

## Articles of Association

### JOINT NATIONAL COMMITTEE FOR LANGUAGES

The undersigned representatives of the initial members of the Joint National Committee for Languages adopt the following Articles of Association:

#### NAME AND TERM

Article 1. The name of the Association is JOINT NATIONAL COMMITTEE FOR LANGUAGES.

Article 2. The term of the Association is unlimited and perpetual.

#### PURPOSE

Article 3. The purpose of the Association is to promote a continuing movement in favor of learning languages and the sponsorship of the improvement and enhancement of learning and teaching of languages.

#### MEMBERSHIP

Article 4. (a) The Association shall have one or more categories of members, and the designation, the manner of election or appointment, and the qualifications, obligations and rights of members shall be set forth in the bylaws.

(b) The membership of the Association shall meet at times and places selected by the Executive Committee but not less than once annually.

#### DIRECTING AUTHORITY

Article 5. The affairs of the Association shall be managed by an Executive Committee, which shall be selected in accordance with the bylaws and shall be subject to the provisions of the bylaws and the directions of the members expressed at times and in ways authorized by the bylaws. The officers of the Association shall be elected and shall have powers and bear titles as provided in the bylaws.

#### POWERS

Article 6. The Association shall have all the powers necessary, appropriate or convenient for accomplishing its purposes, including the power to adopt bylaws, to receive, hold and dispose of funds and other property, to accept grants in aid of its purposes, to enter into agreements, to elect officers, to pay reasonable compensation or make reimbursement for services rendered or expenses incurred on behalf of the Association, to convene meetings of members and generally to exercise the powers given by law to all corporations and associations, provided that:

(a) The Association shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law,

that will or might prevent it at any time from qualifying and continuing to qualify as an organization described in the relevant revenue statutes of the United States, contributions to which are deductible for income tax purposes, nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification;

(b) no part of the assets or net earnings of the Association shall ever be used for purposes that are not exclusively charitable, scientific, or educational within the meaning of the applicable revenue statutes of the United States;

(c) the Association shall never be operated for the purpose of carrying on a trade or business for profit;

(d) no activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation in excess of those allowed by law for organizations described in the relevant revenue statutes of the United States, contributions to which are deductible for income tax purposes; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise;

(e) at no time shall the Association engage in any activities which are prohibited under the revenue laws, or are unlawful under any other laws, of the United States, or any other jurisdiction where its activities are carried on; and

(f) the Association shall not pay any compensation or loan, nor shall it engage in any solicitation of contributions, or accept any gift, bequest or devise, nor shall any part of its assets or net earnings, current or accumulated, be distributed in any manner that would, under the revenue laws of the United States, jeopardize its status as entitled to tax exemption or to receive tax-deductible gifts.

#### DISTRIBUTION OF ASSETS ON DISSOLUTION

Article 7. If the Association is dissolved or terminated in any manner or for any reason, its remaining assets, if any, after payment (or provision for payment) of all liabilities of the Association shall, upon recommendation of the Executive Committee and approval of a majority of the members of the Association, present and voting, be transferred to one or more organizations engaged in activities similar to those of the Association and organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual. If the Association does not make such a recommendation, or the required approval of a majority of the members is not obtained, the Association's remaining property and assets shall be distributed among the members of the Association, in equal proportions, provided that all such members are then nonprofit charitable, scientific or educational institutions; and if any is not, the assets shall be distributed among such members as are nonprofit charitable, scientific or educational organizations.

INITIAL OFFICE AND AGENT

Article 8. The initial office of the Association shall be at Suite 210, 11 Dupont Circle, N. W., Washington, D. C. 20006, and the initial agent shall be J. David Edwards.

INITIAL EXECUTIVE COMMITTEE

Article 9. The initial Executive Committee shall consist of the persons executing these articles whose signatures appear below as organizers of this Association. They shall serve until their successors are duly qualified. The chairman of the initial Executive Committee shall be elected by its members.

IN WITNESS WHEREOF, we hereby bring these Articles of Association into effect by signing on the dates and at the places indicated, the Articles to come into effect as of the date of the latest signature.

James E. Alatis on October 2, 1981 at Cleveland, Ohio  
Richard B. Bove on Oct. 2, 1981 at Cleveland, Ohio  
Richard B. Klein on Oct 2, 1981 at Cleveland, Ohio  
Paul W. Peterson on Oct. 2, 1981 at Cleveland, Ohio  
George J. Ryan on Oct. 2, 1981 at Cleveland, Ohio  
James A. Barthelmess on Oct. 2, 1981 at Cleveland Ohio  
Kahula Samir on Oct 2, 1981 at Cleveland, Ohio  
Joseph A. Turzi on Oct. 2, 1981 at Cleveland, Ohio  
Ramon L. Santiago on Oct. 6, 1981 at Washington, D.C.  
Joseph Malick on Oct 14, 1981 at Tucson, Az.  
Edward Dehly on Oct. 27, 1981 at Hastings-on-Hudson, N.Y.  
Eleanor H. Jordan on Nov. 13, 1981 at Yonkers, N.Y.  
\_\_\_\_\_ on \_\_\_\_\_ at \_\_\_\_\_

## Articles of Association

### COUNCIL FOR LANGUAGES AND OTHER INTERNATIONAL STUDIES

The undersigned representatives of the initial members of the Council for Languages and Other International Studies adopt the following Articles of Association:

#### NAME AND TERM

Article 1. The name of the association is COUNCIL FOR LANGUAGES AND OTHER INTERNATIONAL STUDIES.

