



Amended and Restated Bylaws

**Adopted March 29, 2004
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The Association of Language Companies

The Association of Language Companies (the "Association") is a nonprofit mutual benefit corporation incorporated under the laws of the State of Oregon, the purposes of which are as set forth in the Articles of Incorporation.

ARTICLE I MEMBERS

Section 1. Membership.

A. Requirements for Membership. Subject to approval by the Board of Directors, Membership shall be open to all legal entities who are interested in the purposes of the Association and who meet such criteria for membership, as the Board of Directors deems appropriate.

B. Member Representative. Each Member shall inform the Association of the name of the person authorized to be the official representative of the Member for voting purposes. A Member may only have one official representative named at any particular time unless otherwise approved by the Board of Directors.

C. Transferability of Membership. Membership in the Association may not be transferred by sale, assignment or otherwise, unless authorized by the Board of Directors.

D. Termination. Except for resignation or nonpayment of dues, membership in the Association may be terminated by two thirds (2/3) of the Board of Directors present and voting for the following reasons: 1) action injurious to the reputation and standing of the language services industry or the Association, 2) failure to continuously meet the qualifications of the Member's particular class of membership, or 3) other good cause. Such termination shall occur only after the Member has been given at least thirty (30) days notice to present to the Board of Directors reasons why membership should not be terminated.

Section 2. Classes of Membership.

The following classes of membership are established.

A. Founding Member. A Founding Member shall be one of the ten initial corporate founding members of the Association as listed in the Minutes of the Organizational Meeting, which Founding Member shall have the same rights and privileges as an Active Member.

B. Active Member. An Active Member shall meet all membership criteria as may be established by the Board of Directors. Active Members must be actively involved in the sale, marketing and provision of language services.

1. Rights and Privileges. Active Members shall have full voting rights, the right for its representatives to serve on committees and as Officers and Directors of the Association, and such other benefits as may be established by the Board of Directors.

2. Dues. Active Members shall pay dues in such amounts as may be established from time to time by the Board of Directors.

C. Charter Member. A Charter Member shall be designated by the Board of Directors as such and shall have the same rights and privileges as an Active Member.

D. Affiliate Members. Affiliate Members shall be Members who meet all criteria for Active Membership, but do not have a physical office in the United States.

1. Rights and Privileges. Affiliate Members shall have no voting privileges but shall have the right for its representatives to serve on committees and as Officers and Directors of the Association and such other rights and benefits as may be established from time to time by the Board of Directors.

2. Dues. Affiliate Members shall pay dues in such amounts as may be established from time to time by the Board of Directors.

E. Industry Partners. Industry Partners shall be Members that serve as vendors and other companies or organizations that wish to support the activities and objectives of the Association.

1. Rights and Privileges. Industry Partners shall have no voting privileges but shall have such rights and benefits as may be established from time to time by the Board of Directors.

2. Dues. Industry Partners shall pay dues in such amounts as may be established from time to time by the Board of Directors.

Section 3. Meetings.

The annual meeting of the Members (the "Annual Meeting") for the election of the Officers and Directors of

the Association shall be held each year at a place, date and hour as may be determined by the Board of Directors, or, if not so fixed, then as may be determined by the President. Special meetings shall be held whenever called by resolution of the Board of Directors, the President, or by a written demand to the Secretary of thirty percent of the Members eligible to vote. The Secretary upon receiving the written demand or resolution shall promptly give notice of such meeting as provided below.

Section 4. Notice of Meetings.

Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, not less than ten nor more than fifty days before the date of the meeting. Notice shall also be deemed given if by facsimile or internet email, read receipt requested, to the Member's official representatives. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 5. Quorum; Adjournments of Meetings.

At all meetings of the Members, the official representatives of Members with voting privilege, present in person, shall constitute a quorum for the transaction of business.

Section 6. Organization.

The President of the Association shall preside at all meetings of the Members or, in the absence of the President, the Vice President shall preside. In the absence of both the President and the Vice President(s), an acting presiding officer shall be chosen by the Members present. The Secretary of the Association shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7. Voting.

At any meeting of the Members, each Member present in person, shall be entitled to one vote. Voting by proxy is not permitted. Upon demand of any Member, any vote for Directors or upon any question before the meeting shall be by ballot. The record eligibility of voting rights shall be before the date of the meeting. Any one or more Members may participate in a meeting of the Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participa-

tion by such means shall constitute presence in person at a meeting.

