

BY-LAWS
OF
ATLANTA ASSOCIATION OF INTERPRETERS AND TRANSLATORS, INC.

ARTICLE 1.
OFFICES AND REGISTERED AGENT

1.1 Registered Offices and Registered Agent. The initial registered office of the Association and the initial registered agent of the Association at said office shall be as set forth in the Articles of Incorporation of the Association. The registered office of the Association and the registered agent of the Association at such office may be changed from time to time by the Association in the manner specified by law.

1.2 Additional Offices. The Association may establish offices at such other place or places both within and without the State of Georgia as the Board of Directors may from time to time determine.

ARTICLE 2.
MEMBERSHIP

2.1 Classes of Membership. The membership of the Association shall consist of four classes: Certified, Active, Student and Corporate.

2.2 Eligibility and Qualifications.

(a) Certified: Any person with a reputation for ethical conduct and integrity, who (1) is professionally engaged in translating and/or interpreting or closely related

work, (2) has passed professional certification exams (available from the American Translators Association, the U.S. Department of State, U.S. Federal Government, and various universities in the United States and abroad), (3) has had his professional qualifications certified by the AAIT Review of Qualifications Committee, and (4) agrees in his application to abide by the By-laws of the Association and any Code of Professional Ethics hereafter adopted by it, shall be eligible for Certified membership.

(b) Active: Any person with a reputation for ethical conduct and integrity who (1) is bilingual and has worked in the field of interpreting and/or translating or closely related work for at least 2 years on a full-time basis - as demonstrated by client references and/or alternative supporting documentation, (2) agrees in his application to abide by the By-laws of the Association and any Code of Professional Ethics hereafter adopted by it, and (3) is interested in furthering the objectives of the Association shall be eligible for Active membership. Upon attaining certification, an Active Member may apply to become a Certified Member.

(c) Student: Any person engaged, at least half time, in a program of studies involving translation, interpretation, or foreign languages at an educational institution in the U.S.A. or abroad. This membership category is limited to four years and is no longer valid upon the student's passing the appropriate certification examination.

(d) Corporate: This membership shall be open to any individual, firm, institution, foundation, public agency, or business who wishes to support the objectives of the Association. Membership is in the name of the institution, not of an individual.

2.3 Application for Membership. Applications for membership, accompanied by payment of dues for the current calendar year, shall be submitted on a published form to

the attention of the Membership Committee. All applications must be accompanied by a statement of acceptance of the Association's Code of Professional Ethics and payment of annual dues. Furthermore, applications for Certified membership must be accompanied by suitable evidence of professional competence, including any or all of the following: (1) a diploma from an accredited school of translation or interpretation, or from a foreign languages department of an educational institution in the U.S.A. or abroad; (2) accreditation by ATA; (3) accreditation by the U.S. State Department or Department of Defense. Upon approval of the membership, the applicant will receive a membership card. Membership in the Association shall be nontransferable.

2.4 Rights of Membership. All members shall have the right to attend any of the organization's regular meetings, use all of the Association's facilities, and receive all regular publications, free or at special membership rates and vote.

2.5 Dues. Annual dues must be paid by specified due dates. The amount of membership dues is dependent upon membership category and shall be determined by the Board of Directors annually.

2.6 Resignation. Any member may withdraw from the Association after fulfilling all obligations to it, by giving written notice to the Membership Committee. Inactivity in the Association or failure to respond to its communications shall not necessarily be interpreted as resignation.

2.7 Expulsion. A member may be expelled from the Association by a vote of a two-thirds majority of the members attending the meeting at which the vote is taken.

ARTICLE 3.

MEETING OF MEMBERS

3.1 Place and Time of Meetings. Meetings of the Members shall be held at the registered office of the Association or at such other place either within or without the State of Georgia as the Board of Directors or the Members may from time to time elect, at such time as may be determined by the Board of Directors or the Members.

3.2 Annual Meeting. An annual meeting of the Members may be held during the first quarter of the year and will be considered a social meeting, where the business to be transacted will consist of installation of the new Board and introduction thereof. Notice of said meeting will be sent to all Members.

