

BYLAWS
OF
ARIZONA TRANSLATORS AND INTERPRETERS, INC.
an Arizona nonprofit corporation

ARTICLE I
Offices

Section 1. Organization. ARIZONA TRANSLATORS AND INTERPRETERS, INC. (the "Corporation") is a nonprofit corporation organized under the laws of the State of Arizona.

Section 2. Offices. The Corporation shall maintain its principal office in such place within the State of Arizona as determined by the Board of Directors or as the business of the Corporation may require from time to time where all business of the Corporation may be transacted.

Section 3. Known Place of Business. The known place of business of the Corporation, as required by A.R.S. §10-3501 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. §10-3502.

ARTICLE II
Members

Section 1. Qualification of Members. The Corporation shall have such class or classes of members as shall be determined by the Board of Directors from time to time. Membership shall be open to those persons interested in learning about interpreting and translation who satisfy such other requirements as the Board of Directors may establish from time to time.

Section 2. Voting. Each member shall be entitled to vote in person or by written proxy on the election or removal, of Directors. Except for the election or removal of Directors, no member shall have the right to vote on any matters relating to the Corporation and the business and affairs of the Corporation shall be managed and controlled solely by the Board of Directors.

Section 3. Annual Meetings. The annual meetings of the members of the Corporation shall be held at such time, on such day, and at such place as shall be fixed by the

Board of Directors, for the purpose of electing directors, and for the transacting of such other business properly coming before said meeting.

Section 4. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by a majority of the Board of Directors, and shall be called by the President at the request in writing of ten percent of the members. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Place of Meetings. The Board of Directors may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting of the members.

Section 6. Notice of Meetings. Written notice stating the place, day and hour of the meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be given not less than ten (10) nor more than fifty (50) days before the date of the meeting, by written notice delivered personally, by mail, or by other commercially acceptable means of business communications including, but not limited to, overnight mail, electronic mail, or facsimile to each member at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposited in the United States mail, postage prepaid, addressed to the member.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days a notice of the adjourned meeting shall be given to each member.

Section 7. Presiding Officer and Order of Business. Meetings of members shall be presided over by the President, or, if he or she is not present or there is none, by a Vice President, or, if he or she is not present or there is none, by a person chosen by the Board of Directors; if no such person is present or has been chosen, a majority of the members who are present in person or represented by proxy shall choose any person to act as chairman of the meeting.

Section 8. Quorum. Ten percent (10%) of the Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Members, but if less than such number is present at a meeting, the majority of the Members entitled to vote present may adjourn the meeting from time to time without further notice.

Section 9. Membership Fees. Persons qualified for membership may become members of the Corporation upon approval by the Board of Directors and payment of any membership fees as required by the Board of Directors. The amount and time of payment shall be fixed from time to time by the Board of Directors and shall be subject to increase or decrease. Should the dues of a member remain unpaid for 30 days after the date when such dues are payable, the Secretary shall send such member written notice requiring the payment of such dues

within 30 days from the date of such notice, upon penalty of suspension of membership. If such dues are not paid as required by such notice, such person's membership shall, without further notice, be immediately terminated until such dues shall be fully paid.

Section 10. Membership not Transferable. Membership in the Corporation is not transferable or assignable, voluntarily or by operation of law. Any purported or attempted transfer, assignment or encumbrance shall be void of any effect.

Section 11. Discipline. A member, for cause, may be reprimanded, suspended, or expelled from the Corporation by a two-thirds (2/3) vote of all the Directors, but only after such member shall have had an opportunity to present his or her defense. One week's notice of the time when the Board will consider the charges against the member, accompanied with a written specification thereof, shall be considered as affording such member sufficient opportunity to present his defense.

Section 12. Written Ballot. Any action that the members may take at a meeting of the members may be taken without a meeting by written ballot pursuant to this Section. The secretary will mail or deliver a written ballot to every member entitled to vote on the matter setting forth the proposed action and providing an opportunity to vote for or against the proposed action. An action shall be approved by written ballot only if both (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the members; and (2) the number of approvals received 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 solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve the matter (other than election of directors), and specify the time by which the ballot must be delivered to the Corporation in order to be counted, which time shall not be less than seven days after the date the Corporation delivers the ballot.

Section 13. Proxy Voting. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form authorizing another member to vote or act on his or her behalf. Any appointment of a proxy shall be effective on receipt by the secretary or other officer authorized to tabulate votes. The Corporation may accept the proxy's vote or other action as that of the member making the appointment.

ARTICLE III Directors

Section 1. Powers of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number. The Board of Directors shall consist of the President, the Vice President, the Secretary, and the Treasurer of the Corporation plus four (4) at-large directors.

The immediate past-president of the Corporation, if any, shall also be an ex officio voting member of the Board of Directors.

Section 3. Election of Directors. The members shall elect the first Board of Directors at the first meeting of the Members. Thereafter, the members at the annual meeting shall elect directors whose terms are due to expire and each director elected shall hold office for the term for which he or she is elected or until his or her successor is elected or until his or her earlier death, resignation, or removal. Each member shall have one vote for each directorship to be elected. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the Board.

Section 4. Term of Office. The directors entitled to vote who are not ex officio members of the Board of Directors (the "Elected Directors") shall be divided into two (2) classes, the number in each class to be fixed as nearly as equal in number as possible. The first class of directors shall consist of the President, the Secretary, and two (2) at-large directors. The term of office of the first class of Elected Directors shall expire at the time of the annual meeting in 2006. The second class of directors shall consist of the Vice President, the Treasure, and two (2) at-large directors. The term of office of the second class of Elected Directors shall expire at the time of the annual meeting in 2007. At each annual meeting thereafter, a number of Elected Directors equal to the number in the class whose term then expires shall be elected for terms of two (2) years. Elected directors may not serve for more than three (3) consecutive terms of two (2) or more years.

