

American Translators Association, Inc.

Bylaws

ARTICLE I Name and General Structure

The name of this not-for-profit membership corporation, organized and existing under the laws of the State of New York, shall be American Translators Association, Inc. ("ATA" or the "Association"). Provision is made herein for the establishment of local Chapters and specialized-interest Divisions.

ARTICLE II Purposes

- a. The Association shall be organized as a not-for-profit entity with the following objectives:
 - 1) to promote the recognition of the translation and interpreting professions;
 - 2) to promote the communication and dissemination of knowledge for the benefit of translators and interpreters;
 - 3) to formulate and maintain standards of professional ethics, practices, and competence;
 - 4) to stimulate and support the education of translators and interpreters;
 - 5) to provide a medium for cooperation with persons in allied professions; and
 - 6) to promote professional and social relations among its members.
- b. The Association shall strive to meet those objectives by means such as the following:
 - 1) publishing periodicals, bulletins, notices, glossaries, dictionaries, reports, and any other publications that may further its objectives;
 - 2) holding periodic meetings;

- 3) supporting programs of accreditation and certification for translators and interpreters who meet specific standards of competence;
- 4) maintaining working relationships with professional organizations in related fields;
- 5) working actively with universities, foundations, government agencies, and other organizations in such matters as the education and continuing education of translators and interpreters;
- 6) conducting any and all other activities designed to further its objectives and promote the general welfare of the Association and its members.

ARTICLE III Membership

Section 1 - Classes

The membership of the Association shall consist of the following eight classes: Active, Corresponding, Associate, Student, Institutional, Corporate, Life, and Honorary.

Section 2 - Eligibility

- a. **Active:**
 - 1) Any person who (a) is professionally engaged in translating, interpreting, or closely related work, (b) is a citizen or permanent resident of the United States, and (c) has passed a certification examination administered by the Association or has achieved demonstrable professional status as determined by peer evaluation, is eligible for Active membership.

2) Members having Active status at the time provision a.1) went into effect will retain their status as long as their membership is not terminated and they continue to remain a citizen or permanent resident of the United States.

3) Active membership is in the name of the individual only and confers no Corporate or Institutional membership on the individual's company, employer, or institution.

b. **Corresponding:** Any person who meets all qualifications for Active membership except U.S. citizenship or permanent residence is eligible for Corresponding membership.

c. **Associate:** Any person who does not meet the requirements for Active membership set forth in provision a.1.(a) regarding professional engagement or provision a.1.(c) regarding certification or peer evaluation but who desires to further the objectives of the Association is eligible for Associate membership. Upon further qualification, an Associate member may become an Active or Corresponding member.

d. **Student:** Any person who is a full-time student, or any person enrolled part-time in translation or interpreting, foreign language or related course of study, at the undergraduate or graduate level, shall be eligible for Student membership. A person may not retain Student membership status for more than a four-year period.

e. **Institutional:** Institutional membership is open to any nonprofit institution with an interest in the translation or interpreting professions. Membership shall be in the name of the institution, not in the name of an individual. Individuals associated with an Institutional member may qualify as members in other classes in their own right.

Each Institutional member shall designate in writing delivered to the Association a person who shall act as its representative for all purposes of Association membership. The Institutional member may change such written designation at any time. Acts by such designated representative performed in the name of the Institutional member shall be deemed, for purposes of Association membership, to be acts of the Institutional member.

f. **Corporate:** Corporate membership is open to any business firm with an interest in the translation or interpreting professions. Membership shall be in the name of the firm, not in the name of an individual.

Individuals associated with a Corporate member may qualify as members in other classes in their own right.

Each Corporate member shall designate in writing delivered to the Association a person who shall act as its representative for all purposes of Association membership. The Corporate member may change such written designation at any time. Acts by such designated representative performed in the name of the Corporate member shall be deemed, for purposes of Association membership, to be acts of the Corporate member in accordance with applicable law.

g. **Life:** Life membership is available to any person who has reached sixty years of age and has completed at least twenty consecutive years as a member of the Association.

h. **Honorary:** Honorary membership may be conferred upon individuals who have distinguished themselves in the translation or interpreting professions by a vote of two-thirds of the Board of Directors. The total number of living Honorary members shall not exceed fifteen at any one time, and not more than two may be elected in any one year.

Section 3 - Rights and Privileges

a. Active members have the right to attend any of the Association's membership meetings, use all of its membership facilities, and receive all of its regular publications free or at special membership rates. They also have the right to take certification examinations, to vote, to hold Association office, and to serve on the Board of Directors and all committees of the Association.

b. Corresponding members have all the rights and privileges of Active members except the right to hold Association office and to serve on the Board of Directors or standing committees.

c. Associate members have all the rights and privileges of Active members except the right to vote, to hold Association office, and to serve on the Board of Directors or standing committees.

d. Institutional and Corporate members have all the rights and privileges of Active members except the right to vote, to hold Association office, to serve on the Board of Directors or standing committees, and to take certification examinations. The rights shall be exercised through a person appointed by the organization holding the membership. This

appointment does not confer individual membership on the designated person.

e. Student members pay reduced dues but enjoy all the rights and privileges of Associate members.

f. Life members pay reduced dues but enjoy all the rights and privileges of the membership class for which they are qualified.

g. Honorary members pay no dues but enjoy all rights and privileges of the membership class for which they are qualified.

Section 4 - Dues

a. The annual dues for all classes of membership shall be established by the Board of Directors.

b. Dues are payable annually in advance by December 31 of the preceding year. Membership is considered lapsed when dues are two months in arrears. All rights and privileges are forfeited during the period of the lapse. Upon payment of the full annual dues, a lapsed membership shall be reinstated with all pertinent rights and privileges, except that a voting member who is not reinstated by the Record Date of eligibility to vote with respect for officers and Directors shall not have the right to vote for officers and Directors or the right to be a candidate for office during the calendar year in which the membership has lapsed.

c. Membership shall be terminated when dues are twelve months in arrears. Persons or organizations whose membership has been terminated because of nonpayment of dues must file new applications in order to restore their membership. When a period of three or more years has elapsed since the applicant was an Active member of the Association, the Association may require either passage of a (or another) certification examination or the recommendation through a peer review process for reinstatement in that membership class.

Section 5 - Application for Membership

a. To apply for membership, an application for membership, accompanied by the current year's annual dues, shall be submitted in due form to Association Headquarters.

b. Upon determination by Association Headquarters as to the class of membership for which the applicant is eligible, and unless the application must be acted upon by the Active Membership Review Committee,

Association Headquarters shall notify all applicants in writing with respect to membership application determinations in accordance with policies and procedures adopted by the Board of Directors.

c. An applicant who believes that membership in the class for which application was made was unjustly denied may appeal in writing to the Board of Directors in accordance with procedures adopted by the Board. The decision of the Board shall be final.

Section 6 - Disciplinary Actions

a. Disciplinary actions, including censure, suspension, or expulsion from membership, may be taken for any of the following causes:

1) Conviction of a felony or other crime of moral turpitude under federal or state law in a matter related to the practice of, or qualifications for, professional activity;

2) Gross negligence or willful misconduct in the performance of professional services, or other unethical or unprofessional conduct based on demonstrable and serious violations of the ATA Code of Ethics and Professional Practice; or

3) Fraud or misrepresentation in the application for or maintenance of ATA membership, professional certification, or other professional recognition or credential.

b. All disciplinary actions are taken pursuant to procedures adopted by the Board from time to time, which procedures may be amended only by a two-thirds vote of the Board.

ARTICLE IV Board of Directors

Section 1 - Number and Term

The property, affairs, business and concerns of the Association shall be managed by a Board of Directors consisting of the elected officers of the Association and nine Directors elected by the membership. These elected officers and elected Directors shall be referred to as "members of the Board of Directors" except where otherwise indicated for reasons of specificity. All such members of the Board of Directors must be Active members of the Association. The Directors shall serve overlapping three-year terms or until their successors are elected, with three directorships falling vacant every year. Directors shall be eligible for reelection, except

that no Director may serve more than two consecutive full terms. Past Presidents of the Association shall have the right to speak at Board meetings without the right to vote.

