

ARTICLES OF AMENDMENT

(Non-profit)

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit Corporation amends its articles of incorporation as follows:

FILED

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SECRETARY OF STATE
STATE OF IDAHO

1. **The name of the corporation is:** The Idaho Chapter of the International Association of Personnel in Employment Security, Incorporated
2. **We are amending the following articles and sections of our Articles of Incorporation as follows:**

ARTICLE FIVE

ORGANIZATION - INTERNAL AFFAIRS

A. MEMBERSHIP

1. The management of the affairs of the organization is vested in the members. Such duties, responsibilities and authority are delegated to the Board of Directors and officers as provided in these Articles and in the Bylaws, as required by law, or as specified by resolution of the delegates assembled in the annual Business Meeting.
5. The right to be nominated for office or to hold office shall be confined to active members of life members who are actively employed in an employment security profession.

C. CHAPTER, SUBCHAPTERS

The corporation (chapter) shall be divided into subchapters covering such geographical areas as defined in the Bylaws, provided that the delegates in attendance at the annual Business Meeting of members may amend said provisions as necessary for purposes of assuring geographical convenience and membership equality of for other reasonable purposes.

D. BOARD OF DIRECTORS

1. The Board of Directors shall consist of the state officers of the corporation, and the six subchapter presidents.
- 3.a. The Board of Directors may legislate policy for the corporation between the annual Business Meetings of the members.
- 3.b. The Board of Directors may also perform any management functions delegated to it by the members unless those functions are to be performed by specified officers pursuant to these Articles of the Bylaws.
- 3.c. A two-thirds (2/3) vote of the delegates assembled in the annual Business Meeting of the members shall be necessary to alter a decision or policy passed by the Board of Directors.

E. ANNUAL BUSINESS MEETING

1. Legislative Body of Corporation. As authorized by the Idaho Nonprofit Corporation Act, and these Articles, the management of the corporation is vested in the members. The annual Business Meeting of the members held at the State Educational Conference, shall be the legislative body of the corporation. In exercising its authority, the Board of Directors shall not reverse, modify, or change the expressed will or action of the delegates assembled in the annual Business Meeting.
3. Representation of subchapters at the annual Business Meeting. Each subchapter shall be entitled to representation as follows:
 - f. Delegates and alternates shall be accredited by their respective subchapter president prior to voting at the meeting.
4. Notice. Written notice of the place, date and time of the meeting of members shall be delivered Not less than ten (10), nor more than fifty (50) days before the date of the meeting, either personally by electronic transmission, or by regular mail, by or at the direction of the President, Secretary/ Treasurer or officers calling the meeting, to each member entitled to vote at the meeting. Such notice shall also be provided in the case of a special meeting, except that in such cases the notice shall also state the purpose or purposes of the special meeting.

G. FINANCE

1. The revenue of the corporation shall be derived from the annual membership dues and from such other sources as approved by a majority vote of the delegates at the annual Business Meeting of the members and, as are not inconsistent with the corporation's status as a non-profit corporation.
2. Fifteen percent (15%) of the corporate (State Chapter) dues of each active member (except retired, associate and student members) shall be returned to the subchapter of membership, for use by the subchapter as chapter activity grants. Such portion shall be payable within thirty (30) days of the deadline for International convention membership counts.

H. BYLAWS

The initial Bylaws shall be adopted by the delegates assembled at the annual Business Meeting. Thereafter, the Bylaws may be amended by a majority vote of the delegates entitled to vote at the annual Business Meeting. Proposed amendments to the Bylaws must be submitted in writing to the Constitution and Bylaws Committee at least sixty (60) days prior to the commencement of the annual Business Meeting at which the amendment is to be proposed. The committee's chairperson shall send a copy of the proposed amendments to each subchapter president at least forty-five (45) days prior to said meeting. The Bylaws and any amendments may contain only such provisions for the regulation and management of the affairs of the corporation as are not inconsistent with these Articles, the law and the corporation's exempt status under section 501 (c) of the Internal Revenue Code.

3. The date of adoption of these amendments was: April 24, 1998

4. Manner of adoption (check one):

☐ Each amendment consists exclusively of matters that do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

- a. The number of directors entitled to vote was: _____
- b. The number of directors that voted for each amendment was: _____
- c. The number of directors that voted against each amendment was: _____

☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and Was, therefore adopted by the members. (Please fill spaces below)

- a. The number of members entitled to vote was: 32
- b. The number of members that voted for each amendment was: 32
- c. The number of members that voted against each amendment was: 0

Customer Acct. #

Secretary of State use only

Dated: September 1, 1998

Signed by: David L Washburn

Its Secretary/Treasurer

IDaho SECRETARY OF STATE

09/04/1998 09:00
CK: 2004 CT: 103592 DH: 142636

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