

NORTHWEST TRANSLATORS AND INTERPRETERS SOCIETY

**RESOLUTIONS OF
THE BOARD OF DIRECTORS**

WHEREAS, the Board of Directors (the “Board”) of Northwest Translators and Interpreters Society (“NOTIS”) has determined that it is in the best interests of the communities and clients served by NOTIS to combine resources with Washington State Court Interpreters and Translators Society (“WITS”) and operate as one merged organization;

WHEREAS, the terms of the merger and the plan of merger are set forth in the Merger Agreement between NOTIS and WITS, a draft of which is attached as Exhibit A;

NOW, THEREFORE, it is hereby resolved as follows:

1. The Board hereby concludes that the merger of WITS with and into NOTIS is in the best interests of NOTIS, is in furtherance of its mission and will enable it to carry out its exempt purposes more effectively.

2. The Merger Agreement and the Articles of Merger, attached as Exhibit B, are hereby approved in the forms presented to the Board on this date.

3. The Board hereby calls a special meeting of the members of NOTIS at which such members shall vote to approve the terms of the merger and the plan of merger as set forth in the Merger Agreement.

3. If the members approve the merger, the President, or such other officers designated by the President (the “Authorized Officers”), or anyone of them, are authorized and directed:

a. To execute, on behalf of NOTIS, and to cause NOTIS to deliver and perform the terms of the Merger Agreement;

b. To execute, on behalf of NOTIS, and to cause NOTIS to deliver and file with the Washington Secretary of State’s office, the Articles of Merger; and

c. To take any and all further actions as they deem necessary, advisable, or appropriate to carry out the merger, generally consistent with the general terms described above and in the attached Exhibit A.

4. All prior actions with respect to the merger, which have been taken by the President and other officers and directors, and which have been disclosed to the Board of Directors, are hereby approved, ratified, and confirmed.

CERTIFICATE

The undersigned hereby certifies that he/she is an Officer of Northwest Translators and Interpreters Society, a corporation organized and existing under the laws of the State of Washington, that the foregoing is a true and correct copy of the Resolution duly approved by the affirmative vote of the Board of Directors at a meeting of the Board of Directors held on August 8, 2013, at which meeting a quorum was at all times present and acting, and that the Resolutions are in full force and effect.

DATED this fourth day of October, 2013.



Kathryn German, President



Toby Kawahigashi, Vice President

Exhibit A

Merger Agreement
(see attached)

Exhibit B

Articles of Merger
(see attached)