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State of Idaho

Department of State

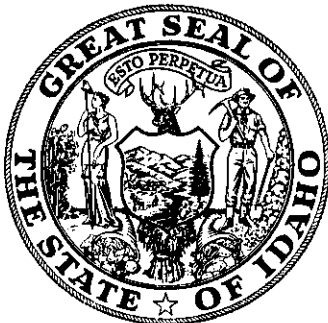
CERTIFICATE OF AMENDMENT OF

THE IDAHO CHAPTER OF THE INTERNATIONAL ASSOCIATION OF PERSONNEL IN EMPLOYMENT SECURITY, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of THE IDAHO CHAPTER OF THE INTERNATIONAL ASSOCIATION OF PERSONNEL IN EMPLOYMENT SECURITY, INCORPORATED duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: August 31, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lucy I Clark*

THE IDAHO CHAPTER OF THE
INTERNATIONAL ASSOCIATION OF PERSONNEL IN EMPLOYMENT SECURITY,
INCORPORATED

REC. SEC. SECURITY,
SEC. OF STATE

ARTICLES OF AMENDMENT

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Article Five has been amended to read 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 meeting (state convention).

2. Membership shall be classified as active, associate, life, student, and retired, as defined by the Bylaws.

3. The qualifications and rights of members of each class and the manner of acquiring membership shall be set forth in the Bylaws.

4. The right to vote, make motions, second motions, place names in nomination, and/or serve on one or more committees shall be confined to active members, life members, and active members in retired status.

5. The right to be nominated for office or to hold office shall be confined to active members only.

6. Dues and assessments shall be levied upon all members as determined by the Bylaws.

B. OFFICERS

1. The officers of this corporation shall be President, President Elect, Vice President, Secretary/Treasurer, elected annually under the provisions of these Articles and the Bylaws, and the Immediate Past President. There shall also be such appointed officers as designated in the Bylaws.

2. All officers shall have such authority and perform such duties as provided in the Bylaws or as determined by resolution of the Board of Directors not inconsistent with the Bylaws.

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 meeting of members (state convention) may amend said provisions as necessary for purposes of assuring geographical convenience and membership equality or for other reasonable purposes.

D. COMMITTEES

Such committees shall be designated and appointed and shall have such duties as provided in the Bylaws.

E. BOARD OF DIRECTORS (EXECUTIVE COMMITTEE)

1. The Board of Directors (Executive Committee) shall consist of the officers of the corporation and the six subchapter presidents.

2. The president of the corporation shall also serve as Chairman of the Board.

3. In addition to those powers conferred by law, the Board of Directors shall have such additional authority as described herein and as not inconsistent with the law:

a. The Board of Directors may legislate policy for the corporation between annual meetings of the members (state convention).

b. The Board 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 or the Bylaws.

c. A two-thirds (2/3) vote of the delegates assembled in the annual meeting of the members (state convention) shall be necessary to alter a decision or policy passed by the Board of Directors.

4. A simple majority of the Board membership shall constitute a quorum.

5. The number of directors constituting the initial Board of Directors is twelve (12), and the names and addresses of the persons who are to serve as initial directors are as follows:

Gary Rahn	202 Anton Avenue Coeur d'Alene, ID 83814
Ray Walker	1069 S Main Bonners Ferry, ID 83805
Rodney Johnson	202 Anton Avenue Coeur d'Alene, ID 83814
Kristy Gillihan	317 Main Street Boise, ID 83735
Nancy Upchurch	317 Main Street Boise, ID 83735
Royal Slotten	260 4th Avenue N. Twin Falls, ID 83304
Shirley Belstad	202 Anton Avenue Coeur d'Alene, ID 83814
Robert Wilson	1158 Idaho Street Lewiston, ID 83501
Elaine Grove	5909 Graye Lane Caldwell, ID 83605
Fulmer Eiseman	317 Main Street Boise, ID 83735
Marlene Butler	260 4th Avenue N. Twin Falls, ID 83303-0529
Cal Larson	430 N. 5th Avenue Pocatello, ID 83201

6. Except for the first Board of Directors, the number of directors shall be fixed by the Bylaws.

7. After the initial Board of Directors, directors shall be elected through their election as corporate or subchapter officers as provided in the Bylaws.

