



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$15.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 161771606 (must be 9 digits)

We, LOLA BENDANA **President** **Vice President**,

and JUANA HORTON **Clerk** **Assistant Clerk**,

of MASSACHUSETTS MEDICAL INTERPRETERS ASSOCIATION INC.

located at: 800 WASHINGTON STREET PO BOX 271 BOSTON , MA 02111 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

Article 1

Article 2

Article 3

Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 8/12/2011, by vote of: 866 members, 0 directors, or 0 shareholders, being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation, **as amended**, is:
(Do not state Article I if it has not been amended.)

ARTICLE II

The purpose of the corporation, **as amended**, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

TO ADVANCE AND PROMOTE THE PROFESSION OF MEDICAL INTERPRETERS AND TO PROVIDE ACCESS TO HEALTH CARE FOR LINGUISTICALLY DIVERSE PATIENTS THROUGH THE FOLLOWING ACTIVITIES: (A) DEFINE EDUCATIONAL REQUIREMENTS AND QUALIFICATIONS FOR MEDICAL INTERPRETERS/TRANSLATORS; (B) ESTABLISH PROFESSIONAL STANDARDS OF PRACTICE AND NORMS OF MEDICAL INTERPRETATION AND TRANSLATION; (C) PROMOTE THE ESTABLISHMENT OF PROFESSIONAL INTERPRETATION/TRANSLATION DEPARTMENTS WITHIN MEDICAL INSTITUTIONS AND RELATED AGENCIES; (D) ACT AS CLEARING HOUSE FOR THE COLLECTION AND DISSEMINATION OF INFORMATION ABOUT MEDICAL INTERPRETATION AND TRANSLATION AND RELATED ISSUES; AND (E) PROMOTE RESEARCH ON ISSUES OF CROSS-CULTURAL COMMUNICATION IN THE HEALTHCARE SETTING. THE FOREGOING PURPOSES ARE SUBJECT TO THE LIMITATION HOWEVER, THAT AT THE CORPORATION IS FORMED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, THE MAKING OF

DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE, AS AMENDED, AND ALL ACTIVITIES OF THE CORPORATION, BOTH DIRECT AND INDIRECT, SHALL BE EXCLUSIVELY IN FURTHERANCE OF THESE PURPOSES.

ARTICLE III

A corporation may have one or more classes of members. **As amended**, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE III IS HEREBY AMENDED TO REMOVE ALL CLASSES OF MEMBERS

ARTICLE IV

As amended, other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

4.1 THE CORPORATION SHALL HAVE IN FURTHERANCE OF ITS CORPORATE PURPOSES ALL POWERS PERMITTED TO A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, AS AMENDED FROM TIME TO TIME, INCLUDING WITHOUT LIMITATION, SUCH POWERS GRANTED UNDER CHAPTER 156B AND CHAPTER 156D OF SAID GENERAL LAWS AS MAY BE PERMITTED BY SAID CHAPTER 180, EXCEPT THAT, NOTWITHSTANDING ANYTHING IN THESE ARTICLES OF ORGANIZATION TO THE CONTRARY, THE CORPORATION SHALL HAVE NO POWERS NOR SHALL IT BE ORGANIZED OR OPERATED FOR ANY PURPOSE, THAT WOULD CAUSE IT TO FAIL TO QUALIFY FOR EXEMPTION FROM FEDERAL INCOME TAXATION UNDER SECTION 501(A) OF THE UNITED STATES INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THAT WOULD NOT BE PERMITTED TO THE CORPORATION UNDER SECTION 501(C)(3) OF SUCH CODE, OR TO BE A CORPORATION, THE CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF SUCH CODE, AND REGULATIONS PROMULGATED UNDER SUCH SECTIONS, OR APPLICABLE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS OR REGULATIONS, AS EACH MAY BE AMENDED FROM TIME TO TIME, AND THAT THE CORPORATION SHALL NOT EXERCISE ANY OF ITS POWERS IN A MANNER INCONSISTENT WITH SAID CHAPTER 180 OR ANY OTHER CHAPTER OF THE MASSACHUSETTS GENERAL LAWS. 4.2 EXCEPT TO THE EXTENT PERMITTED TO ORGANIZATIONS EXEMPT FROM FEDERAL TAXATION PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND APPLICABLE REGULATIONS PROMULGATED UNDER SUCH CODE, OR ANY CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS OR REGULATIONS, AS EACH MAY BE AMENDED FROM TIME TO TIME, NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION; AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE (INCLUDING PUBLICATION OR DISTRIBUTION OF STATEMENTS), NOR SHALL THE CORPORATION, EXCEPT TO AN INSUBSTANTIAL DEGREE, ENGAGE IN ANY ACTIVITIES, OR EXERCISE ANY POWERS, THAT ARE NOT IN FURTHERANCE OR THE PURPOSES OF THE CORPORATION. 4.3 NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, DIRECTORS, GOVERNORS, OFFICERS, OR ANY OTHER INDIVIDUALS, EXCEPT THAT THE CORPORATION IS AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN THESE ARTICLES OF ORGANIZATION. 4.4

