

# SCHOOL ADMINISTRATORS OF MONTANA

## Articles of Incorporation



Filed with the Montana Secretary of State 8-8-07  
Revisions Approved by the SAM Board 6-11-15  
Revisions Approved by the SAM Membership 10-15-15

### **RESTATED ARTICLES OF INCORPORATION**

**OF**

### **SCHOOL ADMINISTRATORS OF MONTANA** **A Montana Nonprofit Corporation**

Executed by the undersigned pursuant to Mont. Code Ann. §§ 35-2-223 for the purpose of amending and restating the Articles of Incorporation of School Administrators of Montana, a Montana nonprofit corporation:

#### **ARTICLE I**

##### **Name**

The name of the corporation is School Administrators of Montana.

#### **ARTICLE II**

##### **Designation as Public Benefit Corporation**

This corporation is a public benefit corporation.

#### **ARTICLE III**

##### **Purposes**

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may be hereafter amended. The specific charitable and educational purposes of the corporation are as follows:

- (1) to provide an opportunity for a continuous study of mutual professional problems facing school administrators;
- (2) to make its members aware of public education issues;
- (3) to provide a forum for the discussion of such issues;
- (4) to formulate positions on such issues;

- (5) to establish close and continuous communication and cooperation in matters of mutual concern to all levels of school administrators; and
- (6) to cooperate with other organizations in the promotion of effective public education.

**ARTICLE IV**  
**Registered Agent and Registered Office**

The SAM Executive Director is the registered agent of the corporation and the address of the registered office of the Corporation is 900 N. Montana Avenue, Suite A-4, Helena, MT 59601.

**ARTICLE V**  
**Period of Duration**

The period of duration of the corporation shall be perpetual.

**ARTICLE VI**  
**Members**

The corporation shall have members as determined by its bylaws.

**ARTICLE VII**  
**Prohibited Transactions**

- (1) The corporation shall not engage in activities prohibited by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist, or as they hereafter may be amended.
- (2) The corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office.
- (3) No part of the net earnings of the corporation shall inure to the benefit of any director, officer, employee or other person, except such reasonable compensation as may be allowed for services actually rendered to the corporation and reimbursement of reasonable costs expended on behalf of the corporation.

**ARTICLE VIII**  
**Distribution Upon Dissolution**

In the event of the dissolution of the corporation, the assets of the corporation shall first be applied to pay its debts and obligations, and the balance of its assets shall be distributed either exclusively in fulfillment of its charitable and educational purposes or to another non-profit corporation organized

under Section 501(c)(3) of the Internal Revenue Code that has similar charitable and educational purposes, as determined by the corporation's directors or judicial decree.

**ARTICLE IX  
Amendments**

The Articles of Incorporation and bylaws of the corporation may be amended by an affirmative vote of three-fourths (3/4) of the members of the corporation who are present and voting at the annual fall meeting (MCEL). Proposed amendments of the Articles or bylaws must originate from the Board of Directors.

Dated this 15<sup>th</sup> day of October, 2015.

\_\_\_\_\_  
President of the Board of Directors

**Certificate of Approval**

The undersigned president of the Board of Directors of School Administrators of Montana certifies as follows:

- (1) The Restated Articles of Incorporation were approved by three-fourths of the directors of the Corporation on June 11, 2015;
- (2) The Restated Articles of Incorporation were approved by three-fourths of the members of the corporation who were present and voting at the annual fall meeting (MCEL) on the 15<sup>th</sup> day of October, 2015.

I declare under penalty of perjury under the laws of the State of Montana that the foregoing is true and correct.

Dated this 15<sup>th</sup> day of October, 2015.

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President of the Board of Directors