3.3 Regular Meeting. The Board of Directors shall determine by resolution how frequently to convene regular meetings of the Members and the date and time of said meetings. The membership shall be given notice of such meetings.

3.4 Special Meetings. Special meetings of the Members may be called at any time by the Chairman of the Board of Directors, by the President, by a majority of the Board of Directors, or by not less than twenty-five percent (25%) of the Members of the Association.

3.5 Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting by first-class mail, by facsimile or by e-mail.

3.6 Waiver of Notice. Notice of a meeting need not be given to any Member who signs a waiver of notice, in person or by proxy, either before or after the meeting and a Member's waiver shall be deemed the equivalent of giving notice. Attendance of a Member at a meeting, either in person or by proxy, shall of itself constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Member attends a meeting solely for the purposes of stating, at the beginning of the meeting, any such objection or objections to the transaction of business. Unless otherwise specified herein, neither the business transacted nor the purpose of the meeting need be specified in the waiver.

3.7 Quorum. A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by the Georgia Nonprofit Corporation Code. When a quorum is once present to organize a meeting, the Members present may continue to do business at the meeting or any adjournment thereof notwithstanding the withdrawal of enough members to leave less than a quorum.

3.8 Adjournment. Any meeting of the Members may be adjourned by a majority of the Members represented at a meeting, whether or not a quorum is present. Notice of the adjourned meeting or of the business to be transacted at such meeting shall not be necessary, provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting at which a

quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

3.9 Voting Rights. Each Member having the right to vote shall be entitled at each Members meeting to one vote.

3.10 Proxies. A Member entitled to vote may do so in person or by proxy executed in writing by the Member or by his attorney-in-fact. A proxy shall not be valid after eleven months from the date of its execution unless a longer period is expressly stated in such proxy.

3.11 Action by Consent of Members. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if written consent setting forth the action so taken shall be signed by all the members and such consent shall be filed with the Secretary of the Association. Such consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE 4.

DIRECTORS

4.1 Number, Qualification, and Term of Office. The affairs of the Association shall be managed by a Board of Directors, which shall consist of no fewer than seven (7) or more than twelve (12) Directors. Each of the Directors shall be an individual member of the Association in good standing. The President and Vice President of the Association shall be Active Members of the American Translators Association (ATA). The Directors shall serve a two-year term or until their successors are elected. Three Directorships will

fall vacant every year. The exact number of Directors, within the maximum and minimum provided above, may be changed by resolution of the Directors from time to time. The Directors shall be natural persons of the age of eighteen years or over but need not be residents of the State of Georgia. The Members shall elect Directors to hold office by ballot. The balloting will occur at the beginning of each calendar year. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, death, or incapacity to serve. Any Director who misses more than three (3) meetings in the course of his term without an acceptable reason may be subject to removal by the vote of the Board.

4.2 Vacancies. A majority of the remaining Directors, though less than a quorum, may fill the place of any Director which may become vacant prior to the expiration of his term, such appointment by the Directors to continue until the expiration of the term of the Director whose place has become vacant.

4.3 Compensation. Directors shall not receive a salary for their services as Directors. A Director may serve the Association in a capacity other than that of Director but will receive no compensation for the services rendered in that other capacity.

4.4 Code of Professional Ethics. The Directors shall adopt a Code of Professional Ethics for the Members of the Association, and said Code may be amended from time to time by the Board.

ARTICLE 5.

MEETINGS OF THE BOARD

5.1 Place and Time of Meetings. Regular meetings of the Board of Directors may be held without formal notice at such time and place within or without the State of Georgia as the Board of Directors may from time to time designate.

5.2 Annual Meeting. The Board of Directors shall meet each year immediately following the annual meeting of the Members for the purpose of electing officers and for the consideration of other business.

5.3 Regular Meeting. The Board of Directors shall hold meetings at least on a date prior to regular Members meeting at a location agreed upon by and convenient to a majority of the Board.

