

Articles of Incorporation of the Association for Machine Translation in the Americas, Inc. (AMTA)

ARTICLE 1. NAME AND GENERAL STRUCTURE

The Name of this nonprofit association, a corporation organized and existing under the laws of the District of Columbia, United States of America, shall be the Association for Machine Translation in the Americas Inc. (AMTA). AMTA is established as a regional division within the International Association for Machine Translation, Inc. (IAMT).

ARTICLE 2. PURPOSES

The purposes of the Association for Machine Translation in the Americas, Inc. shall be exclusively nonprofit, scientific, and educational. It shall bring together users, developers, researchers, sponsors, and other individuals or institutional or corporate entities interested in machine translation for the purpose of studying, evaluating, and understanding the science of machine translation and educating the public on important scientific techniques and principles of machine translation. In furtherance of these purposes, the corporation may carry on the following activities:

- a. Sharing knowledge about the science and technology of machine translation through the collection, compilation, exchange, and dissemination of information
- b. Sponsoring and supporting workshops, symposia, and conferences on machine translation and related technologies and applications;
- c. Developing appropriate training materials and programs;
- d. Facilitating access by researchers to machine-readable corpora and cooperating in the exchange of formats and text-encoding conventions; and
- e. Discussing and establishing reference criteria for the evaluation of machine translation technology.

ARTICLE 3. MEMBERSHIP

Section 1. Qualifications.

Membership shall be open to any person (individual or legal entity) interested in the purposes of AMTA. Membership in AMTA automatically confers membership in IAMT.

Section 2. Categories of Membership

The corporation shall have four (4) types of members: (1) individual, (2) institutional, and (3) corporate.

- a. An individual member shall be any person, excluding representatives of institutional or corporate members, whose dues are currently paid. An institutional member shall be any nonprofit or not-for-profit legal entity whose dues are currently paid, a corporate member shall be any for-profit legal entity whose dues are currently paid, and a student shall be any individual currently enrolled in an educational program whose dues are currently paid.
- b. Each institutional or corporate member shall be represented by a duly authorized individual whose designation shall be officially notified to the Secretary of AMTA. Institutional and/or corporate members may change their authorized individual representatives at will, submitting due notice of any change to the Secretary of AMTA. Only duly authorized representatives of record shall be allowed to act for the respective institutional or corporate members.

Section 3. Rights and Privileges.

- a. Individual members shall be eligible to serve as Officers or as members of the Board of Directors; to vote in meetings or by mail or facsimile; and to serve as committee chairs or members.
- b. Institutional and corporate members shall enjoy the same rights and privileges as individual members with the exception of the right to hold office.

Section 4. Dues.

Membership dues shall be determined by the Board of Directors. The Board of Directors shall have the authority to increase the annual dues by up to 10%; any increase of more than 10% must be approved by the membership. There shall be no more than one increase of dues in any given year.

Section 5. Lapse of Membership.

If the dues of any member are not received within 120 days after the expiration of the date for renewal of membership, that membership shall automatically lapse. Members may be reinstated by payment of all dues and a reinstatement fee.

ARTICLE 4. BOARD OF DIRECTORS

Section 1. Composition.

a. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Councillor, Webmaster, and six Directors. The Councillor position may remain unfilled. The composition of the Board shall reflect a reasonable balance among users, commercial developers, vendors, and researchers.

b. With the exception of the Webmaster, who shall be appointed by the Board, all positions on the Board of Directors shall be elective.

Section 2. Terms of Office.

a. The term of office for Officers and Directors shall begin at the close of the meeting at which the results are announced. All Officers and Directors shall be elected for a term of two years, with the exception of three Directors who shall be elected for a term of one year during the first year of implementation of these Bylaws.

b. The Officers shall be elected in the same year. Half the Directors shall be elected in the even year and half in the odd year.

