

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Jim Dedyne, Maner Costerisan

Address

2425 E GRAND RIVER AVE. #1

City

LANSING

State

MI

ZIP Code

48912

EFFECTIVE DATE:



Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.



CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:

NEA State Communicators Association

2. The identification number assigned by the Bureau is:

70104Y

3. Article 1, 2, 4, 6 of the Articles of Incorporation is hereby amended to read as follows:

Article 1. The name of the corporation is the State Education Association Communicators

Article 2. Attached.

Article 4. The address of the registered office is: Maner Costerisan, 2425 E. Grand River Ave. #1, Lansing, MI 48912
The name of the resident agent at the registered office is: Jim Dedyne

Article 6. Attached.

COMPLETE ONLY ONE OF THE FOLLOWING:

4. Profit or Nonprofit Corporations: For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, _____

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

5. Profit Corporation Only: Shareholder or Board Approval

The foregoing amendment to the Articles of Incorporation proposed by the board was duly adopted on the _____ day of _____, _____, by the: (check one of the following)

- ☐ shareholders at a meeting in accordance with Section 611(3) of the Act.
- ☐ written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.
- ☐ board of a profit corporation pursuant to Section 611(2) of the Act.

Profit Corporations and Professional Service Corporations

Signed this _____ day of _____, _____

By _____
(Signature of an authorized officer or agent)

(Type or Print Name)

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 4th day of June, 2016 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- ☒ members or shareholders at a meeting in accordance with Section 611(3) of the Act.
- ☐ written consent of the members, shareholders, or their proxies having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members, shareholders, or their proxies is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ written consent of all the members, shareholders, or their proxies entitled to vote in accordance with Section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- ☐ directors at a meeting in accordance with Section 611(3) of the Act.
- ☐ written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 4th day of June, 2016

By



(Signature of an officer)

Sandra Waltman

(Type or Print Name)

TREASURER

(Type or Print Title)

Preparer's Name

Douglas Pratt

Business Telephone Number

(517) 377-5566**INFORMATION AND INSTRUCTIONS**

1. This form may be used to draft your Certificate of Amendment to the Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since the document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This Certificate is to be used pursuant to the provisions of Section 631 of Act 284, P.A. of 1972, or Act 162, P.A. of 1982, for the purpose of amending the Articles of Incorporation of a domestic profit corporation or nonprofit corporation. Do not use this form for restated articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 3 - The article(s) being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. If the amendment changes the term of existence to a specific date, then consent to the amendment or a written statement that the consent is not required must be obtained from the Consumer Protection and Charitable Trust Division, Michigan Attorney General, P.O. Box 30214, 525 W. Ottawa, Lansing, MI 48909 (517) 373-1152 and submitted with this document for all nonprofit charitable purpose corporations, unless organized for religious purposes. Application for the consent should be made at least 120 days before the desired effective date of the amendment. This certificate cannot be filed unless it is accompanied by either: the written consent of the Attorney General, an order of a Circuit Court dissolving the corporation, or an affidavit attesting to the submission of a written request to the attorney general for consent to the filing and the failure of the attorney general to respond within 120 days.
7. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
8. **Signatures:**
Profit Corporations: (Complete either Item 4 or Item 5)
1) Item 4 must be signed by at least a majority of the Incorporators listed in the Articles of Incorporation.
2) Item 5 must be signed by an authorized officer or agent of the corporation.

Nonprofit Corporations: (Complete either Item 4 or Item 6)
1) Item 4 must be signed by at least a majority of incorporators listed in the Articles of Incorporation.
2) Item 6 must be signed by an officer of the corporation.
9. **FEES:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

NONREFUNDABLE FEE: \$10.00**ADDITIONAL FEES DUE FOR INCREASED AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:**

<u>Amount of Increase</u>	<u>Fee</u>
1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$300.00
5,000,001-10,000,000	\$500.00
More than 10,000,000	\$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000, or portion thereof

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau
Corporations Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA, Mastercard or Discover when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.



DOUGLAS A PRATT 082197
ERIN S SKENE-PRATT
5571 SILVERLEAF CT
HASLETT, MI 48840

BEAUMONT TOWER

PAY
TO THE
ORDER OF

State of Michigan
Ten and 00/100

06/15/16

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MICHIGAN STATE UNIVERSITY
FEDERAL CREDIT UNION
3777 WEST ROAD, EAST LANSING, MI 48823

FOR NEA state communications - 701044

\$ 10.00

DOLLARS



Security
Features
Optical
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[Signature]

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02525

Harland Clarke

Amended Articles of Incorporation

State Education Association Communicators

As revised June 4, 2016

Article I.

The name of the corporation is State Education Association Communicators.

Article II.