Section 8. Action by Written Ballot.

Any action which may be taken at any annual, regular or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. Delivery of the ballot may be by first class mail, postage prepaid, by facsimile or internet email, read receipt requested, to the Member's official representative.

Approval of an action by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitation for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; shall state the percentage of approvals necessary to approve each matter other than the election of directors; and shall specify the time by which the ballot must be received by the Association in order to be counted. A written ballot once returned to the Association may not be revoked.

Section 9. Action by the Members.

Except as otherwise provided by applicable Oregon law or by these bylaws, any Association action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members.

Section 10. Special Actions Requiring Vote of Members.

The following corporate actions may not be taken without approval of the Members:

(a) two-thirds of the votes cast at a meeting of the Members is required for (1) any amendment of or change to any substantive provision of the articles of incorporation, or (2) a petition for judicial dissolution;

(b) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Association, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial

dissolution, or (4) revocation of a voluntary dissolution proceeding.

Provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE II BOARD OF DIRECTORS

Section 1. Powers and Number.

The property, affairs and activities of the Association shall be managed and controlled and its powers exercised by the Board of Directors. The number of Directors constituting the entire Board shall be as determined by the Board at least 30 days prior to the annual meeting at which such Directors are elected; provided, however, that the maximum number of Directors shall be eleven (11) and the minimum number of Directors shall be seven (7). The Board of Directors shall be composed of all Officers of the Association, specifically the President, Vice President, Secretary, Treasurer, Immediate Past President, and any other Officers elected or appointed by the Board of Directors, with the balance of the Board being At-Large Directors.

Section 2. Election and Term of Office.

All Directors shall be elected at large from among representatives of eligible Members of the Association. Candidates for the Board of Directors shall be elected by the voting Members from a slate presented by the Nominating Committee. Directors shall be elected to hold office for **three**-year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation, removal, or created by an increase in the number of Directors) shall hold office until the next Annual Meeting of Members. Directors shall serve staggered **three**-year terms. No Directors shall serve more than two consecutive terms, provided, however, that the term of a Director shall be extended during service as an Officer. Directors shall be elected at **three**-year intervals by a plurality of the votes cast at a Member meeting or by a plurality of votes cast by ballot of the voting Members.

Section 3. Newly Created Directorships and Vacancies.

Newly created directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their num-

ber, and the Directors so elected shall serve until the next Annual Meeting of the Members.

Section 4. Resignations.

Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President.

Section 5. Removal.

Any Director can be removed at any time with or without cause by a vote of two-thirds of the voting Members voting at a meeting or in a written ballot in which a quorum participates.

Section 6. Meetings.

Meetings of the Board may be held at any place and time as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board of Directors in each year shall be held immediately following the Annual Meeting of the Members. Other regular meetings of the Board shall be held no less than three (3) times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Quorum and Voting.

Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 8. Action by the Board.

Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. For purposes of this section, any member of the Board or any committee may consent in writing to such action by means of internet email, read receipt requested. The resolution and the written consents by the members of the Board or committee of the Board shall be filed with the minutes of the proceedings of the

Board or committee. Any one or more members of the Board or any committee of the Board may participate in a meeting of the Board or committee of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Notice of Meetings.

Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be sent to each Director via U.S. mail, postage prepaid, addressed to him or her at his or her residence or usual place of business or such other address as he or she may have designated in a written request filed with the Secretary or to such Director's internet email, read receipt requested, no less than 10 days before the date at which such meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice to him or her.

Section 10. Compensation.

Any Director of the Association may receive reasonable compensation for services rendered to the Association when authorized by a majority of the Board of Directors, and only when so authorized.

ARTICLE III OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications.

The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, an Immediate Past-President and such other officers, if any, including additional Vice Presidents, as the Board of Directors may from time to time elect or appoint. One person may not hold more than one office in the Association simultaneously, but may serve in different Officer positions. Each Officer must also be a Director of the Association.

Section 2. Election and Term of Office.

The Officers of the Association shall be elected in conjunction with the Annual Meeting by the Board of Directors based on a slate presented by the Nominating Committee. Each Officer shall hold office for the term of

two years or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier. A person may only hold a particular Officer position for one term.

Section 3. Employees and Other Agents.

The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as a majority of the Board of Directors may from time to time determine. No such employee or agent need be a Director of the Association. To the full extent allowed by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal.