Section 2 - Duties

The Board of Directors shall have the power and authority to manage the Association's property and to regulate and govern its affairs; to determine policies and changes therein; to specify and review the work of the elected officers; to decide on applications for membership; and to devise and execute such measures as the membership may direct or which, in the judgment of the Board of Directors, are necessary or desirable on behalf of the Association or in furtherance of its policies and objectives.

Section 3 - Meetings and Quorum

a. The Board of Directors shall meet for transaction of Association business at least twice each year. Seven members of the Board of Directors shall constitute a quorum. No proxy voting shall be allowed. Between meetings, the Board may adopt resolutions by unanimous written consent as provided by law. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

b. Special meetings of the Board of Directors may be called by the President, and the President must call a special meeting at the written request of at least six members of the Board. Notice of a special meeting must be mailed to all Board members at least twenty days in advance or, if given by other means than mail, must be received at least fourteen days in advance, unless the Board agrees unanimously to suspend this requirement.

c. The act of a majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, except where otherwise provided by law or these Bylaws.

d. Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to

this Section shall constitute presence in person at such meeting.

e. Notice of any meeting of the Board shall be given by mail, electronic mail, or fax.

Section 4 - Vacancies

When a vacancy occurs on the Board of Directors, the same shall be filled without undue delay by the Board of Directors. The appointee shall hold office until the annual meeting of members, at which time an Active member shall be elected to serve the remainder of the unexpired term. Should the office of President become vacant, it shall be filled by the President-Elect.

Section 5 - Removal

Any Director or officer may be removed from office by vote of the voting members at any annual or special meeting of such members. Any motion to remove a Director or officer may be presented to the voting members for vote only upon a two-thirds vote of the Board of Directors, or upon submission to the President of a petition for removal signed by at least 100 voting members of the Association.

ARTICLE V Officers

Section 1 - Number and Term

The officers shall consist of a President, President-Elect, Secretary, and Treasurer. They shall hold office for two years or until their successors are elected. The officers shall be elected as provided in Article XI, Section 2. No President shall be elected to serve more than one full term, and no Secretary or Treasurer shall be elected to serve more than two full terms in that office. All elected officers shall be, by virtue of their office, members of the Board of Directors. If the office of President-Elect, Secretary, or Treasurer becomes vacant, the office shall be filled by vote of the Board of Directors pending the next annual meeting of the voting members of the Association, at which meeting the remainder of the unexpired term, if any, of such office shall be filled.

Section 2 - Duties

a. The President shall be the principal executive officer of the Association and shall in general supervise all of the affairs of the Association and be responsible for the operation of the Association Headquarters. The President shall be the Chairman of the Board and shall

preside at all meetings of the Association, the Board of Directors, and the Executive Committee and shall be a member ex officio of all committees, except the Nominating and Leadership Development Committee, without the right to vote unless otherwise provided by these Bylaws. The President shall share with the Treasurer the right to sign checks and warrants for the withdrawal of Association funds. The President shall execute on behalf of the Association all documents, obligations, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or these Bylaws or by statute to some other officer or agent of the Association. The President shall perform such other duties applicable to the office of President as prescribed by the parliamentary authority adopted by the Association. The President shall be responsible for carrying out the policies and directives adopted or approved by the Board of Directors.

b. The President-Elect shall automatically become President at the end of the current term of office. The President-Elect shall perform all duties applicable to the office of vice-president as prescribed by the parliamentary authority adopted by the Association or as may be presented by the Board of Directors from time to time and shall be a member ex officio of all committees, except the Nominating and Leadership Development Committee, without the right to vote unless otherwise provided by these Bylaws.

c. The Secretary shall perform the duties prescribed by these Bylaws, by the parliamentary authority adopted by the Association where it does not conflict with the Bylaws, or as may be provided by the Board of Directors from time to time. Some of the duties of this office may be delegated, if so authorized by the Board of Directors.

d. The Treasurer shall perform the duties prescribed by these Bylaws, by the parliamentary authority adopted by the Association where it does not conflict with the Bylaws, or as may be provided by the Board of Directors from time to time. Some of the duties of this office may be delegated, if so authorized by the Board of Directors. The Treasurer shall maintain the financial records of the Association, arrange for an annual audit thereof by an independent agent and, upon request of the Board of Directors, open all records for inspection. The financial records maintained by the Treasurer remain the property of the Association.

ARTICLE VI Executive Committee

Section 1 - Number and Term

The Executive Committee shall consist of the elected officers of the Association; i.e. the President, President-Elect, Secretary, and Treasurer (all four of whom shall be voting members of the Executive Committee), and a nonvoting staff member approved by the Board of Directors. The Executive Committee has such policy-making and executive authority as may be vested in it by the Board of Directors, except that it shall have no authority in the following matters:

- a. submission to members of any action requiring members' approval;
- b. the filling of vacancies in the Board of Directors or Executive Committee;
- c. other matters expressly prohibited by statute.

The Executive Committee shall consist at all times of three or more directors and it shall have and exercise the authority of the Board of Directors in management of the Association; but the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law. The Executive Committee may act in between meetings of the Board.

Section 2 - Meetings and Quorum

a. The Executive Committee shall meet for transaction of Association business as authorized in Article V, Section 1 at least twice each year. Three voting members of the Executive Committee shall constitute a quorum. The majority vote of the voting members of the Executive Committee at a meeting at which a quorum is present shall be the act of the Executive Committee.

b. All members of the Board of Directors shall be notified at least twenty-four hours in advance of meetings of the Executive Committee and told the purpose of the meeting. The minutes of Executive Committee meetings shall be promptly approved by the Executive Committee and sent to all members of the Board of Directors.

ARTICLE VII Other Committees

Section 1 - Appointment of Committee Heads and Members

Unless otherwise specified in these Bylaws, and subject to approval by the Board of Directors, the President shall appoint or reappoint all committee heads, all of whom must be voting members of the Association. Members of any committee shall be appointed by the President in the same manner or selected by the head of the committee, subject to approval by the Board of Directors.

Only Active members of the Association may serve on, or be committee heads of, the standing committees. Vacancies in the membership of any committee may be filled on an interim basis by appointments made by the President.

Section 2 - Standing and Other Committees; Purposes

The Association shall have the following standing committees exercising the authority of the Board of Directors: Executive Committee, Finance and Audit, Ethics, Active Membership Review, and Nominating and Leadership Development. The delegation to such committees of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon them by law.

a. **Finance and Audit.** The Finance and Audit Committee shall include, but not be limited to, the members of the Executive Committee. This committee shall oversee the finances of the Association, including, but not limited to, drawing up a budget for each fiscal year to be submitted to the Board of Directors for approval before the beginning of the fiscal year.

b. **Ethics.** All Past Presidents of the Association who wish to serve shall be members of this committee, and the committee shall consist of at least five members, including any others appointed by the President and approved by the Board. The Ethics Committee shall deal with problems affecting the relationship of translators and interpreters with their peers and others as provided in policies and procedures adopted by the Board.

c. **Active Membership Review.** The Active Membership Review Committee shall examine and process, through peer evaluations, applications for Active and Corresponding membership, as set forth in

Article III of these Bylaws and in accordance with policies and procedures adopted by the Board. Committee recommendations to reject Active membership applications shall be forwarded to the Board of Directors for approval, with notification of such determinations made by Association Headquarters, in accordance with policies and procedures adopted by the Board.

d. **Nominating and Leadership Development.**

1) The Nominating and Leadership Development Committee shall be appointed by the Board of Directors upon the recommendation of the President. It shall consist of five members, none of whom shall be a candidate for office that year.

2) The Nominating and Leadership Development Committee shall propose candidates for each elective position of the Association. The names of the candidates proposed, whose written acceptances must have been obtained by the Nominating and Leadership Development Committee, shall be presented to the Board of Directors for publication to the members.

3) Further nominations, accompanied by the written acceptance of the nominees, may be entered by petition in writing endorsed by the signature of at least sixty voting members and shall be received by the Nominating and Leadership Development Committee not later than thirty calendar days after publication by the Board of Directors of the names of the candidates the Nominating and Leadership Development Committee has proposed.