Initially known as the NEA State Communicators Association, the State Education Association Communicators (SEAC) was created by the merger of the association's two divisions: NEA Public Relations Council of the States (PRC) and the NEA State Education Editors (SEE). Both PR Council and SEE enjoyed a rich history of providing professional development, networking, information sharing and fellowship primarily for their members who work in the areas of internal and external communications for NEA state affiliates. The State Education Association Communicators will continue those rich traditions.

The corporation is organized exclusively for professional development purposes in conformity with section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article III.

NO CHANGES

Article IV.

The address of the registered office is: Maner Costerisan, 2425 E Grand River Ave #1, Lansing, MI 48912

The name of the resident agent at the registered office is: Jim Dedyne.

Article V.

NO CHANGES

Article VI.

Section 1. Nonprofit operation. No part of the earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 distributions in furtherance of its purposes.

Notwithstanding any other provision of these articles, 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)(6) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. Dissolution. Upon the dissolution of the corporation, any remaining unencumbered assets shall be distributed by the corporation to any nonprofit organization or organizations exempt from federal income tax under section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of by the corporation shall be so disposed of by any court that has jurisdiction in the place where the principal office of the corporation is then located.

Section 3. Officers' and volunteers' liability. The personal liability of volunteer officers of the corporation is eliminated to the fullest extent permitted by the provisions of Section 209(c) of the Michigan Nonprofit Corporation Act, as amended and supplemented, and the personal liability of nondirector volunteers of the corporation is eliminated to the fullest extent permitted by the provisions of Section 209(e) of the Michigan Nonprofit Corporation Act, as amended and supplemented. To the fullest extent permitted by law, the corporation assumes the liability for all acts or omissions of a volunteer director or officer or of a nondirector volunteer incurred in the good faith performance of duties as an officer or volunteer occurring on or after the date this Article is adopted by the corporation. If the Michigan Nonprofit Corporation Act is amended after adoption of this Article to authorize corporate action further eliminating or limiting the personal liability of volunteer officers or of volunteers, then the liability of an officer or volunteer of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of an officer or volunteer of the corporation pursuant to this Article existing at the time of any acts or omissions occurring before the effective date of the repeal or modification.

Section 4. Nondiscrimination. The corporation shall not discriminate against any person on the basis of age, race, color, sex, religion, physical handicap, national origin, sexual orientation/gender identity or any other basis provided in federal, state or local law, regarding any service performed by or for the corporation.

State Education Association Communicators

Bylaws

As adopted June 4, 2016

Article 1 – MEMBERSHIP

Section 1.1. Membership. A number of employment-related categories are eligible for *Active Membership* in the State Education Association Communicators (SEAC). Those categories include: a) state affiliate staff whose primary assignments are in the area of internal and/or external communication; b) local affiliate staff whose assignments are primarily in the area of internal and external communication; c) state or local affiliate staff whose duties include internal or external communication; and d) staff who work in communications at NEA.

Former active members who have retired from a state, local or national affiliate are eligible to join as *Alumni Members* in order to receive information and attend the annual conference.

Membership is in good standing when the member is eligible for one of the above categories and is current with their dues. All Active Membership categories are eligible to vote, receive member-exclusive information and attend the annual conference.

Section 1.2. Dues. Annual dues for all membership categories shall be set by the officers and may vary from year to year. The membership year runs from Jan.1 – Dec. 31.

Section 1.3. Termination of Membership. Membership is ended by a) resignation or b) failure to meet the membership requirements listed in Article 1 unless excused for good cause.

Article 2 – MEETINGS

Section 2.1. Annual Meeting and Regular Meetings. The first meeting of the Association in each fiscal year shall constitute the annual membership meeting. The annual meeting shall include approval of minutes; the presentation of a financial report for the preceding fiscal year; election of officers from candidates selected by the Nominating Committee from among active, state affiliate members with primary assignments in the area of internal and/or external communication; and any other business properly conducted by the voting members. Any additional regular meetings of the voting members shall be held at times and places fixed by the association President. Notice of these meetings shall be provided at least 10 days before the meeting.

Section 2.2. Special Meetings. A special meeting of the voting members may be called by the President provided that notice, including the time, place and purposes of the meeting, is provided at least 10 days before the meeting. A special meeting shall act only on matters included in the notice. Special meetings may be conducted and/or accessed remotely through electronic communications as approved and arranged by the elected officers.

Section 2.3. Quorum, Voting and Procedures. At any meeting of the organization, the voting members present in person shall constitute a quorum and, unless otherwise provided in these bylaws or in applicable law, a majority of those present can decide any matter. Each member present may cast one vote; no votes may be cast by proxy.

Section 2.4. Conduct of Meetings. Meetings will be conducted to conform with these bylaws; any procedural disputes shall be resolved by reference to the current edition of *Robert's Rules of Order*.