5.4 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, by the President, or by any two Directors.

5.5 Notice of Meetings. Formal notice of the annual meeting or any regular meeting of the Board of Directors need not be given. Written notice of each special meeting setting forth the time and place of the meeting shall be given to each Director at least two days before the meeting. This notice may be given by first-class mail, by facsimile or by e-mail. The notice of any meeting of the Board of Directors needs to state the business agenda of any regular or special meeting of the Board of Directors.

5.6 Waiver of Notice. A Director may waive, in writing, notice of a special meeting of the Board either before or after the meeting, and his waiver shall be deemed the

equivalent of giving notice. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

5.7 Quorum. At meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Directors in attendance shall be the acts of the Board.

5.8 Adjournment. A meeting of the Board of Directors may be adjourned by a majority of the Directors present, whether or not a quorum exists. Notice of the time and the place of the adjourned meeting and of the business transacted thereat other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

5.9 Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all the Directors and be filed with the minutes of the proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

5.10 Proxies for Directors. A member of the Board of Directors may give a written proxy, which references the matter to be discussed at the meeting to another member of the Board of Directors. Said proxy shall have the same force and effect as if the member were in attendance at the meeting.

ARTICLE 6.

OFFICERS

6.1 Officers. The officers of the Association shall consist of a Chairman of the Board, President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Directors. The President and Vice President must be active voting members of the ATA. Each officer shall hold office for the term to which he is elected or appointed and until his successor has been elected or appointed and has qualified or until his earlier resignation, removal from office, death, or incapacity to serve.

6.2 Chairman of the Board. The Chairman of the Board shall be the immediate past President of the Association. This position is not voted upon by the members; thus the President's name will not appear on the ballot, once he has completed his term in office. The Chairman of the Board shall be an ex-officio member of all standing committees and at meetings of the Directors shall vote only if his vote is needed to reach a quorum. The Chairman of the Board shall also have such other duties as the Board of Directors shall designate.

6.3 President. Unless otherwise specified by the Board of Directors, the President shall be the chief executive officer of the Association and shall have the responsibility for the general supervision of the affairs of the Association. He shall preside at all meetings and discharge the duties of a presiding officer, introduce the agenda and topics to be discussed at each Board meeting, and in general supervise the activities of the Association, and shall perform whatever other duties the Board of Directors may from

time to time prescribe. All Committee Heads shall report on their activities to the President on an on-going basis throughout the year.

6.4 Secretary. The Secretary shall keep minutes of all meetings of the Directors and have charge of the minute books and seal of the Association and shall perform such other duties and have such other powers as may from time to time be delegated to him by the President or the Board of Directors. The minutes from the preceding meeting will be approved at the following Board meeting.

6.5 Treasurer. The Treasurer shall be charged with the management of the financial affairs of the Association and shall have the power to recommend action concerning the Association's affairs to the President and shall perform whatever other duties the Board of Directors may from time to time prescribe.

6.6 Vice President. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President, including presiding at all Board Meetings in the absence of the President. The Vice President shall perform such other duties and have such other powers as the President, the Chairman of the Board, or the Board of Directors may from time to time prescribe.

6.7 Vacancies. When a vacancy occurs in one of the executive offices by death, resignation, or otherwise, it may be filled by an officer of the Association. The officer so selected shall hold office for the remainder of the term of the officer vacating such office and until his successor has been elected or appointed and has qualified, or until his earlier resignation, removal from office, death, or incapacity to serve.

6.8 Salaries. Officers shall not receive a salary for their services as officers. At the first Board Meeting, the Directors shall set a limit for spending by any one of the Directors. Any expense that exceeds this limit must be approved by the Board.

6.9 Delegation of Duties. Whenever an officer is absent, or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

6.10 Removal of Officers and Agents. Any officer or agent of the Association may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the Association will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE 7.