THE CORPORATION SHALL NOT DISCRIMINATE ON THE BASIS OF RACE, RELIGION, OR GENDER IN ADMINISTRATION OF ANY OF ITS POLICIES, PROGRAMS, FACILITIES OR ACTIVITIES, PROVIDED THAT IT MAY FAVOR RACIAL MINORITY GROUPS WHEN THE PURPOSE AND EFFECT OF SUCH ACTION IS TO PROMOTE ESTABLISHMENT AND MAINTENANCE OF THE CORPORATION'S RACIALLY NONDISCRIMINATORY POLICY AND PROVIDED FURTHER THAT NOTHING IN THESE ARTICLES OF ORGANIZATION SHALL BE CONSTRUED TO PROHIBIT THE CORPORATION FROM IMPLEMENTING ANY LAWFUL AFFIRMATIVE ACTION PLAN, POLICY, OR PROGRAM. 4.5 ANY DISSOLUTION OF THE CORPORATION SHALL BE IN ACCORDANCE WITH SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND APPLICABLE REGULATIONS PROMULGATED UNDER SUCH CODE, OR CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS AND REGULATIONS, AND CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, OR ANY CORRESPONDING PROVISIONS OF ANY FUTURE NOT-FOR-PROFIT CORPORATION LAWS OF SAID COMMONWEALTH, AS EACH MAY BE AMENDED FROM TIME TO TIME. THE PETITION TO THE COURT FOR DISSOLUTION OF THE CORPORATION SHALL INCLUDE A REQUEST THAT, UPON DISSOLUTION, THE ASSETS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR PAYMENT OF ALL LIABILITIES OF THE CORPORATION, BE DISTRIBUTED TO ONE OR MORE ORGANIZATIONS WITH SIMILAR PURPOSES AND EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS DETERMINED BY THE DIRECTORS OF THE CORPORATION. IF THE CORPORATION SHALL BE DISSOLVED OTHER THAN BY PETITION TO A COURT, THE BOARD OF DIRECTORS, OR THE BOARD OF TRUSTEES, OR THE BOARD OF GOVERNORS, OR ANY OTHER BODY HAVING POWERS SIMILAR TO A BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISTRIBUTE THE ASSETS OF THE CORPORATION IN ACCORDANCE WITH ITS BYLAWS TO ONE OR MORE ORGANIZATIONS WITH SIMILAR PURPOSES AND EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND APPLICABLE REGULATIONS PROMULGATED UNDER SUCH CODE, OR ANY CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS AND REGULATIONS, AS EACH MAY BE AMENDED FROM TIME TO TIME, AS SUCH BOARD MAY DETERMINE. 4.6 MEETINGS OF THE MEMBERS OF THE CORPORATION MAY BE HELD ANYWHERE IN THE UNITED STATES, UNLESS OTHERWISE PROVIDED IN THE BY-LAWS OF THE CORPORATION. 4.7 THE BOARD OF DIRECTORS, OR ANY OTHER BODY HAVING POWERS SIMILAR TO A BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT TO THE EXTENT THAT ACTION OF THE MEMBERS IS REQUIRED BY LAW OR BY THE BY-LAWS OF THE CORPORATION. 4.8 NO DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBER FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS SUCH DIRECTOR OR OFFICER, NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT, TO THE EXTENT REQUIRED BY APPLICABLE LAW, THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR OR OFFICER: (I) FOR ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBER, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR OR OFFICER DERIVED ANY IMPROPER PERSONAL BENEFIT. THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR OR OFFICER FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE EFFECTIVE DATE OF THIS PROVISION. NO AMENDMENT TO, OR REPEAL OF, THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR OR OFFICER, FOR OR WITH RESPECT TO, ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OR OFFICER OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH PERSON THREATENED WITH OR MADE A PARTY TO ANY ACTION, SUIT OR OTHER PROCEEDING,

