

**ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF THE  
MINNESOTA SCHOOL EMPLOYEES ASSOCIATION**

RESOLVED that the Articles of Incorporation of the corporation are hereby amended in their entirety pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, specifically, Minn. Stat. §317A.133, and the provisions of Article XII of these Articles as amended, as follows:

**ARTICLE I  
Name**

The name of the corporation shall be the Minnesota School Employees Association.

**ARTICLE II  
Registered Office**

The registered office of the corporation shall be located at 190 East 5<sup>th</sup> St, #750, St. Paul, MN 55101.

**ARTICLE III  
Purposes**

The corporation is organized and shall be operated exclusively as a labor organization within the meaning of described in Section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the "Code"), for the purpose of advancing and protecting the interests of its members with regard to their employment with certain school districts within the State of Minnesota. The corporation is not organized for profit and shall not be operated for profit.

The corporation shall have only such powers as are required by and are consistent with the foregoing purposes and as are afforded to it by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended. Notwithstanding any other provisions of these Articles, the corporation shall not engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(5) of the Code, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(5) of the Code.

**ARTICLE IV  
No Private Inurement or Benefit**

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors, officers or members, and no part of the net income or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the corporation may pay reasonable compensation for services rendered to or for the corporation in furtherance of one or more of its purposes, including services by a director or officer as such. The corporation shall not lend any of its assets to any director, officer or member of the corporation, nor guaranty to any other person the payment of a loan to a director, officer or member of the corporation.

**ARTICLE V  
Duration**

The duration of the corporation shall be perpetual.

**ARTICLE VI  
No Capital Stock**

The corporation shall have no capital stock.

## **ARTICLE VII**

### **Members**

A person is eligible to be a member of the corporation if he/she is regularly employed in any public school system or educational institution in a job classification for which the Association has been certified by the Minnesota Bureau of Mediation Services as the exclusive bargaining representative. The members of the corporation shall be those persons who are eligible and who have satisfied the membership requirements and maintained membership status as provided in the bylaws of the corporation.

## **ARTICLE VIII**

### **Directors**

The business and affairs of the corporation shall be managed under the direction of its Board of Directors, who shall be elected in the manner provided in the Bylaws of the corporation. The number, qualifications, terms of office and other conditions for directors also shall be as provided in the Bylaws.

## **ARTICLE IX**

### **Directors and Officers Not Liable**

No director or officer of the corporation, as such, shall have personal liability to any extent for the acts, debts, liabilities or obligations of the corporation, and each director and officer shall receive indemnification from the corporation against certain liabilities and expenses in the manner provided in the Bylaws of the corporation.

## **ARTICLE X**

### **Written Action By Directors**

Any action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

## **ARTICLE XI**

### **Distribution of Assets Upon Liquidation, Dissolution, or Winding Up of the Corporation**

In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of the corporation shall be distributed by the Board in the following order of priority: first, assets received and held for a special use or purpose shall be distributed in a manner necessary to satisfy such purpose; second for the payment of costs and expenses of the dissolution proceedings, including attorney fees and disbursements; third, payment of debts, obligations, and liabilities of the corporation; and fourth, any remaining assets shall be distributed to the members with respect to their prorata share. A member's prorata share shall be a fraction the numerator of which is the number of years during which the member was a member in good standing and the denominator of which is the total years of service of all members in good standing, determined as of the effective date of the dissolution of the corporation.

## **ARTICLE XII**

### **Amendment of Articles**

The Articles of the corporation may be amended or repealed by the affirmative vote of a two-thirds majority of the Delegates present at a meeting of the Delegate Assembly at which there is a quorum. A proposal to amend the Articles may be offered by the Board or by any Delegate. To be considered by the Delegate Assembly, a proposal which describes the Article(s) to be amended and the substance of each amendment must be submitted in writing to the Executive Director no later than February 1. The Executive Director shall provide notice to the Delegates of each proposed amendment to be considered at a meeting of the Delegate Assembly not less than 30 days before such meeting.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this  
24<sup>th</sup> day of April, 2010.

*Evan Mapes*  
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Its President