4) The Nominating and Leadership Development Committee shall play an active role in the identification and development of future leaders of the Association, adopting and implementing best practices relating to leadership development.

5) Nominations from the floor of the meeting for office are not permitted.

e. Such other committees, standing or special, as are deemed necessary to carry on the work of the Association, may be established by the Board of Directors by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Unless otherwise provided in a resolution of,

or procedures adopted by, the Board of Directors designating a committee, a majority of each committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII Compensation and Administrative Secretariat

Section 1 - Compensation

Officers, Directors, chairmen and members of committees of the Association or any of its Chapters or Divisions shall receive no salary or other compensation with the exception that editors of ATA Division and Chapter publications may receive a modest honorarium, as authorized by the Board. Duly authorized expenses incurred on behalf of the Association shall be reimbursed.

Section 2 - Headquarters

The site of the Association Headquarters shall be determined by the Board of Directors.

Section 3 - Staff

- a. The administration and management of the Association Headquarters shall be the responsibility of a salaried staff under the leadership of an Executive Director appointed by the Board of Directors.
- b. The function of the staff shall be to ensure the continuity of all administrative, secretarial, clerical, and other routine operations, to direct the activities of Association Headquarters, and to perform such other duties as the Board of Directors acting through the President may direct.

ARTICLE IX Publications and Public Statements

Section 1 - Publications

The Association shall publish and distribute to its members and the public any material the Board of Directors may authorize. Control of all Association publications shall be vested in the Board of Directors.

Section 2 - Public Statements

The Association shall not be responsible for statements or opinions advanced in its publications or in papers or discussions at meetings of the Association, or its Chapters or Divisions, nor for statements made by any of its members, officers, or staff, except those authorized by the Board of Directors.

ARTICLE X Annual Meeting of All Members

The annual meeting of all members shall be held at a time and place determined by the Board of Directors in conjunction with the annual meeting of the voting members of the Association, and shall include such matters as determined by the Board of Directors, including presentation and installation of newly elected Directors and officers, and other matters presented by the members at such meeting in accordance with procedures adopted by the Board of Directors.

ARTICLE XI Meetings of Voting Members

Section 1 - Place of Meeting

Regular or special meetings of voting members shall be held at such locations as shall be determined by the Board of Directors.

Section 2 - Annual Meetings

A meeting of the voting members shall be held annually at such time and date as shall be determined by the Board of Directors, to fill all expiring terms of directors of the Association, to fill any existing vacancies on the Board of Directors for the remainder of the unexpired terms, and for the transaction of such other business as shall come before the meeting in accordance with procedures adopted by the Board of Directors. At such meeting any vacancies in the positions of President-Elect, Secretary, or Treasurer shall also be filled for the expired term. In odd-numbered years the President-Elect, Secretary, and Treasurer of the Association shall also be elected at such annual meeting. Unless otherwise determined by the Board of Directors, the annual meeting of the voting members shall be held in conjunction with the annual meeting of all members as provided in Article X.

Section 3 - Special Meetings

Special meetings of the voting members, for any purpose or purposes, may be called by the President or the Board of Directors, and shall be called by the President at the request in writing by voting members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting.

Section 4 - Notice of Meetings of Voting Members

a. **Notices of annual and special meetings.** Written notice of each annual or special meeting of voting members shall be given, in person or by first class mail or electronic transmission, to all voting members, not less than ten days nor more than fifty days before the date set for such meeting.

b. **Notices of special meetings.** In addition to the above requirements, a notice of a special meeting shall state the purpose for which the special meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting.

Section 5 - Record Date for Eligibility to Vote

For the purpose of determining the members entitled to vote at any meeting of voting members or any adjournment thereof, or for the purpose of any other action by the voting members, the Board of Directors shall fix, in advance, a date as the Record Date for any such determination of voting members. Such Record Date shall not be more than fifty nor less than ten days before the date of such meeting.

Section 6 - Inspectors of Election

The Board of Directors may appoint one or more inspectors to act at the meeting or any adjournment thereof. The inspectors shall determine the members eligible to vote, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, and determine the result.

Section 7 - Quorum

At any meeting of the voting members, the members entitled to cast either ten percent of the total number of votes entitled to be cast at the meeting, or 100 votes, whichever is lesser, shall constitute a quorum for the transaction of any business. The voting members may adjourn the meeting despite the absence of a quorum.

Section 8 - Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another voting member or members to act for such member by proxy in accordance with policies and procedures adopted by proxy, in accordance with policies and procedures adopted by the Board of Directors. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 9 - Voting

Each voting member in good standing as of the Record Date of the meeting shall be entitled to one vote. Every elective office shall be filled by the candidate receiving the highest number of votes. Except as otherwise provided by these Bylaws or by law, other matters submitted to membership vote shall be decided by a simple majority of those voting at a meeting at which a quorum is present.

ARTICLE XII Chapters

Section 1 - Purposes

A Chapter of the Association serves as a forum for translators and interpreters in a specific geographic area. It organizes meetings to further cooperation and information exchange among its members, provides information and services needed on the local level, serves as a means of communication between the national Association and local members, and supports and promotes the policies and objectives of the Association.

Section 2 - Establishment

a. A petition for the establishment of a Chapter must be signed by twenty or more voting members of the Association who reside or work in the geographic area defined in the petition. The petition shall include a copy of the bylaws of the proposed Chapter.

b. The signed petitions shall be submitted to the Board of Directors, which, at its discretion, shall determine whether the Chapter may be established.

Section 3 - Membership and Bylaws

- a. Membership in the Association is not required for membership in a Chapter. The president and vice president(s) of the Chapter must be voting members of the Association.
- b. Nothing shall prevent a Chapter from establishing additional objectives and requirements for membership, provided that they are not contrary to the stated policies and objectives of the Association.
- c. Any changes in the bylaws of a Chapter must be submitted to the Association for approval. All Chapters must comply with the Association's Bylaws, and by the rules and policies established by the Board of Directors.

Section 4 - Reports

Every Chapter shall submit a report of its activities and a financial statement to its members and to the Association annually.

Section 5 - Operating Funds

Operating funds for the Chapter may be provided by allotment of a share of the annual Association dues paid by the Chapter's members. Eligibility to receive such an allotment shall be determined by the Board of Directors of the Association. Requests for additional funds or loans may be submitted to the Board of Directors and may be granted by the Board of Directors at its discretion. All funds received by a Chapter from the Association shall be used exclusively for purposes fulfilling the Association's policies and objectives.

Section 6 - Termination of Agreement

When the activities of a Chapter are deemed to run counter to the established policies and objectives of the Association, the Board of Directors, by a two-thirds vote, may terminate the agreement between the Chapter and the Association.

**ARTICLE XIII
Divisions**

Section 1 - Purposes

A Division of the Association consists of members who share a common interest in a specific aspect of the profession. It serves as a means of communication between its members and the Board of Directors, provides information and services to its members in

their own specific field of interest, organizes meetings to further cooperation and information exchange among them, and supports and promotes the policies and objectives of the Association.

Section 2 - Establishment

- a. A petition for the establishment of a Division must be signed by twenty or more voting members of the Association who shall signify their desire to participate in the activities of the Division.
- b. The signed petition shall be submitted to the Board of Directors, which, at its discretion, shall determine whether the Division may be established.

Section 3 - Membership

- a. A member of the Division must be a member in good standing of the Association. The officers of the Division must be voting members of the Association.
- b. A Division must abide by the Association's Bylaws, and by the rules and policies established by the Board of Directors.

Section 4 - Reports

A Division shall submit a report of its activities to its members and to the Board of Directors of the Association annually.

Section 5 - Operating Funds

The Association provides the operating funds for Divisions. All funds received by a Division shall be used exclusively for purposes fulfilling the Association's policies and objectives.

Section 6 - Dissolution and Suspension

When the activities of a Division are deemed to run counter to the established policies and objectives of the Association, the Board of Directors, by a two-thirds vote, may dissolve that Division or declare its activities suspended.