Section 5. Resignation. Any director of the Corporation may resign at any time, by giving written notice thereof to the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of the majority of the remaining directors, although less than a quorum, or by a sole remaining director, at a special, regular, or annual meeting. A director elected to fill a vacancy occurring in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office.

Section 7. Removal. A director may be removed, with cause, at a meeting called expressly for that purpose, by a vote of a majority of the members or a majority of the directors entitled to vote.

Section 8. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

Section 10. Annual and Special Meetings. Meetings of the Board of Directors, annual or special, shall be held at such time, on such day, and at such place as the President or a majority of the Board of Directors shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 11. Notice. Notice of any meeting shall be delivered at least two (2) days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, electronic mail, or facsimile to each director at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid.

Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 13. Compensation and Expenses. Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to directors upon approval of the Board of Directors. A director shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such services.

Section 14. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary of the Corporation within ten days after the adjournment of the meeting, or at the time of the next meeting, whichever is sooner. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Ex Officio and Honorary Members. The Immediate Past-President of the Corporation shall be an ex officio member of the Board of Directors and shall be entitled to vote

in the same manner as an Elected Director. The Board may also appoint such honorary directors for such terms as they may deem proper, but said honorary directors thus appointed shall be without vote.

ARTICLE IV Committees

Section 1. Committees. The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more directors.

Section 2. Tenure. Each member of a committee shall continue as a member thereof until the expiration of his or her term as a director or his or her earlier resignation or death, unless sooner removed as a member or as a director.

Section 3. Committee Changes. The Board of Directors, with or without cause, may dissolve any committee or remove any member at any time. The Board of Directors shall also have the power to fill vacancies on any committee.

Section 4. Executive Committee. The Board of Directors, by resolution adopted by a majority of the full board, may designate an Executive Committee consisting of one or more directors. One of the members of the Executive Committee shall be designated as Chairman of the Executive Committee. To the extent provided in such resolution, the Executive Committee shall have and may exercise all the authority of the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to any matter prohibited by law.

ARTICLE V Officers

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers, assistant officers and agents as may be deemed necessary by the Board of Directors. No two offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Members as set forth in Article III. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal.

Section 3. Removal. Any officer or agent may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the members or a majority of the directors entitled to vote.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason, may be filled by a vote of the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation and general supervision over its other officers and agents. The President shall chair all meetings of the Board of Directors and shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority to attend, act, and vote on behalf of the Corporation at any meeting of the security holders of other corporations in which Corporation may hold securities. At any such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities that the Corporation might have possessed and exercised if it had been present. The President shall further possess the power to endorse such securities for transfer on behalf of the Corporation by signing the name of the Corporation in his or her capacity as President. The Board of Directors may from time to time confer like powers upon any other person or persons.

Section 6. Vice President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall (a) keep the minutes of all meetings and proceedings of the Board of Directors, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Treasurer, and (d) in general perform all of the duties as, from time to time, may be assigned to him or her by the President or Board of Directors.

Section 8. Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, and all financial books, records and accounts of the Corporation, (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the

Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and (c) in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board of Directors shall determine.

Section 9. Additional Officers. Other officers, assistant officers, or agents elected or appointed by the Board of Directors shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 10. Compensation and Expenses. Officers shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors. An officer shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for services rendered in such other capacity.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its directors or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII
Corporate Seal

The Board of Directors may provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary.

ARTICLE VIII
Waiver of Notice

Whenever any notice is required to be given to any director of the Corporation, a waiver thereof in writing signed by such director, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when the director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX
Amendment of Bylaws

These Bylaws may be altered, amended, or repealed or new Bylaws adopted by the Board of Directors.

ARTICLE X
Nonprofit Operation

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its members, directors or officers without full consideration. The Corporation may contract in due course with its members, directors and officers without violating this provision.

ARTICLE XI
Affiliated Transactions and Interested Directors

Section 1. Affiliated Transactions. No contract or other transaction between the Corporation and Interested Persons (as hereinafter defined), including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by the Corporation or the payment of compensation by the Corporation for services provided by Interested Persons, shall be void or voidable because of the relationship or interest between the Corporation and the Interested Persons or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or

(b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term “Interested Persons” shall mean any member, director, or officer of the Corporation, or any corporation, firm, association or other entity in which one or more of the Corporation’s members, directors, or officers are directors, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction.

Section 3. Loans to Directors and Officers. Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

CERTIFICATE

I, JOSEPHINE WORK, the duly elected, qualified and acting Secretary of ARIZONA TRANSLATORS AND INTERPRETERS, INC., an Arizona nonprofit corporation, do hereby certify that the above and foregoing are the Bylaws of this Corporation duly and regularly adopted by the directors thereof effective OCTOBER 26, 2004.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of November, 2004.

[SIGNED: Josephine Work]

State of Arizona, County of Maricopa
Subscribed and sworn to before me this 11-16-04

[SIGNED: Kellie A. Bennett]
Kellie A. Bennett

[NOTARY SEAL: KELLIE A. BENNETT
NOTARY PUBLIC – ARIZONA
MARICOPA COUNTY
My Commission Expires
September 28, 2005]