F. ANNUAL MEETING (STATE CONVENTION)

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 meeting of the members, otherwise referred to as the "State Convention", 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 meeting.

2. QUORUM. A quorum shall exist when the number of delegates and alternates present shall be equal to ten (10) percent of all the votes to which all of the subchapters are entitled.

3. Representation of subchapters at the annual meeting. Each subchapter shall be entitled to representation as follows:

a. Each subchapter is entitled to at least four delegates, and is entitled to an additional delegate for every five (5) paid-up members in the subchapter or majority fraction thereof.

b. Each subchapter shall be entitled to alternate delegates on the same basis and in the same manner as delegates, provided that an alternate may cast or vote only in the absence of the delegate.

c. Each subchapter shall be entitled to a number of votes equal to the number of delegates to which it is entitled, provided that each delegate or alternate is present.

d. No subchapter shall be permitted to grant, hold or exercise any proxy to vote at the annual meeting other than the delegates and alternates otherwise entitled to represent members as proxies under this provision.

e. Alternates shall have all of the privileges of delegates when acting for a delegate.

f. Delegates and alternates shall be accredited by their respective subchapter president at registration.

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 or by 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 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 retirees and honorary members) shall be returned to the subchapter of membership, for use by the subchapter. Such portion shall be payable within thirty (30) days of the deadline for International convention membership counts.

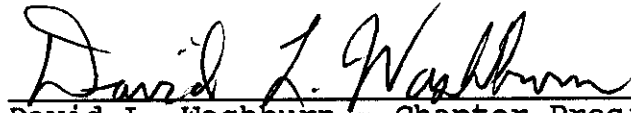
3. No dividends shall be paid and no part of the dues or other income shall be distributed to the members, directors or officers, except that the corporation may pay compensation in a reasonable amount of its members, directors or officers for services rendered, and may confer such non-monetary benefits upon its members as are in conformity with the corporate purpose.

H. BYLAWS

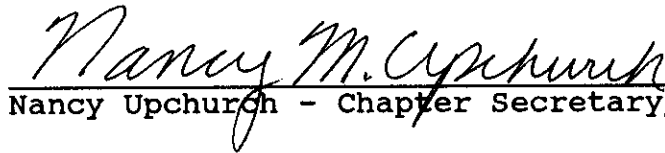
The initial Bylaws shall be adopted by the delegates assembled at the annual meeting (state convention). Thereafter, the Bylaws may be amended by a majority vote of the delegates entitled to vote at the annual meeting (state convention). Proposed amendments to the Bylaws must be submitted in writing to the Constitution and Bylaws Committee at least sixty (60) days prior to the commencement of the annual meeting (state convention) 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 convention. 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.

CERTIFICATION OF ADOPTION

We, the undersigned members of the Board of Directors of the Idaho Chapter of the International Association of Personnel in Employment Security, Incorporated, do hereby certify that the foregoing Articles of Incorporation were amended by a majority vote of the delegates representing the membership of the corporation at the annual meeting of members at McCall, Idaho on the First day of May, 1992. A quorum of the members were present at this annual meeting.



David L. Washburn - Chapter President



Nancy Upchurch - Chapter Secretary/ Treasurer

VERIFICATION:

STATE OF IDAHO)
COUNTY OF ADA) SS

I, Janet M. Wright, a notary public, do hereby
certify that on this 6th day of August, 19 92,
personally appeared before me Nancy M. Upchurch who, being by me
first duly sworn, declared that ~~he~~ ^{she} is the Secretary / Treasurer of
Idaho Chapter of I.A.P.E.S., Inc.,
that ~~he~~ ^{she} signed the foregoing document as Secretary / Treasurer of
the corporation, and that the statements therein contained are true.

Janet M. Wright
Notary Public for Idaho
Residing at: Boise
My commission expires: 11-26-92