MISCELLANEOUS

7.1 Inspection of Books. The Books of the Association may be inspected upon request.

7.2 Seal. The corporate seal shall be in such form as the Board of Directors may from time to time determine. In the event that it is inconvenient at any time to use the corporate seal of the Association, the words "Seal" or "Corporate Seal" enclosed in parentheses or scroll shall be deemed the corporate seal of the Association.

ARTICLE 8
AMENDMENT

8.1 The By-laws of the Association may be altered, amended, or repealed and new By-laws adopted by the Board of Directors at any regular or special meeting of the Board of Directors. The Members will be notified of any change in the By-laws.

ARTICLE 9

CONFLICT OF INTEREST

9.1 No Director, officer, or employee of the Association shall have or acquire any interest, direct or indirect, in any project which the Association is operating or promoting or in any contract relating to any such project of the Association without making written disclosure to the Association of the nature and extent of his or her interest. No Director who has had such interest shall vote on any matter relating to it. Further, no Director, officer, or employee of the Association shall violate the conflict of interest regulations as established by funding sources.

9.2 The Association shall in no way be responsible for the quality of the work done by any member, officer or Director, even if the information regarding such member, officer or Director has originated from the resources of the Association.

ARTICLE 10.

INDEMNIFICATION AND INTERESTED PARTIES

10.1 Indemnification.

A. The Association shall indemnify those persons whom it is entitled to indemnify under Sections 14-3-110 and 14-2-156(a) through (i) of the Official Code of Georgia Annotated (the "Code"), for those amounts authorized under said statutory provisions; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions; provided further, however, the Association may approve additional indemnification and advancements of expenses, or both, pursuant to Section 14-2-156(f) of the Code.

B. The Association may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance under Section 14-2-156(g) of the Code against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provisions, or arising out of such persons' status as described in such statutory provisions, whether or not the Association would have the power to indemnify such persons against such liability under the laws of the State of Georgia.

C. If any expenses or other amounts are paid by way of indemnification, other than by court order, or action by an insurance carrier pursuant to insurance maintained by the Association, the Association shall provide notice of such payment in accordance with

Section 14-2-156(h) of the Code and in the manner specified in Section 14-2-113 of the Code.

D. Pursuant to Section 14-2-156(j) of the Code, the indemnification and advancement of expenses provided by or granted pursuant to this Paragraph 10.01 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased being a Director, officer, employee, or agent of the Association and shall inure to the benefit of the heirs, executors, and administrators of such person. The provision of this Paragraph 10.01 shall be applicable to any of those proceedings described in Section 14-2-156 of the Code commenced or continuing after the adoption of this Paragraph 10.01, whether arising from actions or omissions occurring before or after such adoption.

E. Any advance or advances provided for hereunder shall be advanced within twenty (20) days after the receipt by the Association of a statement or statements from the person requesting such advance or advances from time to time, whether prior to or after final disposition of those proceedings described in Section 14-2-156 of the Code, with such statement or statements reasonably evidencing the expenses incurred by such person and including the undertaking described in Section 14-2-156(e) of the Code. To obtain indemnification under this Paragraph 10.01, such person shall submit to the Secretary of the Association a written request, including such documentation and information as is reasonably available to such person and reasonably necessary to determine whether, and to what extent, such person is entitled to indemnification. The determination of such person's entitlement to indemnification shall be made within a reasonable time after receipt by the Association of the written request for indemnification, together with the supporting documentation for the same. The Secretary

of the Association shall, promptly upon receipt of such request for indemnification, advise the Board of Directors in writing that such person has requested indemnification.

ARTICLE 11.

COMMITTEES

11.1 At the first yearly meeting of the Board, the Board of Directors may designate the type and number of committees required to manage the affairs of the Association. Each committee shall consist of two or more of the Directors of the Association, and shall have and may exercise such powers of the Board of Directors in the management of the affairs of the Association, as may be determined from time to time by the Board of Directors.

11.2 Removal. The Board of Directors shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

11.3 Pronouns. Any titles or captions of articles or paragraphs contained in this Agreement are for convenience only and shall not be deemed part of the context of this Agreement. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identification of the person or persons, firm or firms, Association or Associations may require.