ARTICLE XIV
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XV
Amendment of Bylaws

a. These Bylaws may be altered, amended, or repealed only by a two-thirds vote of the voting members of the Association at any regular or special meeting called for that purpose. The complete text of the proposed change shall be submitted to each voting member in writing prior to the meeting.

b. Amendments may be proposed by the Board of Directors or by petition of fifty voting members of the Association. Proposals originating by petition shall be submitted in writing to the Board of Directors for presentation to the membership.

ARTICLE XVI
Fiscal Year

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XVII
Indemnification

The Association may indemnify all officers and Directors of the Association to the full extent permitted by the New York Not-For-Profit Corporation Law, as amended, and shall be entitled to purchase insurance for such indemnification of officers and Directors to the full extent as determined from time to time by the Board of Directors of the Association.

Revised: October 27, 2011

BYLAWS OF THE NORTHWEST TRANSLATORS AND INTERPRETERS SOCIETY

Article I. Objectives of the Society

The Northwest Translators and Interpreters Society (hereinafter "NOTIS") is established by and for translators and interpreters in Seattle and the Northwest region, namely, the states of Alaska, Idaho, Montana, Oregon and Washington, and shall have the following objectives:

1. Professional

- a) To promote the recognition and advancement of the professions of translation and interpretation.
- b) To promote high standards of professional ethics and business practices for translators and interpreters.
- c) To protect and safeguard the rights and interests of professional translators and interpreters.
- d) To provide information to translators and interpreters which will advance their intellectual interests.
- e) To support the training of translators and interpreters.
- f) To support the accreditation program of the American Translators Association (ATA), and other ATA policies and activities which advance the profession of translators and interpreters.
- g) To maintain relations with the ATA and with regional groups who represent these professions.

2. Practical

- a) To provide information to practitioners of translation and interpretation which will improve their business abilities.
- b) To provide information which will assist newcomers to the professions of translation and interpretation in establishing themselves in the marketplace.
- c) To assist members in marketing their services, although NOTIS does not provide referrals or engage in commercial negotiations on behalf of translators and interpreters.

3. Personal

To provide a forum in which translators and interpreters and those in allied fields can establish acquaintance, network, and discuss mutual needs and business objectives.

4. Public

- a) To inform the general public, clients, and persons in allied fields about NOTIS and the professions of translation and interpretation.
- b) To continue the process of raising awareness and respect for professional translators and interpreters.
- c) To work toward increased recognition of the need for monetary compensation commensurate with the experience, training, effort, and abilities required to provide quality translation and interpreting services.

5. Political

To seek to influence public policy as it applies to the professions of translation and interpretation.

Article II. Means of Meeting the Objectives of the Society

The Society will strive to meet these objectives by conducting any and all activities, as defined in its Policy Documents, designed to further its objectives, and to promote the general welfare of the Society.

Article III. Membership

Any person or organization residing in the above-mentioned states who agrees to adhere to the above-stated objectives, meets the criteria of the classes stated below, and pays the corresponding dues, may become a member of NOTIS. The membership of any NOTIS member who relocates outside the above-mentioned states shall lapse, effective with the move.

1. Membership Classes. The classes of membership are:

- a) Individual: Individual membership shall be open to any person who is a professional translator or interpreter, or any person with an interest in the field who desires to further the objectives of NOTIS. Individual membership is in the name of the individual only and confers neither corporate nor institutional membership on the individual's company, employer or institution.
- b) Institutional: Institutional membership shall be open to any nonprofit institution with an interest in the translation or interpretation profession. Membership shall be in the name of the institution, not in the name of an individual. Individuals associated with an institutional member may qualify as members in the individual class in their own right.
- c) Corporate: Corporate membership shall be open to any business firm with an interest in the translation or interpretation profession. Membership shall be in the name of the firm, not in the name of an individual. Individuals associated with a corporate member may qualify as members in the individual class in their own right.

2. Application for Membership: To apply for membership, a signed application for membership accompanied by the current year's annual dues shall be filed with the chairperson of the Membership Committee.

3. Dues: The annual dues for all classes of membership and the modality of payment shall be established by the Board of Directors. Membership is valid from January 1 through December 31 of a given year.

4. Rights and Privileges: Members shall be entitled but not limited to the following benefits:

- a) Individual Members shall have the right to attend any of the Society's public or Board meetings, and shall receive all of the Society's regular publications free or at special membership rates. They shall also have the right to vote and to hold office in NOTIS.
- b) Institutional or Corporate Members shall have all the rights and privileges of individual members, with the exception of the right to vote and the right to hold office. Other rights shall be exercised through a maximum of three individuals designated by the organization holding the membership, and the Society must be informed of the names of the designated individuals at the time of the rights are exercised. This appointment does not confer membership on the designated individual.
- c) Members of the Society shall have the right to advertise in the publications of the Society at special membership rates.

5. Expulsion: Expulsion procedures shall be those determined by the Board of Directors. A member may be expelled from the Society for any of the following causes:

- a) malfeasance in office as a Director, committee chair or other officer of the Society;
- b) conduct or public statements injurious to the Society or the profession, such as misrepresentation in advertising or public libel against a colleague in the profession;
- c) falsification or misrepresentation in the original application for membership in the Society; or
- d) violation of professional ethics.

Article IV. Officers

The officers of NOTIS shall be a President, a Vice-President, a Secretary, and a Treasurer.

1. Duties. Their duties shall be those normally assumed for these offices, as defined in the Policy Documents.

2. **Term of Office.** The term of office shall be for two years, beginning on January 1 and ending on December 31. In order to assure continuity, the officers' terms shall overlap to the extent possible.

3. **Appointment of Officers.** The Board shall appoint the NOTIS Officers from among its members in December of each year. In case of a resignation or other unexpected vacancy, the Board shall appoint a Director to hold that office for the remainder of the term of that office.

Article V. The Board of Directors

1. **Membership.** The Board of Directors shall consist of a maximum of fourteen persons and shall include the Society's Officers, the Immediate Past President, and up to nine Directors.

2. **Duties.** The Board shall transact the business of NOTIS, defining policies and procedures in Policy Documents when necessary. By a simple majority vote, the Board may delegate decisions to a vote of all voting members of NOTIS.

3. **Quorum.** A quorum at meetings of the Board of Directors shall consist of a majority of Director positions filled.

4. **Election to the Board of Directors.** The membership shall elect Directors at the annual meeting held once each calendar year. Directors shall be elected for a two-year term, commencing on January 1. In case of a resignation or other unexpected vacancy, the Board shall appoint a person to hold that Director position for the remainder of the departing individual's term of office.

5. **Nominating Committee for Board of Directors.** The Board of Directors shall appoint a Nominating Committee in the spring of each year to propose candidates to the membership for the Director posts to be filled for the coming year. The committee shall include one Board member and two members at large, one of whom shall serve as chair. In selecting candidates, the committee shall endeavor to develop a Board with wide-ranging abilities and strengths to serve NOTIS and its members.

Article VI. Conduct of Elections

1. **Supervisor of Elections.** The Board of Directors shall appoint a Supervisor of Elections responsible for proper conduct of the annual election and any other elections or votes by the membership, such as amendments to the Bylaws.

2. **Method of Voting.** The Supervisor shall ensure that the necessary information for the election is provided to the membership at least ten business days in advance of the election. The membership shall have the opportunity to vote by mail, provided ballots are received by the Supervisor of Elections prior to the meeting at which the election is to be held, or in person at the meeting.

3. **Quorum.** A quorum for meetings of the membership shall consist of twenty-five members or ten percent of the total membership, whichever is fewer.

4. **The Election.** The Supervisor shall conduct the election, with the assistance of as many volunteers as deemed necessary. The affirmative votes of a majority of those voting in the election shall serve to elect a candidate as Director. Amendment to the bylaws shall require a two-thirds majority of those voting.

Article VII. Committees

Standing committees shall be: Computer, Directory, Editorial Review, Membership, and Program. It shall be the responsibility of the Board to establish other committees as needed and to appoint committee chairpersons.