INCLUDING A CRIMINAL PROCEEDING, BY REASON OF THE FACT THAT HE OR SHE, OR HIS OR HER TESTATOR OR INTESTATE, IS OR WAS A DIRECTOR, OFFICER, OR, IF THE BOARD OF DIRECTORS SO DETERMINES, AN EMPLOYEE OR OTHER AGENT, OF THE CORPORATION, OR WHO SERVES OR SERVED, AT THE REQUEST OF THE CORPORATION, AS A TRUSTEE, DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF ANOTHER ORGANIZATION, OR, AT THE REQUEST OF THE CORPORATION, SERVES OR SERVED IN ANY CAPACITY WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING AMOUNTS PAID IN SATISFACTION OF JUDGMENTS, IN COMPROMISE OR AS FINES AND PENALTIES, AND COUNSEL FEES, REASONABLY INCURRED BY SUCH PERSON IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH SUCH PERSON MAY BE INVOLVED OR WITH WHICH SUCH PERSON MAY BE THREATENED, WHILE IN OFFICE OR THEREAFTER, BY REASON OF BEING OR HAVE BEEN SUCH A PERSON, EXCEPT THAT NO INDEMNIFICATION SHALL BE PROVIDED FOR ANY PERSON WITH RESPECT TO ANY MATTER AS TO WHICH SUCH PERSON SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION OR, TO THE EXTENT THAT SUCH MATTER RELATES TO THE SERVICE AT THE REQUEST OF THE CORPORATION FOR ANOTHER ORGANIZATION OR AN EMPLOYEE BENEFIT PLAN, IN THE BEST INTERESTS OF SUCH ORGANIZATION OR OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN, AS THE CASE MAY BE; AND FURTHER PROVIDED THAT, AS TO MATTERS DISPOSED OF BY A COMPROMISE PAYMENT, PURSUANT TO A CONSENT DECREE OR OTHERWISE, ANY SUCH REIMBURSEMENT, WHETHER FOR SAID COMPROMISE PAYMENT OR FOR ANY OTHER EXPENSES INCURRED IN CONNECTION WITH THE MATTER SO DISPOSED OF, SUCH INDEMNIFICATION MUST HAVE BEEN APPROVED OR RATIFIED AS FOLLOWS: (A) BY A DISINTERESTED MAJORITY OF THE DIRECTORS THEN IN OFFICE; OR (B) IF A MAJORITY OF SUCH DIRECTORS SHALL BE INTERESTED, BY A MAJORITY OF THE DISINTERESTED DIRECTORS THEN IN OFFICE, PROVIDED THAT THE DIRECTORS OR SUCH PERSON SHALL HAVE OBTAINED A WRITTEN OPINION OF INDEPENDENT LEGAL COUNSEL TO THE EFFECT THAT THE PERSON PROPOSED TO BE INDEMNIFIED DOES NOT APPEAR NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION, OR IN THE BEST INTERESTS OF THE PARTICIPANTS OF THE EMPLOYEE BENEFIT PLAN, AS THE CASE MAY BE. THE BOARD OF DIRECTORS MAY FROM TIME-TO-TIME AUTHORIZE PAYMENT BY THE CORPORATION OF EXPENSES INCURRED BY ANY SUCH PERSON IN DEFENDING ANY SUCH ACTION, SUIT OR PROCEEDING IN ADVANCE OF ITS FINAL DISPOSITION, UPON RECEIPT OF AN UNDERTAKING FROM SUCH PERSON TO REPAY SUCH PAYMENT IF SUCH PERSON SHALL HAVE BEEN ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER THIS ARTICLE IV, OR IF THE MATTER INVOLVED SHALL HAVE BEEN DISPOSED OF BY A COMPROMISE PAYMENT WITH RESPECT TO WHICH SUCH PERSON SHALL NOT BE ENTITLED TO INDEMNIFICATION UNDER THIS ARTICLE IV. THE BOARD OF DIRECTORS MAY ACCEPT SUCH UNDERTAKING WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT. OMISSION FROM THESE ARTICLES OF AN EXPRESS PROVISION FOR INDEMNIFICATION SHALL NOT LIMIT ANY RIGHT OF INDEMNIFICATION EXISTING INDEPENDENTLY OF THIS ARTICLE IV. THE RIGHT OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE. NOTHING CONTAINED IN THIS ARTICLE IV SHALL AFFECT ANY OTHER RIGHTS TO INDEMNIFICATION TO WHICH ANY PERSON OR CORPORATE PERSONNEL MAY BE ENTITLED BY CONTRACT OR OTHERWISE UNDER LAW.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later Effective Date:

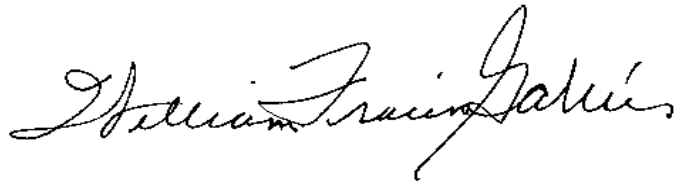
**Signed under the penalties of perjury, this 15 Day of August, 2011, LOLA BENDANA , its ,
President / Vice President,
JUANA HORTON , Clerk / Assistant Clerk.**

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THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

August 15, 2011 04:34 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth