

## ATSIP Executive Board Meeting Minutes

January 10<sup>th</sup>, 2015 at 9:30am

Marriott Marquis - Liberty O Room (M4), Washington DC

## ATTENDANCE:

Cynthia Burch, President  
Nils King, Past President  
Tim Kerns, 1<sup>st</sup> Vice President  
Allen Parrish, 2<sup>nd</sup> Vice President  
Bob Scopatz, Secretary  
Bob Rasmussen, Virginia  
David Harkey, HSRC  
Barbara DeLucia, Texas  
Kathleen Haney, Minnesota  
Chris Osbourn, Tennessee  
Eric Tang, Cambridge Systematics  
Chris Corea, Maryland

## Non-voting attendees:

John Carrico, Appriss  
Ralph Zimmer, Co-Parliamentarian  
Kellee Fillinger, TSASS  
Dick Paddock, TSASS  
Scott Valentine, FMCSA liaison  
Luke Johnson, NHTSA liaison  
Bob Pollack, FHWA liaison  
Bernardo Kleiner, TRB liaison  
Hadi Shirazi, LADOTD  
Rhonda Stricklin, Alabama  
Marty Pollock, Tennessee  
David Bozak, InfoGroup  
Juliet Little, Connecticut

## 1. Call to Order, Attendance/Quorum, Introduction

Bob Scopatz announced a quorum at 9:35 AM

Cindy Burch gaveled the meeting to order at 9:35 AM

The group did introductions.

## 2. Constitution/Articles of Incorporation Ballot Initiative

- a. Outcome of Membership Ballot on Process of Amending Articles. The vote of the membership was 14 votes in favor and 4 opposed. This now gives the Executive Board the authority to make amendments to the Articles of Incorporation. Bob read two statements from voting members to explain their concerns over this

47 initiative. One asked for more advance notice of this type of vote. Another  
48 expressed concerns that it would be easy to reach out to the full membership so  
49 this power was unnecessary. After reviewing the results of the ballot, Cindy  
50 turned over the discussion to Ralph Zimmer. Ralph began by saying that the vote  
51 does not preclude the Board reaching out the full membership for votes on future  
52 changes.

53  
54 The balloting was completed on 1/8/2015. The measure voted on was as follows:  
55

The Association of Transportation Safety Information Professionals (ATSIP) is a corporation governed by its Articles of Incorporation and its Constitution. Presently any change or amendment to those Articles requires a vote of the total membership of the Association. Consistent with applicable State law, the Board of Directors of the Corporation (also known as the Executive Board and hereafter referred to as "the Board") is proposing that a super-majority of the Board also be allowed to make amendments to the Articles. The Board would have that option if the general membership were to approve the following policy statement:

Amendments to the Articles of Incorporation may be adopted by two-thirds majority vote of the total voting membership of the Board. Any vote of the Board taken at a meeting shall be appropriately announced in advance of the meeting.

56  
57  
58 b. Consideration of Approving Certain Previously Discussed Amendments to the  
59 Articles of Incorporation.

60 Ralph reviewed the historical development of the Articles of Incorporation. He  
61 reminded the Board that at its September 2014 teleconference they expressed  
62 support for a revised document incorporating the following changes:

- 63 - Changes to address typographical errors.  
64 - Added titles to each section. Also added a date to each version of the  
65 Articles of Incorporation.  
66 - Moved some content between articles to improve consistency and  
67 relevance to the section headings.  
68 - Revisions to align more closely with our Constitution.

69 At that September Board meeting, the Board approved submitting the proposed  
70 amendments to a vote of the entire membership. However, for logistical reasons,  
71 that vote was intentionally delayed. In the interim, Jim Davis discovered that the  
72 law of the State of Minnesota (in which ATSIP is incorporated) would allow the

73 Board itself to amend the Articles if the membership would first give the Board  
74 that authority. Therefore, the membership was asked to grant that authority and,  
75 as reported above, gave that authority to the Board in a ballot concluded on  
76 January 8. Based on that authority, the September draft of the Articles was  
77 further revised to have Article XIII (the Amendment Article) reflect the authority  
78 just granted by the membership and also to provide some additional requirements  
79 for any amendments made by the entire membership (instead of by the  
80 Board). This draft document was dated January 9, 2015 and both electronic and  
81 hard copies of that draft were distributed to Board members prior to this meeting.

