

Proposed Amendments to the Articles of Incorporation to be Presented to the Membership for Voting in October 2019

In addition to electing Board officers and directors, voting members will also vote on proposed amendments to the Articles of Incorporation. The proposed amendments appear below. Please note that material proposed to be deleted is struck through; material proposed to be added is underlined. ATA's Articles of Incorporation may be altered, amended, or repealed by a two-thirds vote of the voting members.

Proposed Amendments to the Articles of Incorporation

We, the undersigned, desiring to form a corporation pursuant to the provisions of the Membership Corporations Law of the State of New York, do hereby certify that:

First The name of the proposed corporation (hereinafter called the corporation) is the AMERICAN TRANSLATORS ASSOCIATION, INC.

Second The purposes for which the corporation is to be formed shall be:

- a) To advocate and promote the recognition of translation and interpreting as a profession.
- b) To formulate and maintain standards of professional ethics, practices and competence.
- c) To improve the standards, quality, and rewards of translation and interpreting.
- d) To establish a system of mutual assistance, including a reference library, and such other aids and conveniences for its members.
- e) To publish periodicals, bulletins, notices, glossaries, dictionaries, reports, and any other publications that may advance translation and interpreting and the interests of translators and interpreters.
- f) To promote social and professional relations among its members.
- g) To organize and support the training of translators and interpreters by lectures, courses, or otherwise.
- h) To provide a medium for collaboration with persons in allied professions.
- i) To hold periodic meetings.
- j) To conduct any and all other activities designed to effect and further the above named purposes and to promote the general welfare of the Association and its members.
- k) To receive and maintain a fund or funds, to have control and manage such fund or funds, change the investments thereof, to invest and reinvest the same and the proceeds thereof, and to collect and receive the income and profits thereof and therefrom.
- l) To apply the income and principal thereof exclusively to the free and voluntary aid and assistance of organizations, agencies, and institutions which are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes; said funds to be so allocated and maintained in a segregated account and

used for no other purpose; no part of the net earnings of which inures to the benefit of any private shareholder or individual, nor part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which does not participate or distribute or intervene in (including the publishing or distributing of statements) of any political campaign on behalf of any candidate for public office.

- m) To take by bequest, devise, gift, purchase, lease or otherwise, and to hold the same, for the corporate purposes, any property real or personal insofar as the same may be held by a corporation organized under the Membership Corporations Law, and to convey, sell, or dispose of such property and to invest and reinvest the principal and deal with and expend the income therefrom in such manner as may be permitted by law.
- n) ~~The corporation shall not make any solicitations for funds or contributions.~~
- o) Nothing herein contained in this certificate shall authorize or empower the corporation to perform or engage in any acts or practices prohibited by Article 22 of the General Business Law or other anti-monopoly statute of this State, or as set forth in Section 11 of the Membership Corporation Law or Section 35 of the Social Welfare Law of the State of New York.

Third No officer, member, or employee of the corporation may receive any pecuniary profit from the operations of the corporation or upon the dissolution of the corporation, except reasonable compensation for services rendered the corporation in effecting one or more of the purposes set forth in Article "SECOND" hereinabove. In the event of voluntary dissolution of the corporation pursuant to the laws of the State of New York, or in the event of dissolution due to such other circumstances as are permitted or required by law, the funds and assets of the corporation then belonging to it shall, after proper payment of liabilities, be distributed in accordance with the law to the free and voluntary aid and assistance of activities, agencies, and institutions which are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, subject to the laws of the State of New York, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Fourth The territory in which the operations of the corporation are principally to be conducted is the State of New York and elsewhere throughout the United States.

Fifth For purposes of Section 402 (a)(3) of the New York Not-for-Profit Corporation Law, the office of the corporation is to be located in the County of New York in the State of New York.

Sixth The number of directors of the corporation shall be provided in the Bylaws of the corporation, but in no event shall the number of directors be less than three (3).

Seventh The name and residence of each of the directors of the corporation until the first annual meeting are:

Henry Fischbach

141 East 44th Street

New York, NY

Alexander Gode	Finney Farm	Croton-on-Hudson, NY
Ruth Levy	433 West 34th Street	New York, NY
Henry F. Mins	130 West 57th Street	New York, NY
Theodore M. Purdy	36 Sutton Place S.	New York, NY

Eighth All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and of the persons named as directors at least one is a citizen of the United States and a resident of the State of New York.

Ninth Any person made a party to any action, suit, or proceeding by any reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the corporation or of any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer, director, or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions of this section.

Tenth The corporation designates the New York Secretary of State as agent of the corporation upon whom process against the corporation may be served and designates 225 Reinekers Lane, Suite 590, Alexandria, Virginia 22314 as its address to which the New York Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State.

IN WITNESS THEREOF, we have made and subscribed this certificate on this 13th day of July, 1962

Henry Fischbach
 Alexander Gode
 Ruth Levy
 Henry Mins
 Theodore Purdy

The ATA Board of Directors recommends approval.

Commentary

These amendments to the Articles of Incorporation recognize the importance of interpreting to ATA and eliminate an outdated clause preventing ATA from soliciting donations.