Article VIII. Amendments to the Bylaws

Amendments to these bylaws may be proposed by the Board of Directors or by petition of no fewer than 10 voting members of the Society. 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 reach individual members no fewer than 15 business days prior to the date of the meeting at which the vote is to be taken. Adoption of an amendment requires a 2/3 majority vote as outlined in Article 6, Conduct of Elections.

Article IX. Parliamentary Authority

Unless otherwise covered by these Bylaws of NOTIS, Robert's Rules of Order, Revised, Modern Edition, shall apply at all meetings of the Society.

Article X. Dissolution

The Society may be dissolved only by a vote of 3/4 of the members present at a special meeting called for that purpose. On the dissolution of the Society, all the assets remaining after satisfaction of the Society's obligations shall be distributed, at the discretion of the Board of Directors, among foundations or learned societies that are organized and operated exclusively for charitable, scientific, literary or educational purposes, that allow no part of their net earnings to inure to the benefit of any private member or individual, and that do not carry on propaganda or participate or intervene in any political campaign.

(Adopted June 1988; revised July 1989, December 1990, June 1992, October 1996, October 1998, November 2001)



**american
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225 Reinekers Lane, Suite 590
Alexandria, Virginia 22314

www.atanet.org
ata@atanet.org

Telephone: (703) 683-6100
Fax: (703) 683-6122

REQUEST FOR ATA DISTINGUISHED SPEAKER SEED MONEY

Chapter Information		
Chapter Name:	Atlanta Association of Interpreters and Translators	
Chapter Contact:	Name: Mary Maloof-Fleck (President)	
	Address: P. O. Box 12345 Atlanta, GA 12345	
	Phone: (xxx) xxx-xxxx (Mary's cell) Fax: (xxx) xxx-xxxx(Mary's fax)	
	E-Mail: mmaloof@aait.org	
Speaker Information		
Speaker Name:	Marko Miletich, Program Coordinator, Certificate in Translation Studies, University College, Adelphi University	
Speaker Topic:	Translation Standards and Best Practices	
Date & Time of Meeting:	Conference: September 25 th & 26 th , 2010	
Location of Meeting:	CROWNE PLAZA PERIMETER NW. Atlanta	
Please check the following as it applies to your speaker selection.		
<input type="checkbox"/> This speaker is not on the ATA Distinguished Speaker List. (Please attach a biography or résumé.) <input checked="" type="checkbox"/> This speaker will address a broad audience among our chapter members. <input checked="" type="checkbox"/> This speaker will address an underserved audience among our chapter members. <input type="checkbox"/> Other reasons for this speaker to address your chapter. Please attach separate page.		
Financial Information		
Amount Requested:	\$500 <i>(up to \$500; supporting budget must be attached)</i>	
To be completed by ATA		
Signature of ATA Professional Development Committee Chair:	Date:	
Check Amount: \$	Check Number:	Check Date:
Please return this form with your attached budget to: American Translators Association, Attn: Jamie Padula, Chapter and Division Relations Manager, 225 Reinekers Lane, Suite 590, Alexandria, Virginia 22314. You may also fax this form to (703) 683-6122 or return by email to jamie@atanet.org .		

INDIVIDUAL PETITION FOR CHAPTER STATUS

I, the undersigned, am an individual voting member in good standing of the American Translators Association.

I hereby petition for the establishment of a chapter of the American Translators Association, to be known as the *Upper Midwest Translators and Interpreters Association (UMTIA)*, which shall abide by the Bylaws of the American Translators Association and the chapter bylaws attached hereto. The geographical area of the proposed chapter includes the states of Iowa, Minnesota, North Dakota, South Dakota, and Wisconsin

Date: _____ ATA Member ID #: _____

Signature: _____

Please print or type name and address below.

Name: _____

Address: _____

City: _____ State: _____ Zip _____

Rev. 8/7/02

"A petition for the establishment of a Chapter must be signed by twenty or more voting members of the Association who reside or work in the geographic area defined in the petition and who shall signify their individual intention to remain members of the Association. The petition shall include a copy of the bylaws of the proposed Chapter."



225 Reinekers Lane, Suite 590
Alexandria, Virginia 22314

www.atanet.org
ata@atanet.org

Telephone: (703) 683-6100
Fax: (703) 683-6122

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2001 ATA Annual Chapter and Affiliate Report

Please complete this form, provide the requested attachments, and return to Mary David, ATA Headquarters, 225 Reinekers Lane, Suite 590, Alexandria, Virginia 22314. Please contact Mary by phone [(703) 683-6100 x3009] or e-mail [mary@atanet.org] if you have any questions.

Name of Group:			
Abbreviation:			
Website Address:			Webmaster:
Mailing Address:			E-mail Address:
Official Telephone Number:			Fax:
Membership Total (12/31/01):	_____		
Active Members of ATA:	_____		
Other Members of ATA:	_____		
Types of Membership: <i>Please check categories used in your chapter or group.</i>	Associate:	<input type="radio"/> yes	Dues Amt:
	Active:	<input type="radio"/> yes	Dues Amt:
	Student:	<input type="radio"/> yes	Dues Amt:
	Corporate:	<input type="radio"/> yes	Dues Amt:
	Individual:	<input type="radio"/> yes	Dues Amt:
	Institutional:	<input type="radio"/> yes	Dues Amt:
	Household :	<input type="radio"/> yes	Dues Amt:
	Standard:	<input type="radio"/> yes	Dues Amt:
	Professional:	<input type="radio"/> yes	Dues Amt:
	Honorary:	<input type="radio"/> yes	Dues Amt:
	Patron:	<input type="radio"/> yes	Dues Amt:
	Lifetime:	<input type="radio"/> yes	Dues Amt:
President:	<i>Name:</i>	<i>Phone:</i>	
	<i>Address:</i>		
	<i>E-Mail:</i>		
Vice President:	<i>Name:</i>	<i>Phone:</i>	
	<i>Address:</i>		
	<i>E-Mail:</i>		
Secretary:	<i>Name:</i>	<i>Phone:</i>	
	<i>Address:</i>		
	<i>E-Mail:</i>		

Treasurer:	<i>Name:</i> <i>Phone:</i> <i>Address:</i> <i>E-Mail:</i>															
Accreditation Chair:	<i>Name:</i> <i>Phone:</i> <i>Address:</i> <i>E-Mail:</i>															
Membership Chair:	<i>Name:</i> <i>Phone:</i> <i>Address:</i> <i>E-Mail:</i>															
Program Chair:	<i>Name:</i> <i>Phone:</i> <i>Address:</i> <i>E-Mail:</i>															
Other Officers: <i>Additional officers may be listed at the end of this report or on a separate piece of paper.</i>	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;"><i>Name:</i></td> <td style="width: 33%;"><i>Position</i></td> <td style="width: 33%;"><i>E-Mail:</i></td> </tr> <tr> <td><i>Name:</i></td> <td><i>Position</i></td> <td><i>E-Mail:</i></td> </tr> <tr> <td><i>Name:</i></td> <td><i>Position</i></td> <td><i>E-Mail:</i></td> </tr> <tr> <td><i>Name:</i></td> <td><i>Position</i></td> <td><i>E-Mail:</i></td> </tr> <tr> <td><i>Name:</i></td> <td><i>Position</i></td> <td><i>E-Mail:</i></td> </tr> </table>	<i>Name:</i>	<i>Position</i>	<i>E-Mail:</i>	<i>Name:</i>	<i>Position</i>	<i>E-Mail:</i>	<i>Name:</i>	<i>Position</i>	<i>E-Mail:</i>	<i>Name:</i>	<i>Position</i>	<i>E-Mail:</i>	<i>Name:</i>	<i>Position</i>	<i>E-Mail:</i>
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<i>Name:</i>	<i>Position</i>	<i>E-Mail:</i>														
Does your group have an official "permanent" office?																
Election Month: Term of Office: Who is eligible to vote:																
Newsletter Name: Newsletter Editor: Newsletter Editor E-mail: Newsletter Assistant Editor Circulation: Frequency of Newsletter: Subscription Rate:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;"><i>Name:</i></td> <td style="width: 33%;"><i>Phone:</i></td> </tr> <tr> <td colspan="2"><i>Address:</i></td> </tr> <tr> <td colspan="2"> </td> </tr> <tr> <td><i>Name:</i></td> <td><i>Phone:</i></td> </tr> <tr> <td colspan="2"><i>Address:</i></td> </tr> <tr> <td colspan="2"><i>E-Mail:</i></td> </tr> </table>	<i>Name:</i>	<i>Phone:</i>	<i>Address:</i>		 		<i>Name:</i>	<i>Phone:</i>	<i>Address:</i>		<i>E-Mail:</i>				
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<i>Address:</i>																
<i>Name:</i>	<i>Phone:</i>															
<i>Address:</i>																
<i>E-Mail:</i>																