82 The January 9<sup>th</sup> version of the Articles of Incorporation is appended to these  
83 minutes and incorporates all of the above changes (September's changes plus the  
84 new language giving the Executive Board the power to amend the Articles.  
85

86 For us to pass an amendment to the Articles of Incorporation, we will need 10  
87 affirmative votes to reach the require 2/3 majority of the total Board membership.  
88

89 **MOTION:**

90 **Tim Kerns moved that we amend our current Articles of Incorporation by**  
91 **total substitution replacing the existing Articles with the January 9 Articles.**

92 **Bob Rasmussen seconded.**

93 **Motion passed by a vote of 11 to 0 (10 votes required to pass).**  
94

95 **MOTION:**

96 **Bob Scopatz moved that we formally commend Jim Davis for his work in**  
97 **amending the Articles of Incorporation.**

98 **Tim Kerns seconded.**

99 **Motion Passed**

100 c. Consideration of Amending Constitution

101 Ralph Zimmer said that we are now back in a situation where we have two  
102 governing documents: The Articles of Incorporation and the ATSIP Constitution.  
103 We have some remaining disagreements between our Constitution and Minnesota  
104 State law with respect to proxy voting. Our Constitution specifically precludes the  
105 use of proxies in meetings of the entire membership while State law specifically  
106 allows them. We should amend our Constitution.  
107

108 There are other relatively minor differences or issues that need to be addressed:  
109 Membership and Outreach is described as one committee in the Constitution, but  
110 they currently operate as two separate committees. We could amend the  
111 Constitution to give the Executive Board the flexibility to divide or combine the  
112 two activities as it might from time to time desire.  
113

114 Ralph also said that the participation of members of the Executive Board is  
115 crucial now that we know State law precludes the use of proxies at Board  
116 meetings. Currently our Constitution requires that eight members be present at  
117 Board meetings in order to have a quorum. By amending the Constitution, we  
118 have the option of reducing the number of members required to reach a quorum

119 down to as little as 1/3 (5 people). Ralph said we could go to 40% to require 6  
120 people.

121  
122 Bob Scopatz asked if there is language in the Constitution to allow us to kick a  
123 member off of the Board. Bob Rasmussen and Dick Paddock said that there was  
124 some language in the By Laws or previously in the Constitution. Jim and Ralph  
125 were charged to research this issue and advise the Board as soon as practical.  
126

127 A copy of the newly adopted 01/09/2015 Articles of Incorporation are appended to these  
128 minutes.

129  
130 Cindy Burch announced that proxy votes are no longer allowed in agreement with  
131 Minnesota State law.

132

133 3. Approval of Minutes from November 19<sup>th</sup>, 2014 Executive Board Meeting

134

135 **MOTION**

136 **Bob Rasmussen moved to accept the minutes of the November 19<sup>th</sup>, 2014 Executive**  
137 **Board Meeting**

138 **Kathleen Haney seconded.**

139 **MOTION APPROVED**

140

141 4. Brief History of ATSIP

142 Dick Paddock said that as the Traffic Records Committee of the National Safety Council,  
143 we were a subcommittee of the Transportation Committee. We operated under a  
144 cooperative agreement between NHTSA and NSC to provide money from NHTSA,  
145 FHWA, and FMCSA to NSC, including operating the Traffic Records Committee and  
146 putting on the Traffic Records Forum. NSC did a review of the cooperative agreement  
147 and noticed that our members were not paying for membership of the NSC (which would  
148 require an additional \$150 per person). NSC had 1.5 FTE devoted to working under the  
149 cooperative agreement. TSASS, in the mid-1990s, wrote the scope of work for the  
150 support and included a series of tasks in addition to support for the staffing and the  
151 Traffic Records Forum.