Section 3. Eligibility.

a. Officers and Directors shall have been members in good standing for no less than six months prior to their election to office.

b. The President and Vice President shall have served on the Board of Directors or as a committee chair.

c. The President and Vice President may not serve more than two consecutive terms in the same office.

d. The Councillor shall have served on the Board of Directors, shall have performed exemplary service to the Association in the past, and shall have demonstrated commitment to the continued growth of AMTA. The maximum term of office for a Councillor is six years.

Section 4. Powers and Duties of the Board of Directors.

a. The Board of Directors shall conduct the business of AMTA and approve, implement, and oversee policy. It shall act at all times to further the principles and purposes of AMTA.

b. The Board of Directors shall appoint three Representatives to the IAMT, at least two of whom shall be Officers of the Association.

Section 5. Remuneration and Reimbursement.

a. Members of the Board of Directors shall not receive remuneration for services related to the duties of their elective office. Upon the approval of the Board of Directors, they may be remunerated for services unrelated to their elective positions.

b. Expenses incurred by members of the Board of Directors on behalf of AMTA shall be reimbursed providing that they have been duly authorized in principle by the Board of Directors.

Section 6. Meeting of the Board of Directors.

- a.** Meetings of the Board of Directors shall be held at such time and place as it may determine. The Board shall meet for the transaction of AMTA business at least once every two years. The President may call special meetings with the approval of a majority of the Executive Committee. The President must call a special meeting upon written request by at least four members of the Board of Directors.
- b.** Notice of any meeting shall be given to all members of the Board of Directors by mail, telegram, facsimile, or telephone, at least 14 days prior to said meeting.
- c.** There shall be no proxy voting at meetings of the Board of Directors.

ARTICLE 5. THE EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer.

Section 2. Powers and Duties.

The Executive Committee shall be charged with acting for and in the name of the Board of Directors in the intervals between regular meetings of the Board. It may conduct financial transactions up to a limit to be established by the Board of Directors and approve contracts and/or formal agreements between AMTA and other national and international private or public institutions which may be beneficial to the tax-exempt purpose of AMTA. All actions taken by the Committee shall be considered to be the action of the Board of Directors and of the Corporation and are not subject to ratification by the Board. The Executive Committee shall also be responsible for submitting the draft annual budget to the Board of Directors for its approval.

Section 3. Meetings.

The Executive Committee shall meet as the need arises, the date and time to be determined by the President or, in the President's absence, by the Vice President. All members of the Board of Directors shall be notified at least two weeks in advance of the meeting. Minutes shall be promptly approved by the Executive Committee and sent to all members of the Board of Directors.

Section 4. Quorum.

A quorum shall consist of three members of the Executive Committee, one of whom must be either the President or the Vice President. A majority vote of the members present shall be the act of the Executive Committee.

ARTICLE 6. OFFICERS

The Officers shall be the President, Vice President, Secretary, and Treasurer.

- a.** The President shall conduct all business and affairs prescribed by the Articles of Incorporation, the present Bylaws, the parliamentary authority adopted by AMTA, and the Board of Directors, and shall represent AMTA in all matters. The President may delegate such representation to the Vice President or other Directors or Officers.
- b.** The Vice President shall assist the President in conducting the business of AMTA and shall perform all duties of the office of Vice President as prescribed by the parliamentary authority adopted by AMTA, the President, or the Board of Directors.
- c.** The Secretary shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by AMTA, taking minutes and keeping an accurate and continuous record of the meetings of the Executive Committee, the Board of Directors, and the membership in general, as well as maintaining an archive of committee reports and other documents related to the proceedings of the Association. The Secretary shall mail notices of regular and special meetings to the members of the Board of Directors and them membership in general, and shall carry out such other duties as may be assigned by the Board.
- d.** The Treasurer shall record and hold all funds of AMTA in such accounts as the Board of Directors may designate, and shall disburse funds in keeping with the budget and directives

from the Board of Directors or Executive Committee. The Treasurer shall prepare and submit a draft budget yearly to the Executive Committee. The Treasurer shall keep accurate and complete books, showing all deposits, receipts and disbursements. Books shall be open at all reasonable times to the Officers, directors, inspectors, and auditors. Members may inspect the books at reasonable times after making a written request to do so. The Treasurer shall prepare the annual financial report to the membership and shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE 7. VACANCIES