Other Publications in 2001:	
Accreditation Contact:	<i>Name:</i> <i>Address:</i> <i>E-Mail:</i>
How many accreditation exam sittings did you sponsor in the last year?	
Did you sponsor workshops in advance of the sittings?	
Workshop coordinator(s):	<i>Name:</i> <i>Address:</i> <i>E-Mail:</i>
Other activities or services provided by your group; for example, database information, referrals, etc.	
Regular Meetings? <input type="radio"/> yes <input type="radio"/> no	Workshops? <input type="radio"/> yes <input type="radio"/> no
Job Referrals? <input type="radio"/> yes <input type="radio"/> no	Job Fair? <input type="radio"/> yes <input type="radio"/> no
Annual Meeting? <input type="radio"/> yes <input type="radio"/> no	Holiday Event? <input type="radio"/> yes <input type="radio"/> no
Other Activities or Services?	
Signature of chapter officer preparing report:	
Print name of chapter officer preparing report:	
Date of Report:	
Chapters and Affiliates Only:	Please attach the chapter or affiliate's financial report for 2001 and the group's membership list as of December 31, 2001.

Please use the space below for any additional information you would like to add about your chapter.



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225 Reinekers Lane, Suite 590
Alexandria, Virginia 22314

www.atanet.org
ata@atanet.org

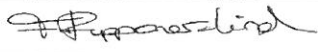
Telephone: (703) 683-6100
Fax: (703) 683-6122

2001 ATA Annual Chapter and Affiliate Report

Please complete this form, provide the requested attachments, and return to Mary David, ATA Headquarters, 225 Reinekers Lane, Suite 590, Alexandria, Virginia 22314. Please contact Mary by phone [(703) 683-6100 x3009] or e-mail [mary@atanet.org] if you have any questions.

Name of Group:	Mid-America Chapter of ATA	
Abbreviation:	MICATA	
Website Address:	www.ata-micata.org	Webmaster: Ben Tompkins
Mailing Address:	P.O. Box 144 Shawnee Mission, KS 66201	E-mail Address:
Official Telephone Number:		Fax:
Membership Total (12/31/01):	122 total members	
Active Members of ATA:	37 active ATA members	
Other Members of ATA:	44 other ATA members	
Types of Membership: <i>Please check categories used in your chapter or group.</i>	Individual	\$20 (renewal \$15)
	Corporate	\$60 (renewal \$50)
	Household	\$25 (renewal \$20)
President:	<i>Name:</i> Frieda Ruppenner-Lind <i>Address:</i> 9723 Overbrook Road Leawood, KS 66206 <i>E-Mail:</i> frieda@friedadot.com or friedarl@earthlink.net	<i>Phone:</i> (913) 649-5147 or (913)-648-6054
Vice President:	<i>Name:</i> Doris Ganser <i>Address:</i> 8301 E. 166 th Street Belton, MO 64012 <i>E-Mail:</i> 74170.2570@compuserve.com	<i>Phone:</i> (816) 331-1863
Secretary:	<i>Name:</i> Norma Pringle <i>Address:</i> 406 Ripley St., #1 Columbia, MO 65201 <i>E-Mail:</i>	<i>Phone:</i> (573) 442-7421 (h); (573) 875-7597 (bus)
Treasurer:	<i>Name:</i> Ben Tompkins <i>Address:</i> 5416 Brookside Kansas City MO 64112 <i>E-Mail:</i> translate@kc.rr.com	<i>Phone:</i> (816) 914-4184

Accreditation Chair:	<i>Name:</i> _____ <i>Phone:</i> _____ <i>Address:</i> _____ <i>E-Mail:</i> _____
Membership Chair:	<i>Name:</i> Meeri Yule <i>Address:</i> 6600 Sweetbriar Lane, Kansas City, MO 64151 <i>E-Mail:</i> meeri.yule@prodigy.net
Program Chair:	<i>Name:</i> _____ <i>Phone:</i> _____ <i>Address:</i> _____ <i>E-Mail:</i> _____
Other Officers: <i>Additional officers may be listed at the end of this report or on a separate piece of paper.</i>	<i>Name:</i> William O. Bergerson <i>Position:</i> Board member <i>E-Mail:</i> DrBergerson@earthlink.net <i>Name:</i> Anne Hutchings Chamberlain <i>Position:</i> Board member <i>E-Mail:</i> DChamb996@aol.com <i>Name:</i> Luisa Gimenez Fuhlage <i>Position:</i> Board member <i>E-Mail:</i> fuhlage@missouri.edu <i>Name:</i> Meeri Yule <i>Position:</i> Membership Chair <i>E-Mail:</i> meeri.yule@prodigy.net
Does your group have an official "permanent" office?	No
Election Month:	August
Term of Office:	1 year
Who is eligible to vote:	All MICATA members in good standing
Newsletter Name:	<i>MICATA Monitor</i>
Newsletter Editor:	<i>Name:</i> Kathy H. Foster <i>Address:</i> 5319 Foxridge Dr., No. 302, Mission, KS 66202 <i>Phone:</i> (913) 362-0569 (h); (816) 767-1117 (bus)
Newsletter Editor E-mail:	kfoster@sh3.com
Newsletter Assistant Editor:	<i>Name:</i> _____ <i>Phone:</i> _____ <i>Address:</i> _____ <i>E-Mail:</i> _____
Circulation:	135 copies
Frequency of Newsletter:	6 issues per year
Subscription Rate:	Free to members
Other Publications in 2001:	Membership Directory (for members only) MICATA Membership Brochure

Accreditation Contact:	<i>Name:</i> Frieda Ruppenner-Lind <i>Address:</i> 9723 Overbrook Rd., Leawood, KS 66206 <i>E-Mail:</i> : frieda@friedadot.com or friedarl@earthlink.net		
How many accreditation exam sittings did you sponsor in the last year?	2 exams		
Did you sponsor workshops in advance of the sittings?	1 workshop		
Workshop coordinator(s):	<i>Name:</i> Frieda Ruppenner-Lind and Anja Lodge <i>Address:</i> <i>E-Mail:</i>		
Other activities or services provided by your group; for example, database information, referrals, etc.			
Regular Meetings?	yes	Workshops?	yes
Job Referrals?	no	Job Fair?	no
Annual Meeting?	yes	Holiday Event?	yes
Other Activities or Services?	Fora linguarum: Practice sessions for translators		
Signature of chapter officer preparing report:			
Print name of chapter officer preparing report:	Frieda Ruppenner-Lind		
Date of Report:	April 23, 2002		
Chapters and Affiliates Only:	Please attach the chapter or affiliate's financial report for 2001 and the group's membership list as of December 31, 2001.		

Please use the space below for any additional information you would like to add about your chapter.

Law Offices

JENNER & BLOCK

A Partnership Including Professional Corporations

601 Thirteenth Street, N.W.
Suite 1200
Washington, D.C. 20005

MEMORANDUM

GENERAL CONSIDERATIONS FOR
DETERMINING WHETHER TO INCORPORATE

This memorandum addresses the major legal considerations regarding whether a trade or professional group should be incorporated or remain as an unincorporated entity.