152

153 The DOT|TRCC looked at the contract and decided that it was costing too much. This  
154 helped NSC to make the decision that it would not be able to continue to support the  
155 Traffic Records Committee activity.

156

157 Bob Rasmussen said that the Board decided in 2001-2 to prepare for the eventual split off  
158 from NSC. The Board started making decisions on whether or not to move forward, set  
159 up a stand-alone organization. NSC gave us \$30,000 they claimed was left in the  
160 operating account. To stand up the organization, we got a great deal of help from TSASS  
161 and from Louisiana (who put on the Forum without much help from the nascent ATSIP).  
162 Dan Magri said that Louisiana handled the registration and logistics. At the end of the  
163 Forum, Louisiana provided a check to ATSIP of around \$60,000 based on the amount of

164 money collected in excess of the costs incurred. Bob ended by making the point that this  
165 is all due to the efforts of volunteers working on the Board. The Board members need to  
166 be active and fulfill their obligations.  
167

168 5. 1<sup>st</sup> Vice President's Report: Tim Kerns  
169 Tim Kerns said that his other issues are on the agenda for later.  
170

171 6. Treasurer's Report: Bob Rasmussen  
172

173 Bob Rasmussen presented the financial reports for November, 2014 and December 2014.  
174 A copy of the reports is appended to the members' copy of these minutes. Bob reported  
175 that total funds are up a little bit from this time last year.  
176

177 **MOTION:**

178 **Nils King moved to accept the November 30 and December 31 Treasurer's Reports.**

179 **Bob Scopatz seconded**

180 **MOTION Approved**

181 7. IT Support  
182

183 Bob Rasmussen reported that at our November 19<sup>th</sup>, 2014 Executive Board meeting we  
184 approved an increase of \$15,000 through the end of the calendar year. To make things  
185 easier for scheduling, Bob asked if we can change this (and all future contracts) to end on  
186 January 31 of each year so that we have the ability to vote on the next contract at our  
187 annual meeting during TRB.  
188

189 **MOTION:**

190 **Bob Rasmussen moved to change the end date of the current contract as approved**  
191 **at the November 19<sup>th</sup> 2014 Executive Board meeting; and also change the end dates**  
192 **of all future contracts; to January 31 of the next calendar year.**

193 **Tim Kerns seconded.**

194 **Motion Approved**  
195

196 Tim Kerns passed out a copy of the TSASS proposal and asked Dick Paddock provide an  
197 update and present the proposal for 2015-2016. Tim further stated that the ATSIP  
198 technical committee has reviewed the proposal.

199 a. Update

200 Dick passed around the web analytics for the ATSIP.org and  
201 TrafficRecordsForum.org web sites. Dick also reported that Kellee Fillinger has  
202 been assigned to support ATSIP. The initial estimates of how much of her time  
203 would be needed were a little short. She has been spending about ½ time on  
204 ATSIP duties and that is reflected in both the bridge contract voted on in  
205 November, and the new proposal.

206 b. Proposal for 2015-2016

207 The administrative support hours have been increased. Time for significant

208 changes to the Forum Registration site are also included. The proposal includes a  
209 number of “job jar” items for the websites as well as support for other planned  
210 activities. Kellee’s job now includes doing the email broadcasts, answering  
211 questions for members and users. Richard Jones is no longer with TSASS, but his  
212 brother Lloyd Jones is doing the programming for Forum and membership  
213 support. One new feature allows ATSIP to approve Forum presentations and send  
214 a token to the author to allow them to upload that to the Forum website.

215  
216 We had a brief discussion of social media use. TRB is working purposefully to  
217 use social media, and encouraging committees to use Twitter and other resources  
218 to keep providing content throughout the year. ATSIP has a LinkedIn presence  
219 and we can use that.