- a.** In the event of a vacancy occurring in the office of the President, the Vice President shall automatically succeed to that office until such time as a regular election has taken place and a member has been elected to serve the remainder of the unexpired term.
- b.** Any other vacancy occurring on the Board of Directors shall be filled without delay by the Board of Directors. The appointee shall hold office until the next regular election, at which time a member shall be elected to serve the remainder of the unexpired term.

ARTICLE 8. COMMITTEES

Section 1. Standing and Special Committees.

Standing and special committees may be created by the Board of Directors or the Executive Committee. All committee members must be either individual members or representatives of corporate or institutional members of the Association. Committee chairs shall be appointed by the President; committee members may be appointed either by the President or the committee chairs. The President shall be an ex officio member of all committees.

Section 2. Remuneration and Reimbursements.

- a.** Committee chairs and members shall not receive remuneration for services related to their duties. Upon approval by the Board of Directors, however, they may be remunerated for services unrelated to their committee positions.
- b.** Expenses incurred by committee chairs and members on behalf of AMTA shall be reimbursed, providing they have been duly authorized in principle by the Board of Directors.

ARTICLE 9. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

The Nominating Committee shall consist of three members appointed by the Board of Directors upon the recommendation of the President. The Committee shall prepare a list of candidates for vacant positions, to be submitted to the members of the Association no later than 60 days prior to the regular meeting, except for the meeting at which these Bylaws are ratified, in the form of a mail ballot with at least one nominee for each elective office to be filled.

Section 2. Elections.

Elections shall be by mail ballot, with the results to be announced and the elected Officers and Directors to be installed at the regular meeting immediately after the voting. The results of the election shall be reported to the membership at the first meeting subsequent to the balloting.

ARTICLE 10. MEETINGS OF THE MEMBERSHIP

Section 1. Regular Meeting.

A general meeting of the membership shall be held at least every two years at a time and place to be determined by the Board of Directors.

Section 2. Special Meetings.

Special meetings of the membership may be called at any time by the President, by a majority of the Board of Directors, or upon written request by 20 members in good standing.

Section 3. Notices.

Written notice of the regular meeting shall be mailed by the Secretary to all members at least 45 days prior to the meeting. Written notice of special meetings shall be mailed to all members at least 30 days prior to the meeting. the notice shall specify the matters to be taken up at such meeting.

Section 4. Voting.

Each member in good standing, whether an individual or a representative or an institutional or corporate member, shall have one vote.

ARTICLE 11. PARLIAMENTARY PROCEDURE

Robert's Rules of Orderly Newly Revised shall be the parliamentary authority that governs AMTA Proceedings in all cases to which they are applicable in which they are not inconsistent with the Articles of Incorporation, these Bylaws, or any standing or special rules of order adopted by AMTA.

ARTICLE 12. AMENDMENTS**Section 1. Proposals.**

Amendments may be proposed by any member of AMTA. Proposed amendments to the Articles of Incorporation or these Bylaws shall be presented to the Board of Directors for its approval. If approved by the Board, such amendments shall be presented to the membership for ratification.

Section 2. Voting.

Approval of amendments shall require a two-thirds vote of the Board of Directors, which may be obtained either by vote at a duly convened meeting or in writing in response to a mail or facsimile ballot. Ratification by the membership shall likewise require a two-thirds majority of those voting by ballot.

ARTICLE 13. DISPOSITION OF FUNDS UPON DISSOLUTION

After payment of debts, remaining assets shall be used for the sole purposes of the organization, as detailed in Article 2. They shall be used for exclusively nonprofit, scientific, and educational purposes, to study, evaluate, and understand, as well as to educate the public on, scientific techniques and principles of machine translation. Under no circumstances may the remaining balance be distributed among members.