I. OVERVIEW OF INCORPORATION CONSIDERATIONS

Incorporation is the process of creating a legal entity under authority granted by a state or the District of Columbia. A corporation is a separate legal entity, with continuing existence independent of its officers, directors, stockholders, or members. An organization, whether incorporated or not, may be either a profit-making entity or a nonprofit organization. For-profit organizations typically are incorporated, issue stock to shareholders, and are taxable on net income. Nonprofit, or public interest, organizations have no specific "ownership" as such, but are generally controlled by members who do not receive stock. Only a nonprofit organization can be granted an exemption from Federal income tax by the Internal Revenue Service ("IRS"), but tax exempt status is not required for all nonprofit organizations. Organizations of industry firms or professionals typically would be granted tax exempt status under Section 510c(6) of the Internal Revenue Code as trade or professional associations. Decisions concerning incorporation, profit status, and tax exempt status are influenced by a number of considerations, as discussed below.

II. SPECIFIC CONSIDERATIONS FOR INCORPORATION

The following specific considerations are involved in determining whether or not to incorporate an organization:

A. State Laws.

A corporation is formed by the filing of Articles of Incorporation with a state government under the state's corporation laws. These laws give guidance to corporations on organizational structure, voting, notice of meetings, termination of members, and other matters. As such, corporations are governed by a well-established body of statutory and case law, which allows a corporation to refer to applicable laws and other guidelines concerning its formation and administration. By comparison, unincorporated organizations are not subject to any reliable set of rules concerning formation, administration, or governance of the organization. Unincorporated organizations may have no more than vague reference or authority for procedures when questions or doubts arise.

B. Independence.

A corporation has an existence of its own, independent from its stockholders, members, directors, or officers. Although owned by stockholders, or controlled by members in the nonprofit context, a corporation is a separate legal entity, recognized as such by state and federal governments. A corporation theoretically is perpetual, although it can be dissolved or the period of its existence limited from the outset. An unincorporated organization has no separate legal existence, but is treated as separate by the Government in some situations, e.g., payment of taxes, but not in other cases, when its officers, directors, stockholders, or members must act on its behalf.

C. Liability.

One of the primary purposes of a corporation is to protect individual officers, directors, stockholders, or members from personal liability when such individuals are conducting activities on its behalf. These individuals generally will not be liable if acting reasonably and in good faith. The same protections do not apply to an unincorporated organization, whose individual officers, directors, shareholders, or members may be personally liable for acts of the organization. It should be pointed out, however, that certain laws will apply to participating individuals regardless of the legal status of the entity, including the antitrust laws, employment standards, salary withholding, discrimination laws, etc. Nonetheless, incorporation offers significant protections against personal liability for normal corporate activities.

D. Legal Actions.

A corporation can sue and be sued in its corporate name, while an unincorporated entity usually must appear in court in the name of participating individuals, such as officers or members. Using the names of individuals in judicial or administrative actions would likely be procedurally cumbersome, as well as raising public or member relations problems.¹ Most important of all, perhaps, is that the participants in an unincorporated organization are usually and properly named individually as defendants when a complaint against the organization is filed.

E. Real Estate.

A corporation can own real estate in its corporate name in most states, while an unincorporated organization typically cannot. Instead, an unincorporated organization may have to hold property through a third party, such as the organization's members or pursuant to a trust agreement.

F. Insurance.

Obtaining insurance, such as directors and officers liability insurance, is more difficult for an unincorporated organization, since in certain circumstances the insurance underwriter may not be able to determine the precise authority for the organization and its operation. An incorporated organization may not be more stable than an unincorporated one, but it provides the appearance of greater stability.

G. Technical Requirements.

A corporation must meet a number of technical requirements to obtain and maintain its corporate status. A corporation must observe various organizational and operational requirements under state laws. Articles of Incorporation must be filed with the state to establish a corporation. In addition, annual meetings must be held, minutes must be kept, and annual reports usually must be filed by corporations. Further, incorporation entails some legal costs, such as costs for drafting the Articles of Incorporation and bylaws, and making the required filings. Most of these technical requirements for corporations, however, are relatively straightforward and involve only modest expense. Unincorporated organizations do not have the same technical requirements.

H. Other Considerations.

The public is comfortable dealing with corporations. It may also be preferable from a psychological perspective for an organization to become a corporation; there is certain stature and stability inherent in a

¹ One issue that arises for trade and professional associations concerns the availability of "standing" for the organization to sue on behalf of its members. The issue of standing for a trade association to sue on behalf of its members is not clear cut; but courts have recently been receptive to permitting associations to bring such actions.

corporation. Other specific advantages may also apply, such as protecting and registering an organization's name.

These are some of the basic considerations involved in determining whether or not to incorporate. As a practical matter, the advantages of incorporation normally outweigh the disadvantages.

III. PROFIT AND TAX STATUS

A. Profit Status

An organization can be either a profit or nonprofit entity. A for-profit corporation is formed under the regular corporation law of a state and generally issues stock to stockholders, who own the corporation. A nonprofit corporation normally is formed under state nonprofit statutes and is controlled, but not owned, by its members, who are not issued stock. The purpose of such nonprofit corporations, also referred to as "nonstick" corporations, generally is to benefit the public; most churches, schools, scientific organizations, and trade associations are nonprofit.

In certain circumstances, the securities laws also have a significant impact on a decision as to profit status. The sale of shares of stock in a for-profit corporation is strictly regulated under federal and state securities laws. Even where a public offering of stock is not involved, complex laws and regulations govern whether a filing must be made to federal or state securities agencies. As a result, corporations formed by industry groups generally are nonprofit.

It should be pointed out that being a nonprofit corporation does not mean that it cannot make a "profit." State nonprofit laws generally allow the formation of corporations based on their public purpose, rather than actual year-to-year financial situation performance. A nonprofit entity may have dues revenues or receipts that exceed expenses. This is referred to as "surplus," rather than "profit," and could be retained as reserves for the organization.

Both profit and nonprofit organizations remain fully taxable in accordance with the Internal Revenue Code. If there is no income, of course, there would be no tax due; but any income would be taxable unless the organization is specifically determined by the IRS to be tax exempt.

B. Tax Exempt Status

As noted above, only nonprofit organizations are eligible to receive a determination of federal tax exemption, but tax exemption does not depend on whether an organization is incorporated. Both incorporated and unincorporated entities, if meeting statutory and IRS requirements, can receive tax exemption. Nonetheless, corporations have some advantages in the IRS approval process because corporate documents can be used to substantiate the existence, organization, and operation of the entity.

Tax exemption means that an organization does not generally have to pay federal income tax, but the organization remains liable for state taxes, such as income, sales, or use taxes (with certain exceptions for charitable organizations). Tax exempt organizations still may be liable for federal tax on income from certain activities under the "unrelated business income tax." This tax is due on income derived from substantial activities unrelated to an organization's tax exempt public purpose. In most situations, the unrelated business tax is a relatively minor factor in determining whether tax exemption is appropriate.

An industry or professional group would be likely to receive tax exempt status under Section 501(c)(6) of the Internal Revenue code as a "trade association," "professional association," or "business league." A trade association is a nonprofit organization generally dedicated to promoting a certain industry or line of business, which is considered to be in the public interest. There are tens of thousands of trade associations, representing various aspects of almost all industries. Such associations are permitted to conduct any amount of lobbying activities in Congress and to represent their members before administrative agencies.

It is also important to understand that tax exempt status for trade or professional associations does not mean that charitable donations to the organization would be tax deductible for federal income tax purposes. Payments to trade or professional associations or similar organizations exempt under Section 501(c)(3) of

the Internal Revenue Code, qualify for tax deductibility. Of course, members may deduct dues to trade associations and other related costs as ordinary and necessary business expenses.

There are significant advantages to tax exempt status, the most obvious being that the organization is not required to pay federal income tax. Also, because of the IRS determination of the organization's public purpose, the general public and industry participants may view a tax exempt organization as more genuinely concerned with the public interest. Many tax exempt trade associations are considered leading forces in their industries, and can be positive forces in shaping the businesses of their members.

IV. PROCEDURAL ASPECTS

The procedural steps necessary for incorporation and obtaining tax exempt status are straightforward.

A. Incorporation

Incorporation is a relatively simple process. First, Articles of Incorporation must be prepared. This is a rather short document that is filed with the state in which the organization wishes to incorporate. Articles of Incorporation include the organization's name, duration, purpose, classes of members, names of initial directors, etc. Generally, three persons must serve as "incorporators" and sign the Articles to be filed with the state, usually with a nominal fee. It is often possible to obtain a corporate charter in the District of Columbia, for example, in about one week.