220  
221 **MOTION:**

222 **Allen Parrish moved that we accept the proposal for the base contract as**  
223 **presented as a one-year contract with a second option year available.**

224 **Kathleen Haney seconded.**

225 **Motion approved.**  
226

227 8. Liaison Reports:

228 FMCSA: FHWA: NHTSA: TRB: GHSA:

229  
230 NHTSA: Luke Johnson reported that NHTSA has a new Administrator (Mark Rosekind formerly  
231 of NTSB). The 2013 data have been released—there has been a small decrease in fatalities. Luke  
232 is 90% certain that the NHTSA is going to approve the two forums in close succession (CA and  
233 MD). The Maryland forum will end the current grant cycle. The DOT|TRCC is looking at setting  
234 up the next contract.

235  
236 Projects: MMUCC mapping is progressing. EDTA mapping is moving forward. Assessments for  
237 2016 are lined up—about 2/3 through the process. It’s looking good. The program for 2017 is  
238 almost committed. At the end of this cycle they will look at refining the Advisory – starting in  
239 about 10 months. Recruitment is a priority—they are always looking for new assessors,  
240 particularly in adjudication and injury surveillance.

241  
242 The State TRCC Noteworthy Practices is underway. Working to finalize the list of Case Studies.

243  
244 ICD-10 / AIS – it looks like AAAM will be leading that effort. NHTSA will be working to make  
245 sure the tool is affordable.

246  
247 Still working on NIEM data governance. The DOT|TRCC is working on this as well.

248  
249 CDIPs and GO Teams—contracts are in process—contracts are about to be awarded/started.  
250 CDIP will go through revisions during the coming year then there will be a pilot. GO Teams  
251 contract will be awarded soon. The ability to deliver GO Teams in years where there are large  
252 numbers of assessments is severely diminished. That may cause delays of about a year depending  
253 on when the request comes in from the State. There are other years when they’ll be able to do  
254 many GO Teams simultaneously.  
255



256 FMCSA: Scott Valentine reported that FMCSA's acting administrator (and chief council)  
257 is still in place. They are working ATA and other groups of stakeholders to develop  
258 smoother relationships with FMCSA. Hours of Service will be subject to a new research  
259 project. FMCSA is sponsoring its annual ART sessions at TRB again this year. FMCSA  
260 will be holding an IT systems training through CVSA in St. Louis. Grants calendar—all  
261 FY2015 applications are all in. Trying to get the money awarded earlier in the annual  
262 cycle.

263  
264 FHWA: Bob Pollack reported on a list of programs under the Roadway Safety Data  
265 Program – copies are available at the FHWA booth in the exhibit hall. There are two  
266 rulemakings in process—still pending. Two programs to highlight: Every Day Counts  
267 3—incorporates data driven decision making. There is some technical support for safety  
268 analysis—deadline for applications is the end of January. Other programs: Technical  
269 Assistance under RDIP continues. Many states have had or have scheduled an RDIP. The  
270 Roadway Data Extraction Project helps states increase or improve their roadway  
271 inventory datasets. It's a follow-on to MIRE-MIS. It's in pilot now ready for distribution  
272 by this summer. There's also a Data and Analysis Technical Assistance Program that  
273 provides technical experts to give a State customized assistance based on the State's  
274 request. They are in the process of reassessing MIRE. The current version came out in  
275 2010, so it is due for an update on a five year cycle. They'll look at consistency with  
276 other FHWA datasets, followed by vetting sessions with stakeholders starting in the next  
277 two months, and ending with a taking that input to create the next version of MIRE. Bob  
278 will make sure ATSIP knows about the dates of teleconference vetting sessions.

279  
280 Dick Paddock said that TSASS is working as a sub on an FHWA contract to examine the  
281 impact on States adjusting the definition of injury severity. TSASS will be reaching out  
282 to states and non-reporting local agencies to explore the costs and barriers to  
283 implementing the standardized definition of an injury crash.

284  
285 TRB: Cindy thanked Bernardo Kleiner for helping with getting us a room for our annual  
286 meeting. He reported that attendance will be roughly 12,000 people this year. Bernardo  
287 welcomed us to the new venue: Meetings are scheduled to be in the Marriott and  
288 conference sessions are in the Convention Center. TRB has a new executive director  
289 (Neil Peterson). He has a strong research-to-practice perspective. There's a new  
290 subcommittee on Motorcycle data.

