current Board Members; two (2) current Board Members who are not up for re-election; and one (1) past Board Member who shall serve as Chair of the Nominating Committee.
 - 4.2 **Nomination Procedure.**
 - i. The Nominating Committee will submit an open call to the GALA membership for Board candidate submissions.

- ii. Any GALA member may submit a nomination to the Board, provided such submission is received by the Nominating Committee no fewer than 45 days prior to the Election.
 - iii. The Nominating Committee will identify and vet prospective Board Members, taking into consideration the need for balance and representation on the Board.
 - iv. To ensure contested elections, the Nominating Committee shall present a prospective Board candidate slate to the current Board of Directors for approval, which slate will include a number of candidates which is greater than the number of open positions.
5. **Election of Directors.** The Board will organize and distribute a ballot among all voting members of the Association. Balloting will generally take place by electronic means to give all member companies the opportunity to vote. In those years in which 3 Directors are to be elected, the 3 candidates receiving the highest number of votes will be elected. In those years in which 4 Directors are to be elected, the 4 candidates receiving the highest number of votes will be elected. In the case of a tie for any position, the sitting Board of Directors may choose one of the tied candidates as the new Director.
6. **Officers.** The Board of Directors shall consist of the following officers:
Chairperson – Chairs the Board of Directors and makes appointments to committees
Vice Chairperson – Assumes the responsibilities of the Chairperson in their absence
Secretary – Keeps and distributes minutes of all Board of Directors meetings
Treasurer – Oversees management and reporting of the organization’s financial affairs
7. **Vacancies.** Vacancies among Directors may be filled by appointment by the board any time based on the previous year’s election results. The candidate who received the highest number of votes (after those elected) will be offered right of refusal to fill the seat, followed in order of votes by subsequent candidates.
8. **Board Meetings.** Meetings of the Board of Directors are called by the Chairperson. A majority of Directors forms a quorum, and a majority of votes is required to carry a matter where a quorum is present. Proxy voting is not permitted.
9. **Removal.** A member of the Board of Directors may be removed by a vote of 5 members of the Board, with the Director proposed to be removed not voting, and if that Director is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and final written notice of the Board’s decision.
10. **Compensation.** Directors do not receive compensation for their services but may be reimbursed for expenses.

ARTICLE V – COMMITTEES AND MISCELLANEOUS

1. **Committees.** The Board of Directors may establish committees to take charge of specific tasks or areas of special interest as needed. These committees may be dissolved by the Board of Directors when the Board deems them no longer necessary.
2. **Indemnification.** Directors, officers, and employees are indemnified by GALA to the full extent permitted by law.
3. **Amendments.** Amendments to these Bylaws may be submitted by the Board of Directors at any time upon a majority vote of the Board recommending the submission. Amendments may also be made by written petition of at least 30 regular members of the association to the Board of Directors. All amendments to the bylaws will require a positive vote from a majority of the regular members of the association.