



# **BYLAWS - DRAFT**

With proposed amendments, submitted to the GALA membership for approval  
September 2025.

**Rev. 3.0**  
**August 2025**

## 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 Colorado or elsewhere as determined by the Board of Directors.
3. **Mission.** GALA's mission is to connect and empower globalization professionals across industries and to deliver insights, education, and collaborative opportunities which advance multilingual communication.

## ARTICLE II – MEMBERSHIP

1. **Eligibility.** Members of the organization must meet eligibility requirements set forth by the Board of Directors.
2. **Types of Membership:**
  - 2.1 **Company Membership.** Company membership includes organizations such as enterprises, universities, nonprofits, NGOs, and small businesses, etc., which meet the criteria outlined above under Eligibility and pay applicable dues as established by the Board of Directors.
  - 2.2 **Individual Membership.** Individual membership includes individuals which meet the criteria outlined above under Eligibility and pay applicable dues as established by the Board of Directors.
  - 2.3 **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's anniversary date each year. The annual dues 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 is automatically expelled without action of the Board of Directors for failure to pay applicable dues, failure to meet the eligibility requirements for membership, or if the member goes out of business. A member 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.
3. **Voting.** Voting at membership meetings will be in person with each eligible voting member having a single vote. A majority of those voting in person, where a quorum is present, carries an action. Eligible members may also vote without a meeting, in elections or on any matter presented by the Board of Directors, where the votes are submitted by electronic means and a quorum participates in the vote. A quorum for membership voting is defined as 40% of the eligible voting 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 consists of seven Directors-at-large. The Executive Director of GALA will serve as an ex-officio non-voting member of the Board of Directors.
3. **Terms.** Directors serve three-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 third year following their election.

#### **4. Nominations.**

##### **4.1 Nomination Procedure.**

- i. The Board of Directors will issue an open call to the GALA membership for Board candidates.
- ii. Any GALA member may submit a nomination to the Board, provided such submission is received by GALA Staff by the deadline stated in the elections procedural documents.

- iii. The GALA Staff will review candidate membership records and vet candidates, taking into consideration the nomination criteria set forth by the Board of Directors in the election procedural documents.
  - iv. To ensure contested elections, elections must include a number of candidates which is greater than the number of open positions.
5. **Election of Directors.** The Board will distribute a ballot among all voting members of the association. Balloting will take place by electronic means. The 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 most recent 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 an assenting vote from a majority of the eligible voting members of the association.