291

## 292 9. Committee Reports:

293

294 Membership (Bob Rasmussen):  
295 Bob Rasmussen reported that there are no new member applications since the last  
296 meeting.

297

298 Outreach (Hadi Shirazi/Tim Kerns)  
299 No report at this time. Tim Kerns reported that he has gotten some expressions of interest  
300 from the motor carrier group. He also said that we have discussed having a booth at some

301 conferences. If we could take advantage of some of the lower cost conferences that might  
302 be helpful. He will bring this up at a future meeting.  
303

304 10. 2<sup>nd</sup> Vice President's Report: Allen Parrish

305 Rhonda Stricklin passed out some materials about the 2015 Forum. Allen Parrish  
306 reported that the theme will be on advanced vehicle technologies (Drive Toward the  
307 Future: Traffic Safety Information Systems and the Impact of Advanced Vehicle  
308 Technologies).  
309

310 The group expressed appreciation and admiration for the logos and branding—something  
311 that we have not had much experience or success with in the past.  
312

313 The group discussed the timing and logistics of setting up sessions and holding on to  
314 some sessions for the Federal partners.  
315

316 **MOTION:**

317 **Tim Kerns proposed that we approve \$2500 for up to three people to conduct a site**  
318 **visit to Costa Mesa.**

319 **Nils King seconded**

320 **Motion Approved**  
321

322 Dick Paddock said that he has a lot of changes to make to the website and in particularly  
323 there needs to a fresh start and a different fee schedule than what was used last year for  
324 the Forum. Cindy suggested taking those issues to the Forum committee first and then  
325 bringing the issue before the Executive Board. Last year there were 30 different  
326 possibilities for fees because the various discounts. It resulted in a lot of manual  
327 adjustments and refunds. Dick would like to present an alternative way to approach it.  
328 The issue was tabled to the February meeting. Before that meeting, Cindy and Dick will  
329 work together to pull together a description of the fee structure from 2014.  
330

331 11. Presentation and discussion of 2015 ATSIP Budget

332 Deferred to the February Executive Board Meeting  
333

334 12. Old Business

335 a. ANSI D16.1: Dave Bozak reported that NSC is interested in cooperating with  
336 ATSIP, but not taking an active role in sponsoring the standard. They are fine  
337 with ATSIP taking it over.  
338

339 b. SME List: There have been no changes in the SME list in the last month. Dave  
340 wasn't sure if another survey would be useful. There are a few who have been out  
341 of Traffic Records long enough to not be aware of the changed Assessment  
342 process.  
343

344 Cindy asked if ATSIP is trading on NHTSA's initiatives if we keep a list of  
345 SMEs and areas of competence. She asked Luke Johnson about the issue and the



346 lines of demarcation. He said that if ATSIP wants that information for their own  
347 use, that's fine. If it's being done solely to provide the list to NHTSA, we should  
348 stop. It would be viewed as a product or service that should only be done under  
349 contract—as there is no contract for us to do that, we should not do it for that  
350 purpose.

351  
352 Cindy asked if ATSIP should have this information for its own use and the benefit  
353 of members. If we decide to go that route, what would it take? Bob Scopatz said  
354 that it is a large enough labor that it will not get done by volunteer effort alone.  
355 Dick Paddock said that Kellee has some time that could be devoted to this, but  
356 there are aspects to this beyond what she could do from the clerical/administrative  
357 perspective. If this is supposed to support a professional certification (or similar)  
358 that is a task that requires a level of expertise and a standardized process that we  
359 can't manage with existing resources. The group consensus seemed to point  
360 toward basically turning this effort into a member directory with information on  
361 the individual's experiences and capabilities. We will change the name to  
362 "member qualifications."  
363

364 13. New Business:

365 a. 2017 Traffic Records Forum:

366 Tim Kerns is working with Cory Hutchinson to identify possible locations for the  
367 TR Forum in 2017. There are good locations and rates in New Orleans and Baton  
368 Rouge. Dan Briscoe is holding quotes until next week. Tim is recommending the  
369 Hilton New Orleans will meet the government per diem. The food and beverage  
370 price looks very reasonable.