Article 2. The term of the association is unlimited and perpetual.

#### PURPOSE

Article 3. The Council for Languages and Other International Studies is a charitable and educational association for the purpose of promoting a continuing movement in favor of learning languages and sponsoring the improvement and enhancement of learning and teaching of languages and other international studies.

#### MEMBERSHIP

Article 4. (a) The association shall have one or more categories of members, and the designation, the manner of election or appointment, and the qualifications, obligations and rights of members shall be set forth in the bylaws.

(b) The membership of the association shall meet at times and places selected by the Board of Directors but not less than once annually.

#### DIRECTING AUTHORITY

Article 5. The affairs of the association shall be managed by a Board of Directors, which shall be selected in accordance with the bylaws and shall be subject to the provisions of the bylaws and the directions of the members expressed at times and in ways authorized by the bylaws. The officers of the association shall be elected and shall have powers and bear titles as provided in the bylaws.

#### POWERS

Article 6. The association shall have all the powers necessary, appropriate or convenient for accomplishing its purposes, including the power to adopt bylaws, to receive, hold and dispose of funds and other property, to accept grants in aid of its purposes, to enter into agreements, to elect officers, to pay reasonable compensation or make reimbursement for services rendered or expenses incurred on behalf of the Association, to convene meetings of members and generally to exercise the powers given by law to all corporations and associations, provided that:

(a) no part of the assets or net earnings of the association shall ever be used for purposes that are not exclusively for the promotion of social welfare and are not charitable or educational within the meaning of the applicable revenue statutes of the United States;

(b) the association shall never be operated for the purpose of carrying on a trade or business for profit;

(c) at no time shall the association engage in any activities which are prohibited under the revenue laws, or are unlawful under any other laws, of the United States, or any other jurisdiction where its activities are carried on; or would, under the revenue laws of the United States, jeopardize its status as entitled to tax exemption.

#### DISTRIBUTION OF ASSETS ON DISSOLUTION

Article 7. If the association is dissolved or terminated in any manner or for any reason, its remaining assets, if any, after payment (or provision for payment) of all liabilities of the association shall, upon recommendation of the Board of Directors and approval of a majority of the members of the association, present and voting, be transferred to one or more organizations engaged in activities similar to those of the association and organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual. If the association does not make such a recommendation, or the required approval of a majority of the members is not obtained, the association's remaining property and assets shall be distributed among the members of the association, in equal proportions, provided that all such members are then nonprofit charitable or educational institutions; and if any is not, the assets shall be distributed among such members as are nonprofit charitable or educational organizations.

#### INITIAL OFFICE AND AGENT

Article 8. The initial office of the association shall be at Suite 210, 11 Dupont Circle, N.W., Washington, D.C. 20036, and the initial agent shall be J. David Edwards.

#### INITIAL EXECUTIVE COMMITTEE

Article 9. The initial Board of Directors shall consist of the persons executing these articles whose signatures appear below as organizers of this association. They shall serve until their successors are duly qualified. The presiding member of the initial Board of Directors shall be elected by its members.

IN WITNESS WHEREOF, we hereby bring these Articles of Association into effect by signing on the dates and at the places indicated, the Articles to come into effect as of the date of the latest signature.

|                           |    |                     |    |                        |
|---------------------------|----|---------------------|----|------------------------|
| <u>James E. Alatis</u>    | on | <u>Oct. 3, 1981</u> | at | <u>Cleveland Ohio</u>  |
| <u>George J. Pyany</u>    | on | <u>Oct. 3, 1981</u> | at | <u>Cleveland OH</u>    |
| <u>Richard B. Klein</u>   | on | <u>Oct 3, 1981</u>  | at | <u>Cleveland, OH</u>   |
| <u>Robert G. Jucis</u>    | on | <u>Oct 3, 1981</u>  | at | <u>Cleveland, Ohio</u> |
| <u>Richard L. Bone</u>    | on | <u>Oct. 3, 1981</u> | at | <u>Cleveland, Ohio</u> |
| <u>Sam H. Johnson</u>     | on | <u>Oct 3, 1981</u>  | at | <u>Cleveland, Ohio</u> |
| <u>James A. Barthelme</u> | on | <u>Oct. 3, 1981</u> | at | <u>Cleveland, Ohio</u> |
| <u>Joseph A. Turso</u>    | on | <u>Oct. 3, 1981</u> | at | <u>Cleveland, Ohio</u> |
| <u>Ramon L. Santiago</u>  | on | <u>Oct. 3, 1981</u> | at | <u>Washington, DC</u>  |

Donald on Oct 14, 1981 at Tucson, AZ,  
Clara Kelly on Oct 27, 1981 at Hastings-on-Hudson, N.Y.  
Eleanor H. Jordan on Nov. 13, 1981 at Ithaca, N.Y.