

St. Vrain Valley Education Association

ARTICLES OF INCORPORATION

The members of the SAINT VRAIN VALLEY EDUCATION ASSOCIATION, a Colorado corporation not for profit, desiring to restructure their corporate body and claim for themselves and their successors the benefits of the Colorado Non-Profit Corporation Act, 1967, do hereby restate their Articles of Incorporation this twenty fifth (25) day of November, 1981.

The name of this corporation shall be: THE SAINT VRAIN VALLEY EDUCATION ASSOCIATION.

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.

The purposes of the Corporation are as follows:

- (a) To provide an opportunity for a continuous study of the problems of the profession;
- (b) To facilitate communication between educators and the community;
- (c) To foster support for public education throughout the community;
- (d) To promote a professional attitude and professional ethics among its members;
- (e) To provide a local group which will work for the improvement of education, locally, statewide, and nationally and to improve the terms and conditions of the employment of its members;
- (f) To maintain the highest standards of the teaching profession;
- (g) To form a representative body able to speak with authority for its members;
- (h) To provide opportunities for its diverse membership to be represented through caucus groups;
- (i) To operate and exist as a non-profit organization.

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 purposes;
- (b) To own, control, edit and publish its own official publication(s) as are authorized by its Board of Directors;
- (c) To invest and reinvest its funds in such common stocks, bonds, certificates of deposits or other investments as its Board of Directors seems prudent;
- (d) 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 purposes.

1. All persons holding membership in the Saint Vrain Valley Education Association on November 25, 1981, and all persons thereafter meeting the qualifications for membership established by the Bylaws and paying the dues established by the Bylaws, 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 Bylaws;
- (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 annual Delegate Assemble as provided in the Bylaws;
- (d) To vote on any proposed change in these Articles of Incorporation;
- (e) To hold office in the Corporation as provided in the Bylaws.

3. No person shall be a member of the corporation unless that person is also a member of the Colorado Education Association and the National Education Association.

4. No person shall be denied membership because of race, sex, color or creed.

1. The Association Representative Council shall serve as the policy-making body of the corporation.

2. The Council shall be composed of:

- (a) The Board of Directors, as non-voting members;
- (b) The Chairpersons of the Standing Committees, as non-voting members;
- (c) Association Representatives according to the following proportion:
 - 1. One (1) representative for the first twenty five (25) members in each building and one (1) representative for each additional Twenty-five (25) members or major fraction thereof.
 - 2. Each building shall have at least one representative.
 - 3. The Council shall have the following powers:
 - (a) To determine the general policies of the corporation;
 - (b) To fulfill those powers entrusted to it by the Bylaws.
 - 4. Association Representatives shall be elected by open nomination from among the membership in each building and upon receiving a majority of votes cast in secret ballot as prescribed by the Bylaws.
 - 5. Vacancies shall be filled by holding a special election in the building.
 - 6. A quorum for meetings of the Council shall consist of a majority of the duly elected Association Representatives at each meeting.

1. The Board of Directors shall manage the affairs of the corporation.

2. The Board of Directors of the Association shall consist of the executive officers of the Association plus ten (10) members elected at-large from the membership, with not more than three (3) of these from any one school.

3. The Board of Directors shall have the following powers:

- (a) To approve the sale, exchange, mortgage, or lease of all or substantially all of the corporation assets;
- (b) To approve any merger, dissolutions or distribution of assets;
- (c) To exercise by majority vote all powers not specifically granted to either the membership or Association Representative Council in these Articles or Bylaws.

4. The members elected to the Board of Directors shall be nominated in open nomination from the general membership and shall be elected by receiving a plurality of votes cast in secret ballot as prescribed in the Bylaws.

5. A vacancy on the Board of Directors occurring during the term of office will be filled in the manner provided in the Bylaws.

6. A quorum for meetings of the Board of Directors shall consist of a majority of the members being present at each meeting.

7. 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, suit 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.

The Executive Officers of the Association shall be: President, Vice President, Secretary, and Treasurer.

The Association Representatives Council, by majority vote and secret ballot, in a regular or special meeting called for that purpose, shall have the power to adopt and amend, as may be deemed necessary, Bylaws for the proper government and management of the corporation. The initial Bylaws are attached hereto.

1. Proposed amendments may be made by any member of the Association.

A proposed amendment to these Articles of Incorporation shall be presented in writing to the members of the Association at least two (2) weeks prior to voting.

2. Only members of the Association may vote on proposed amendments.

3. Proposed amendments shall have an implementation date and upon ratification shall become effective as of that date.

4. Proposed amendments to these Articles of Incorporation shall be sub-mitted to a vote of the entire membership by secret ballot. A two-thirds (2/3) majority vote of those voting is required to adopt the proposed amendment.

Amended 2010