Section 2.5. Amendments and Resolutions. An amendment proposes a change to the Association's bylaws. A resolution proposes action and/or policy. Amendments shall require a 2/3 vote of those members at a membership meeting for passage. Resolutions shall be approved by a simple majority of the voting members at the membership meeting. A copy of amendment language must be made available to the membership 30 days preceding the membership meetings (annual, regular or special). Resolutions may be proposed from the floor of the meetings.

Article 3 – GOVERNANCE

Section 3.1. Officer Duties and Selection. The members of the State Education Association Communicators (SEAC) will elect officers with responsibilities to set the direction and drive the work of the organization, to set dues and maintain overall fiduciary health, and to plan the SEAC annual conference. The SEAC Nominating Committee, as appointed by the officers for each annual conference, will determine qualified candidates to put forth for election. The Nominating Committee will put forth a slate of candidates from active state affiliate members with primary assignments in the area of internal and/or external communication.

Section 3.2. Offices and Terms. Officers of the SEAC shall include a president, president-elect, secretary, treasurer and member-at-large. The president-elect will be elected for a two-year term at the annual meeting of the membership and shall automatically succeed to president at the expiration of that term of office. The secretary, treasurer and member-at-large shall be elected to one-year terms at the annual meeting of the membership and are eligible for re-election. At the first meeting following the adoption of these amended bylaws, the president shall be elected by the members for a one-year term.

Section 3.3. Vacancies. In the event of a resignation of the president, the president-elect shall become president. In the event of a vacancy in the office of president-elect, secretary, treasurer, or member-at-large, the remaining officers shall appoint a person to serve in the vacated office until the next annual meeting.

Section 3.4. NEA Liaison. NEA Communications may select one of its SEAC members to serve as a liaison to the SEAC officers for the purpose of sharing NEA perspectives and resources.

Section 3.5. Committees. The president may establish and lead, or appoint other officers or members to lead, any committees deemed necessary to efficiently conduct the business of the SEAC. The chairs of these committees serve at the will of the president and will form a steering committee to assist the president in planning and driving the work of the organization.

Section 3.6. Board of Directors and Executive Committee. The Board of Directors shall manage the business, property, and affairs of the organization and shall consist of the five elected SEAC officers described above. The persons serving on the Board of Directors at any time may be referred to herein as the "Directors," or individually as a "Director." The Board of Directors may also be referred to as the Executive Committee.

Article 4 – CONFLICT OF INTEREST

Section 4.1. Disclosure. Any officer who has an interest in a contract or other transaction presented to the Executive Committee for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Executive Committee prior to its acting on the contract or transaction. This disclosure shall include any relevant and material facts known to the officer about the contract or transaction that might reasonably be construed to be adverse to the corporation's interest.

Section 4.2. Voting. No officer shall vote on any contract or transaction that has a direct bearing on services to be provided by that officer, or by any organization other than the NEA or any of its state or local affiliates that the officer represents or in which the officer has an ownership interest or is otherwise interested or affiliated, that would directly or indirectly financially benefit the officer. All such services will be fully disclosed or known to the Executive Committee members present at the meeting at which the contract or transaction is authorized.

Article 5 – FINANCE

Section 5.1. Acceptance of Funds. Grants, donations, bequests and other funds and property may be accepted by the SEAC from any source in conformity with policies adopted by the Executive Committee.

Section 5.2. Depository Accounts. All SEAC funds shall be placed in such depository or investment accounts as the officers may designate. Checks must be signed by persons authorized as signers by the Executive Committee.

Section 5.3. Management of Funds. The Treasurer shall be the principal custodian of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting and other requirements, and shall provide the Executive Committee with financial reports and statements as needed. All financial records shall be open to inspection by any officer or member.

Section 5.4. Payments to Officers. There shall be no compensation for serving as an officer, but officers may be compensated for other services to the organization and reimbursed for expenses incurred on its behalf.

Section 5.5. Fiscal Year. The financial records and reports of the organization shall be based on a fiscal year ending Aug. 31.

Article 6 – INDEMNIFICATION

Section 6.1. Indemnification. To the extent permitted by law, the corporation shall pay or reimburse expenses and liabilities incurred by its officers, employees and volunteers as a result of actual or threatened legal or administrative proceedings related to their service to the corporation, provided they acted in good faith in the matters giving rise to the proceedings, reasonably believed their actions to be in the best interests of the corporation, and did not knowingly violate the law, and further provided they have given prompt notice of the matters to the corporation and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual or threatened proceedings, judgments and fines, and settlements reasonably entered into, regardless of whether the officer or employee is still serving the corporation in that capacity at the time the expenses or liabilities are incurred. Any indemnification payments must be approved by a majority of the Executive Committee.

Article 7 – AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS

Section 7.1. Amendment. The Articles of Incorporation or these bylaws may be amended by a vote of 2/3 of the voting members present at any meeting attended by a quorum, provided notice of the intent to amend is provided to members at least 30 days before the meeting, including the text or a fair summary of the intended amendment.