



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO ASSOCIATION OF TEACHERS OF LANGUAGE AND CULTURES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO ASSOCIATION OF TEACHERS OF LANGUAGE AND CULTURES, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 13, 19 90.



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

**ARTICLES OF INCORPORATION
OF THE
IDAHO ASSOCIATION OF
TEACHERS OF LANGUAGES AND CULTURES, INC.**

**MAR 13 1 41 PM '90
SECRETARY OF STATE**

Article I

Name, Type, and Duration of Corporation

- Section 1. The organization here incorporated shall be known as the Idaho Association of Teachers of Languages and Cultures, Inc., hereinafter referred to as IATLC.
- Section 2. The IATLC shall be a nonprofit corporation.
- Section 3. The duration of the IATLC shall be perpetual.
- Section 4. The principle office of the IATLC shall be the residence of the current president of the corporation.

Article 2

Purposes of the Corporation

- Section 1. The purpose of the Idaho Association of Teachers of Languages and Cultures shall be as follows:
- a. to promote academic excellence and professionalism in the teaching of foreign languages--and the cultures to which those languages are native--in Idaho schools, colleges, and universities.
 - b. to promote public understanding of the traditional role of the formal, academic study of foreign languages and cultures.
 - c. to solicit public support for the continued inclusion and expansion of the study of foreign languages and cultures in Idaho schools, colleges, and universities.

Section 2.

Notwithstanding any other provision of these articles, the IATLC shall not, in any substantial degree, engage in partisan political activities on behalf of or in opposition to any candidate for public office, or engage in any other activities, or exercise any powers that are not in furtherance of the purposes of this corporation.

Article 3

Membership

Membership in the IATLC shall be open to

1. all professional teachers of foreign languages and cultures in Idaho who are licensed by the Idaho State Board of Education to teach in Idaho schools.
2. all instructors of foreign languages and cultures in Idaho colleges and universities.
3. all students in Idaho colleges and universities who are currently enrolled in a program of studies designed to prepare them for certification to teach foreign languages and cultures in Idaho.
4. Voting members of the IATLC shall be those classes described in parts 1 and 2 of this article.

Article 4

Governance and Management

Section 1. Governance of the IATLC and the management of its affairs shall be vested in its board of directors. The IATLC shall be governed and managed in accordance with the Articles of Incorporation and the By-Laws of the IATLC.

Section 2. Voting members of the IATLC board of directors shall be the duly elected current officers of the IATLC; the immediate past president of the IATLC; and the current officers of the subsidiary language sections of the IATLC (i.e., sections dedicated to promoting excellence in the teaching of specific foreign languages and cultures).

Section 3. Non-voting, ex officio members of the board shall be the representative to the Pacific Northwest Council on Foreign Languages(PNCFL), a representative from any subsidiary section other than those mentioned in Section 2 above,

and a duly accredited and accepted representative from the Idaho State Department of Education.

Article 5

Officers

- Section 1. The officers of the IATLC shall be a president, a vice-president, a secretary, and a treasurer.
- Section 2. The officers of the IATLC shall be elected by a majority vote of the voting membership.

Article 6

Dissolution of the Corporation

In the event of the dissolution of the IATLC, the assets of the corporation shall be distributed for one or more exempt purposes not inconsistent with the meaning of relevant sections of the then prevailing U.S. Internal Revenue Code.

Article 7

By-Laws

By-Laws of the IATLC shall be drafted by the board of directors for approval of the membership at its annual meeting. The By-Laws shall include, but not necessarily be limited to, the specification of the requirements and conditions for service as an officer in the IATLC; the duration of the terms of office of the officers; the duties of the various officers; the time and manner for the nomination, election, and replacement of officers; the time and conditions under which the officers must and may meet and act as the board of directors of the IATLC and conduct its business; the duties of the board of directors; the records of the IATLC that must be maintained, and by whom; the times and natures of the various meetings of the membership of the IATLC; the committees of the IATLC; the rules of order in accordance with which the business of the IATLC shall be conducted; and the dues and fee structure of the IATLC.

Incorporator and Agent. The incorporator and agent of the IATLC is Dr. Rudy Leverett, Coordinator of Humanities and Foreign Languages for the Idaho State Department of Education, Len B. Jordan Building, 650 West State Street, Boise, Idaho 83720.

Directors. The names and addresses of the directors constituting the initial board of directors of the IATLC, are as follows:

President

Susana Conde-Leverett
7023 Ashland Drive
Boise, ID 83709

Vice-President

Joyce Greenfield
17353 Lower Pleasant Ridge Rd
Caldwell, ID 83605

Past President

Fred Jensen
1637 Damen
Moscow, ID 83843

Secretary

Jan Johanson
2087 Stadium Blvd
Twin Falls, ID 83301

Treasurer

Dennis W. Ohrtman
510 Burrell Drive
Lewiston, ID 83501

Spanish Section Leader

Garen Hale
411 West Locust
Shelley, ID 83274

German Section Leader

Jon Ward
585 Crimson
Idaho Falls, ID 83401

French Section Leader

Karen Bird
340 N. 11th E.
Mountain Home, ID 83647

Rudy Leverett
March 13, 1990