

COLORADO SPRINGS EDUCATION ASSOCIATION

ARTICLES OF INCORPORATION

(Revised 1988)

The members of the COLORADO SPRINGS EDUCATION ASSOCIATION, a Colorado corporation not for profit, desiring to restructure their corporate body and to claim for themselves and their successors the benefits of the Colorado Non-Profit Corporation Act, 1967, do hereby re-state their Articles of Incorporation this 1st day of July, 1983.

ARTICLE I. NAME

The name of the corporation shall be: COLORADO SPRINGS EDUCATION ASSOCIATION.

ARTICLE II. TERM OF EXISTENCE

This corporation shall exist in perpetuity from and after the date of filing these Articles of Incorporation with the Secretary of State of Colorado, unless sooner dissolved according to law.

ARTICLE III. OBJECTS AND PURPOSES

The objects and purposes of the corporation are as follows:

- (a) To improve the material welfare of the membership of the corporation;
- (b) To raise the professional efficiency and standards of the membership of the corporation;
- (c) To promote the welfare of the public schools in District Eleven, El Paso County, Colorado;
- (d) To awaken in the public mind a realization and appreciation for the significance of the contribution by the membership of the corporation.

ARTICLE IV. POWERS

The corporation shall have the following powers:

- (a) To acquire property, real and personal, by purchase, gift, grant, devise or bequest; to convey, transfer, exchange, or otherwise dispose of property; and to accept and administer any trust of real or personal property for any purpose within its objects and purposes;

- (b) To borrow money and to mortgage or pledge any or all of its holdings as security for the repayment thereof;
- (c) To own, control, edit and publish its own official publications as are authorized by its Board of Directors;
- (d) To invest and reinvest its funds in such common stocks, bonds, certificates of deposits or other investment as its Board of Directors deems prudent;
- (e) And, in general, to exercise all of the rights, powers, privileges, functions and duties now or hereafter conferred under and by virtue of the laws of the State of Colorado upon corporations of every class and to do everything necessary, suitable or proper for the accomplishment of its objects and purposes.

ARTICLE V. MEMBERS

1. All persons holding membership in the Colorado Springs Education Association, a Colorado Non-Profit Corporation organized on April 3, 1958, and all persons thereafter meeting the qualifications for membership established by the By-Laws and paying the dues established by the By-Laws, shall be members of the corporation.
2. The rights of members of the corporation are as follows:
  - (a) To attend all annual and special meetings of the corporation, to be held in the manner provided in the By-Laws;
  - (b) To vote on all matters submitted to a vote of the membership, voting by proxy not to be allowed;
  - (c) To vote for representatives to the corporation's Association Representative Council as provided in the By-Laws;
  - (d) To vote on any proposed change in these Articles of Incorporation ;
  - (e) To hold office in the corporation as provided in the By-Laws.
3. No person shall be a member of the corporation unless that person is a member of the Colorado Education Association and the National Education Association.

ARTICLE VI. ASSOCIATION REPRESENTATIVE COUNCIL

1. The official legislative body of the corporation shall be the Association Representative Council which shall be empowered to take action on all matters affecting association policy not delegated to the Board of Directors.
2. The Association Representative Council shall consist of the Board of Directors of the corporation and the Association Representatives elected by the members of the corporation in the manner provided by the By-Laws.
3. The Association Representative Council shall meet annually as provided in the By-Laws. Special meetings may be called as provided in the By-Laws.
4. All questions concerning indebtedness shall be approved by the Association Representative Council.
5. The Association Representative Council shall adopt the yearly budget prior to its implementation.

ARTICLE VII. BOARD OF DIRECTORS

1. The affairs and management of the corporation shall be under the supervision and control of a Board of Directors of not less than seven or more than fifteen Directors, as determined from time to time in accordance with the By-Laws of the corporation.
2. The initial Board of Directors shall be as follows:  
  

Douglas D. Graff	712 Potter Drive, Colorado Springs, CO
Melvin L. Mickelsen	1623 Clemson Drive, Colorado Springs, CO
H. Duane Garnett	1518 Zaiger Place, Colorado Springs, CO
David L. Reinke	1121 E. Willamette, Colorado Springs, CO
Therese K. Reeves	Mary B. Mobley
Shannon	Katherine Hodgson
	Gene M.
3. Succeeding directors shall be elected by the members of the corporation in the manner provided in the ByLaws.
4. The Executive Director shall be employed by the Board of Directors.
5. The President, Vice-President, Secretary, Treasurer, Grade Division Directors, and Educational Support Personnel

Division Directors of the corporation shall be voting members of the Board of Directors.

6. The Board of Directors, by majority vote, with approval of the Association Representative Council, shall have the following powers:
  - (a) To approve the sale, exchange, mortgage or lease of all or substantially all of the corporation's assets;
  - (b) To approve any merger, dissolution or distribution of the corporation's assets.
7. All powers not specifically granted to either the membership or Association Representative Council in these Articles are specifically reserved for the Board of Directors, to be exercised by majority vote.
8. A vacancy on the Board of Directors occurring during the term of office will be filled in the manner provided in the By-Laws.
9. A majority of the members of the Board shall be a quorum at any meeting for the transaction of business.
10. The corporation shall indemnify every director, officer or professional staff member, his heirs, executors, administrators or personal representatives, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of ;his being or having been a director, officer or professional staff member, except in such manner as to which he shall be finally adjudged in such action, sit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by legal counsel that the person to be indemnified did not commit such a breach of duty.

#### ARTICLE VIII. BYLAWS

Any member of the corporation may submit an amendment to the Bylaws in the manner provided in the Bylaws. The Bylaws shall be amended by a majority of the members voting in their respective schools.

ARTICLE IX. AMENDMENTS

1. A proposed amendment to the Articles shall be presented to the Committee on Documents at least ninety (90) days prior to its proposed adoption.
2. The text of the proposed amendment shall be printed and sent to all members at least thirty (30) days prior to its consideration.
3. These Articles shall be amended only by the members of the corporation by a two-thirds vote of those present and voting, by secret ballot, at the Annual Meeting of the corporation.
4. Unless otherwise provided, all amendments shall take effect at the beginning of the fiscal year following their adoption.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

1. The initial registered office of the corporation in the State of Colorado shall be Cutler Hall, the Colorado College, Colorado Springs, Colorado.
2. The initial registered agent shall be Douglas D. Graff of the same address.

ARTICLE XI. CURRENT REGISTERED OFFICE AND AGENT

1. The current registered office of the corporation in the State of Colorado shall be 2520 N. Tejon, Colorado Springs, Colorado 80907.
2. The current registered agent shall be Myron Klingensmith of the same address.
3. Official membership records shall be maintained in the office of the registered agent of the corporation.