Any officer, employee or agent of the Association may be removed with or without cause by a vote of the majority of the Board of Directors.

Section 5. Vacancies.

In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6. President: Powers and Duties.

The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have general supervision of the affairs of the Association, and shall keep the Board of Directors fully informed about the activities of the Association. He or she has the power to sign and execute in the name of the Association all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties customarily incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Vice-President(s): Powers and Duties.

The Vice President(s) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice President(s), in

the order designated by the Board of Directors, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties.

The Secretary shall keep or cause to be kept the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Association and shall perform all the duties customarily incident of the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer: Powers and Duties.

The Treasurer shall keep or cause to be kept full and accurate accounts of receipt and disbursements of the Association, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Association in such banks or depositories as the Board of Directors may designate. At the Annual Meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Association's accounts. He or she shall at all reasonable times exhibit the Association's books and accounts to any officer or director of the Association and shall perform all duties customarily incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10. Immediate Past-President.

The President, upon expiration of the term of office, shall be designated the Immediate Past-President and shall serve as an *ex-officio* member of the Board of Directors for a period of **two years**. The Immediate Past-President shall advise, consult and assist the other officers and Board members concerning the activities of the Association.

Section 11. Compensation.

Any Officer of the Association may receive reasonable compensation for services rendered to the Association when authorized by a majority of the Board of Directors, and only when so authorized.

ARTICLE IV EXECUTIVE DIRECTOR

Section 1. Selection.

The Board of Directors may select and engage an Executive Director, who shall be responsible for the general administration of the Association's activities.

Section 2. Immediate Supervision.

The Executive Director shall work under the immediate direction of the Board of Directors. The Executive Director shall attend meetings of the Board of Directors and any meetings of Board Committees and Committees of the Association, as directed by the Board of Directors, but shall not be a member of any of these bodies.

ARTICLE V COMMITTEES

Section 1. Committees of the Board.

The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees of the Board and their chairpersons. Each committee so appointed shall consist of two or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the bylaws or the adoption of new bylaws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the Directors for serving on the Board or any committee.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

Section 2. Committees of the Association.

The Board may create other committees or task force of the Association. Committees created by the Board shall be appointed by the President with the consent of the Board of Directors.

Section 3. Nominating Committee.

A Nominating Committee shall be appointed by the Board and shall nominate qualified candidates for the Board seats of the term next due for election. The Nominating Committee shall also present a slate of qualified nominees to be Officers for election by the Board. A person may not be nominated without his/her prior consent.

A. Composition. The Nominating Committee shall be composed of at least five members. No more than three members of the Nominating Committee shall also be serving as a Director or Officer. The President shall act as the chair of the Nominating Committee. No Director who will accept nomination by this committee for the succeeding board term shall serve on the committee. The membership of the Nominating Committee shall be published to the membership of the Association no later than two months prior to the election of Board members.

B. Presentation of Slate. The Nominating Committee shall request from the membership recommendations for Director nominees. The Nominating Committee shall then present a slate of one or more candidates for each open Director position for the Board for election by the voting Members.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts.

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized in the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments.

The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VII OFFICE AND BOOKS

Section 1. Office.

The office of the Association shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books.

There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these bylaws, and all minutes of meetings of the Members and of the Board of Directors.

ARTICLE VIII SEALS, TRADEMARKS AND OTHER INDICIA

Section 1. Corporate Seal.

The Association shall have the sole right to adopt and control completely the use of its corporate seal and such other seals and logos, trademarks and service marks or other indicia as it may seem suitable and appropriate. The use of the Association's corporate seal shall, in general, be confined to its printing or affixation in connection with duly authorized and official actions of the Board of Directors.

Section 2. Trademarks.

The Board of Directors may approve the use of the other seals or logos by any Member company to identify itself as a member of the Association; provided, however, that the seal or logo may be used by Members only to indicate their membership in the Association in correspondence, advertising material, publications or similar activities where the use is exclusively and directly related to the conduct of the Member's business. The seal or logo may not be used by any Member for product identification purposes. Further, the seal or logo may not be used in any way to imply the Association's approval, endorsement or sponsorship of any member's products or services or any political candidate or cause.

ARTICLE IX FISCAL YEAR

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

ARTICLE X INDEMNIFICATION

The Association shall indemnify any person acting on behalf of the Association to the full extent provided by law in accordance with the articles of incorporation.

ARTICLE XI AMENDMENTS

These bylaws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors.