

**AMENDED ARTICLES OF INCORPORATION**  
**[Reflecting Amendments Adopted by the Corporation in October of 2002]**  
**OF**  
**AMERICAN ASSOCIATION OF SCHOOL**  
**PERSONNEL ADMINISTRATORS**

To form a nonstock and not-for-profit corporation under the provisions of Chapter 10 of Title 13.1 of the 1950 Code of Virginia, as amended (the "Virginia Nonstock Corporation Act"), the undersigned sets forth the following:

**Article One**

The name of the corporation is American Association of School Personnel Administrators (the "Corporation").

**Article Two**

The Corporation is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law ("the Code"). The primary purpose of the Corporation is to provide leadership in promoting effective human resource practices within education through professional development activities and a broad-based resource network.

**Article Three**

The Corporation shall have all of the powers of a not-for-profit corporation as provided in the Virginia Nonstock Corporation Act under which this corporation is

organized, and it shall be authorized to perform any other educational and charitable activities either within or without the Commonwealth of Virginia, including, without limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Additionally, and in furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Virginia Nonstock Corporation Act, together with the power to solicit grants and contributions for corporate purposes, and the power to do all things necessary and proper to promote the said purpose of the Corporation.

#### **Article Four**

Except as may be expressly stated herein, the powers and purposes in these Articles of Incorporation shall not be deemed to exclude in any way or limit by inference any powers or purposes granted to the Corporation by the laws of the Commonwealth of Virginia, now or subsequently in effect, or implied by any reasonable construction of such laws.

#### **Article Five**

The Corporation shall have members. The classes of members, the qualifications for each class, and the respective rights (to specifically include the voting rights) of each class, shall be as set forth in the Corporation's By-Laws.

#### **Article Six**

- A. The Corporation shall be governed by a Board of Directors, which shall also be known as the Corporation's Executive Board.

- B. The number of the Directors shall be ten.
- C. The initial Directors of the Corporation shall be:
1. Dr. Nancy Biggs (Initial President)  
c/o Human Resources  
Lincoln Public Schools  
5901 “O” Street  
Lincoln, NE 68570
  2. Ms. Susan Zurvalec (Initial President-Elect)  
c/o Farmington Public Schools  
32500 Shiawassee Street  
Farmington, MI 48336-2363
  3. Dr. Franklin Dean Grant (Initial Immediate Past President)  
c/o DeKalb County Board of Education  
3770 North Decatur Road  
Decatur, Georgia 30032
  4. Dr. Jane Webb (Initial Recording Secretary)  
c/o Rogers Public Schools  
212 South 3<sup>rd</sup> Street  
Rogers, AR 72756-4547
  5. Ms. Esther Coleman (Initial Executive Director)  
c/o American Association of School Personnel Administrators  
3080 Brickhouse Court  
Virginia Beach, Virginia 23452
  6. Mr. Charles “Chuck” White (Initial Region 1 Representative)  
c/o Silver Falls School District  
210 East C Street  
Silverton, Oregon 97381
  7. Dr. Sarah Sweeney (Initial Region 2 Representative)  
c/o Parma City School District  
6726 Ridge Road  
Cleveland, Ohio 44129
  8. Mr. Craig von Behren (Initial Region 3 Representative)  
c/o Shaler Area School District  
1800 Mount Royal Boulevard  
Glenshaw, Pennsylvania 15116

9. Mr. Richard L. Scott (Initial Region 4 Representative)  
c/o Utah State Office of Education  
250 East 500 south  
Salt Lake City, Utah 84111
10. Mr. Michael Campbell (Initial Region 5 Representative)  
c/o Caddo Parish Schools  
P.O. Box 32000  
Shreveport, LA 71130-2000
11. Ms. Marcia Andrews (Initial Region 6 Representative)  
c/o Palm Beach County School District  
3364 Forest Hill Boulevard, A-115  
West Palm Beach, Florida 33406

D. The Board of Directors after the first annual meeting of the Corporation shall be constituted as follows:

1. A Director who shall also serve as the Corporation's President.  
  
The President shall be an active member of the Corporation and shall be the member elected President-Elect at the previous annual meeting of the American Association of School Personnel Administrators, in accordance with the procedures set forth herein, and whose term of office as a Director thereafter shall be two years, the first one of which shall be as President, and the second one of which shall be as Immediate Past President.
2. A Director who shall also serve as the Corporation's President-Elect. The President-Elect shall be the active member of the Corporation elected President-Elect in accordance with the procedures set forth herein, and whose term of office as a Director shall be three years, the first one of which shall be as President-

Elect, the second one of which shall be as President, and the third one of which shall be as Immediate Past President.

3. A Director who shall also serve as the Immediate Past President of the Corporation. The Immediate Past President of the Corporation shall be the active member of the Corporation elected President-Elect at the annual meeting of the American Association of School Personnel Administrators preceding the most recent annual meeting of the American Association of School Personnel Administrators, in accordance with the procedures set forth herein, and whose term of office as a Director shall be one year, as Immediate Past President.
4. Six Directors who shall also be known as Regional Representatives, one each from the Corporation's six designated Regions, each of whom shall be an active member of the Corporation elected a Regional Representative in accordance with the procedures set forth herein, and whose term of office as a Director shall be three years, as a Regional Representative. An incumbent Regional Representative may be elected as the Corporation's President-Elect or as its Recording Secretary, but such an incumbent may not stand for election nor serve for consecutive terms as a Regional Representative.
5. A Director who shall also serve as the Corporation's Recording Secretary. The Recording Secretary shall be an active member of

the Corporation, elected Recording Secretary in accordance with the procedures set forth herein, and whose term of office as a Director shall be three years, each of which shall be as Recording Secretary.

- E. Each Director shall assume his or her duties as Director at the close of the annual meeting of the Corporation at which their election takes place.
- F. Each Director shall serve as a Director for the term stated for that Director in these Articles or until their successor has been elected and authorized to take office by these Articles
- G. If a Director dies, resigns, or is unable to complete his or her term as a Director, a replacement shall be selected as follows:
  - 1. The President-Elect shall assume the duties of the President for the remainder of the President's term as well as for the term to which the individual was elected.
  - 2. The Board of Directors shall appoint a member of the Board of Directors to act as the Recording Secretary until the next annual meeting of the corporation, at which an election will be held to elect a member to the completion of the term in the same manner set forth for regular election of the Recording Secretary in these Articles.
  - 3. The Board of Directors shall appoint an active member from a region to represent that region as Regional Representative, in the event a vacancy arises in the Directorship elected by that region, until that region's next meeting at the time of the corporation's annual meeting,

at which time an election will be held to complete the term in the same manner set forth for regular election of a Regional Representative in these Articles. The person elected by the affected region to complete the unfulfilled term of the Regional Representative from that region shall be eligible for election to the next full term as Regional Representative from that region.

### **Article Seven**

The Corporation shall have a Nominating Committee, which annually shall nominate a minimum of two (2) and a maximum of (3) candidates for each of the following Directorships: the Director who will serve as the Corporation's President-Elect, the Director who will serve as the Corporation's Recording Secretary, and for any of the Regional Representative Directorships of the Corporation that are to become vacant during that year.

Nominations for the Directors who shall serve as the Corporation's President-Elect and Recording Secretary may be made to the Corporation's Nominating Committee by any member of the Corporation. Nominations for President-Elect and Recording Secretary also may be made by any member from the floor during the annual meeting of the Corporation.

The election of the Directors who shall serve as the Corporation's President-Elect and Recording Secretary shall be held at the annual meeting of the Corporation. Election shall be by written, secret ballot. Separate elections shall be held for each of these two Directorships. Election shall be by majority vote of the Corporation's active members present and voting at the Corporation's annual meeting which shall be counted together

with the absentee ballots submitted by active members of the Corporation and received by the Corporation's Recording Secretary one week prior to the Corporation's annual meeting. In the event that there are three or more candidates nominated for a given Directorship and none of those candidates receives a majority of the qualifying vote, the names of the two candidates receiving the most votes will be included on a second ballot, which shall be determined by the majority of those active members present and voting at the annual meeting at which the second ballots are cast.

Members being nominated for the Regional Representative Directorships must live within the designated Region to be represented by the Regional Representative being nominated for election to the Board of Directors. Such nominations may be made to the Corporation's Nominating Committee by any member of the Corporation residing in the same Region. Nominations for the Regional Representative Directorships also may be made by any member of that respective Region from the floor during the Regional Meetings to be held in conjunction with the Corporation's annual meeting.

Election of the Regional Representative Directors shall be by written, secret ballot and shall take place during the Regional Meetings to be held in conjunction with the Corporation's annual meeting. Only active members of the Corporation residing within that respective Region, present at the aforesaid Regional Meeting, shall be permitted to vote for their Respective Regional Representative Directorship. Election shall be by majority vote. In the event that there are three or more candidates nominated for a given Regional Representative Directorship and none of those candidates receives a majority of the qualifying vote, the names of the two candidates receiving the most votes will be included on a second ballot, which shall be determined by the majority of those active

members present and voting at the Regional Meeting at which such second ballots are cast.

In the event a Director who is a Regional Representative is elected the Corporation's President-Elect or Recording Secretary, the affected Region shall elect a new Regional Representative Director as soon as practicable. The new Regional Representative Director so elected subsequently shall be eligible for nomination for a full consecutive term as a Regional Representative Director of the Corporation.

#### **Article Eight**

Notwithstanding any other provision of these Articles, the Corporation will not carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **Article Nine**

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall convey any remaining assets to one or more organizations selected by the Board of Directors that are exempt from Federal income taxation under Section 501(c)(3) of the Code.

#### **Article Ten**

The Corporation is organized exclusively for charitable purposes, and no part of the net earning of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article Two hereof.

No substantial part of the activities of the Corporation shall be or involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of, or in the opposition to, any candidate for public office.

#### **Article Eleven**

The Corporation will have the authority to indemnify a Director, officer, employee, agent or attorney made party to a proceeding because he or she is or was a Director, officer, employee, agent or attorney of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding to the fullest extent permitted by the Virginia Non-Stock Corporation Act as of the date hereof. However, no person will be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer.

#### **Article Twelve**

All provisions of these Articles of Incorporation shall be subject to amendment in accordance with the provisions of the Virginia Nonstock Corporation Act; provided, however, that any such amendments shall not disqualify the Corporation from maintaining federal income tax exemption under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law); and provided further that any such amendments shall not disqualify the Corporation from accepting

contributions that are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

### **Article Thirteen**

The initial registered office of the Corporation is in the City of Virginia Beach, Virginia, and its post office address is 900 One Columbus Center, Virginia Beach, Virginia 23462. The name of its initial registered agent is Christopher A. Abel, a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Corporation.

SIGNED this \_\_\_ day of October, 2002, in Glenshaw, Pennsylvania.

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Craig E. von Behren  
Director and President  
American Association of School  
Personnel Administrators