Second, an individual (often the organization's attorney) is appointed as the "Registered Agent" for the corporation in the state. The purpose of the Registered Agent is to receive service of legal process and other official notices.

Third, bylaws are prepared to govern the operations of the corporation. The bylaws provide the governing rules of the organization, including membership qualifications, elections, meetings, functions, and responsibilities of officers and directors, etc.

Fourth, the initial meeting is held, or a unanimous consent executed, to elect the Board of Directors and officers and to authorize certain corporate actions, such as adopting the bylaws and opening bank accounts, etc.

Fifth, a form is submitted to the IRS to obtain a Federal Employer ID Number.

There is no separate step required for becoming a nonprofit corporation; one simply files the Articles of Incorporation with reference to the state's nonprofit statute. The District of Columbia, Maryland, and Virginia all have nonprofit corporation laws that would provide an acceptable legal environment in which to incorporate.

On an ongoing basis, the main obligations of a corporation are to keep minutes of meetings, meet certain other record keeping and administrative requirements, and submit annual reports with a nominal fee to the appropriate state. Annual report forms are relatively simple, and generally require only a listing of current officers and directors.

B. Tax Exemption

Obtaining tax exempt status involves only modest expense. An application first is made to the IRS on Form 1024, which requires a general description of the organization's operations, submission of its governing documents (including Articles of Incorporation and bylaws), a list of officers and directors, and an estimated three-year budget. A filing fee is required for the Form 1024. It normally takes several months to receive a determination from the IRS of tax exempt status, but such status is retroactive if filed within 15 months of the date of formation or incorporation. Annual reports on Form 990 must also be filed to the IRS where a tax-exempt organization's gross receipts exceed \$25,000 per year.

V. CONCLUSION

There are a number of factors to be considered in determining whether to incorporate, including whether the organization intends to be a nonprofit entity and seek tax exempt status. All of these decisions basically depend on how the organization intends to operate over the long term.

Although the final decision, of course, will be made by the organization, several additional comments may be helpful. If the organization wants to formalize its activities, with the least liability and tax exposure, our experience indicates that it would be advisable to incorporate and operate as a nonprofit tax exempt corporation. There need be no material effect on the organization's administration, control, finances, etc., resulting from incorporation or tax exempt status. Procedurally, more formal record keeping and filing requirements would have to be met, but these are relatively simple details. Also, there should be no significant restrictions on lobbying, regulatory, or other activities important to the organization's members.

In sum, subject on the type of activities that the organization wishes to undertake in the long run, incorporation and obtaining tax exempt status generally would be most advantageous.

Revised January 4, 2014

Letter of Understanding

This Letter of Understanding (LOU) is made this ____ day of _____, 20____ by and between the AMERICAN TRANSLATORS ASSOCIATION, a New York nonprofit corporation, (the "Association") and _____, a _____ nonprofit corporation (the "Chapter").

Relationship between the Association and its Chapters

The relationship between the Association (through its Officers and Board of Directors) and its Chapters is a mutually beneficial partnership that furthers the objectives of the Association and the Chapter. While individual Chapters have considerable flexibility to pursue initiatives pertaining to their geographic area, it is important that the programs and projects of the overall organization be coordinated, that there be similarity in organizational and management aspects, and that the bylaws of the Chapter do not contradict the bylaws of the Association. This Letter of Understanding sets out the responsibilities of the Association and the Chapter in order to facilitate an effective relationship.

Responsibilities of the Association

1. Best Practice Support. The Association shall provide advice to the Chapter (either on its own initiative or as requested by the Chapter) in such organizational areas as: the formation of a Chapter; incorporation under territorial legislation, and cooperation among Chapters.
2. Publicity. The Association shall assist the Chapter, as much as is practical, with publicity to promote the Chapter's activities, including, but not limited to, listings in ATA publications and website, advertisements in ATA publications, and a presence at seminars and conferences.
3. Financial Assistance. The Chapter shall be eligible to participate in the current Association Chapter Rebate Program, in accordance with the Association's applicable policies and procedures.
4. Education Programs. The Association shall assist the Chapter in sponsoring and holding certain educational programs in the territory, such as seminars, meetings, conferences, certification programs, preparation courses, or other programs as may from time to time be sponsored by the Association or the Chapter. The Association may provide seed money for regional education programs as set forth in the Association's applicable policies and procedures.
5. Liability Insurance. The Association shall provide liability insurance for the Chapter directors and officers. The Association shall further provide liability insurance for meeting venues upon request of the Chapter.
6. Legal Support. The Association may provide legal review of the Chapter's bylaws and proposed amendments to the Chapter's bylaws.

7. Intellectual Property. The Association grants the Chapter a limited right to use certain intellectual property of the Association, such as its logo or trademarks, in accordance with applicable policies and procedures, and the Chapter shall be authorized to use the designation "Chapter of the American Translators Association."

Responsibilities of the Chapter

1. Objectives. The Chapter shall conduct all of its activities in accordance with the highest legal and ethical standards and shall support and promote the objectives of the Association as set forth in the Association's Bylaws. Furthermore, the Chapter shall conduct its activities in accordance with the Association's applicable policies and procedures. The Chapter officers and directors shall perform the duties prescribed by its bylaws, its standing rules and the parliamentary authority adopted by the Chapter.

2. Membership. The Chapter shall promote ATA membership to Chapter members. A minimum of 20 (twenty) members of the Chapter membership shall also be members of the Association, in accordance with the Association's applicable policies and procedures. Further, the Chapter warrants that the Chapter's President and Vice President are voting members of the Association, in accordance with the Association's Bylaws.

3. Recordkeeping. The Chapter shall maintain all records related to its corporate and tax exempt status and shall forward to the Association, if it has not yet done so, copies of its Articles of Incorporation, Bylaws, and any determination letter from the Internal Revenue Service. Further, any amendments to the Articles of Incorporation or Bylaws to be proposed to the Chapter's membership shall be submitted to the Association for its approval prior to adoption.

4. Annual Report. The Chapter shall submit, by May 1 of the following year, an Annual Report to the Association. The Report shall include budget and financial statements, the membership roster, and a description of the Chapter's activities during the year.

5. Compliance with Laws. The Chapter warrants that it has and shall continue to comply with all applicable laws, regulations, and other requirements. Further, the Chapter warrants that it has obtained and will continue to maintain at its own expense, all permits, licenses, and other governmental approvals that may be required in the territory.

6. Educational Programs. The Chapter shall endeavor to sponsor educational programs which further and serve the purposes of the Association, and shall use its best efforts to ensure that such programs are of the highest quality with respect to program content, instructors, materials, and logistical preparation. The Chapter shall endeavor to keep the Association apprised of upcoming meetings, conferences, and seminars, as well as other related activities that the Chapter intends to sponsor.

7. Publicity. The Chapter shall assist the Association with publicity to promote the Association's activities and educational programs.

8. Publishing Responsibilities. The Chapter warrants that all articles and written statements

intended for publication will be carefully reviewed before release to ensure that statements are factual and that there is written evidence to support facts. The Chapter shall not publish any material that may seem to be in any way defamatory, and shall label any opinion piece or commentary as such.

Term of Agreement

This Agreement shall remain in force for a period of two years, and shall be automatically renewed unless canceled by the Association or Chapter. The charter granted to the Chapter shall remain in full force and effect, unless revoked by the Association or surrendered by the Chapter. The Association, through its Board of Directors, shall have authority to revoke the Chapter's charter if the Board determines that the conduct of the Chapter is in violation of this Agreement or the provisions of the Association's Bylaws or applicable policies or procedures. The Chapter may surrender its charter by delivering notice of its intention to do so at least 60 days in advance of the effective date of such action.

IN WITNESS WHEREOF, the parties hereto have caused this Letter of Understanding to be executed by their officers.

Signed on behalf of the Association:

By: _____
Title: _____
Date: _____

Signed on behalf of the Chapter:

By: _____
Title: _____
Name of Chapter: _____
Date: _____