371  
372 **MOTION:**

373 **Bob Scopatz moved that we give Helms Briscoe the go-ahead to pursue a**  
374 **contract with the Hilton New Orleans Riverside for the August 6-9, 2017**  
375 **dates meeting the government per diem rate.**

376 **Nils King seconded.**

377 **Motion Approved**  
378

379 b. Board vacancy/nomination/approval  
380

381 **MOTION:**

382 **Tim Kerns moved to fill the current vacancy with Joe McCarthy (Colorado)**

383 **Bob Scopatz seconded**

384 **Motion approved.**

385 This vacancy was created by the resignation of Joanna Reed from Executive  
386 Board. Joe's term will last until the end of this year at which point he will be  
387 eligible for regulation nomination and election to one of the classes of At-Large  
388 board members.

389 c. Dues Policy (group rates)

390 Tabled until February's Executive Board meeting

- 391
- 392 d. Committee assignments (Forum, Best Practices, IT, Membership, Professional
- 393 Certification, Outreach, Policy/Position/Resolution, Distinguished Achievement
- 394 Award, Strategic Plan, Data Quality)
- 395
- 396 Cindy announced / discussed the following committee assignments.
- 397 Forum: Allen Parrish
- 398 Best Practices: Cory Hutchinson
- 399 IT: Tim Kerns
- 400 Membership: Bob Rasmussen
- 401 Professional Certification: On hiatus
- 402 Outreach: Hadi Shirazi and Tim Kerns
- 403 Policy/Position/Resolution: On hiatus indefinitely
- 404 ATSIP Awards: Bob Scopatz (for Distinguished Achievement); Ralph Zimmer to
- 405 do the Scott Falb award
- 406 Strategic Plan: Cindy Burch
- 407 Data Quality: To remain on hiatus
- 408
- 409

410 **14: Next meeting February 18<sup>th</sup>, 2015 (Teleconference Call)**

411

412 14. Adjourn

413 **MOTION:**

414 **Nils King moved to adjourn**

415 **Bob Rasmussen seconded**

416 **Motion approved**

417

418 Cindy Burch adjourned the meeting at 2:54 PM Eastern time.

419

420 Submitted as Draft for Review by Robert A. Scopatz, Secretary on 01/10/2015.

421 Submitted as Draft for Approval by Robert A. Scopatz, Secretary on 2/8/2105.

422 Approved as amended by a vote of the Executive Board on 2/18/2015.

423

424

425

426



25 for educational and scientific purposes pursuant to applicable  
26 provisions of sections 501(a) and (c) of the Internal Revenue  
27 Code of 1986, as amended, and to promote the common interest of  
28 organizations and governmental agencies in programs and  
29 activities related to traffic record systems and to promote  
30 knowledge and skill in the development of transportation safety  
31 information systems and for other related purposes.

32

33 The Corporation's purposes are further defined as follows:

34

35 a. To do everything necessary, proper, advisable and convenient  
36 for the accomplishment of the purposes hereinabove set forth,  
37 and to do all other things incidental thereto or connected  
38 therewith, which are not forbidden by the laws under which this  
39 Corporation is organized, by other laws, or by these Articles of  
40 Incorporation.

41

42 b. To carry out the purposes hereinabove set forth in any state,  
43 territory, district or possession of the United States, or in  
44 any foreign country, to the extent that such purposes are not  
45 forbidden by the laws thereof; and, in the case of any state,  
46 territory, district or possession of the United States, or any  
47 foreign country, in which one or more of such purposes are  
48 forbidden by law, to limit, in any certificate for application

49 to do business, the purpose or purposes which the Corporation  
50 proposes to carry on therein to such as are not forbidden by the  
51 law thereof.

52

53

## ARTICLE V - POWERS

54

55 This Corporation shall have all the powers granted to nonprofit  
56 corporations organized pursuant to said Chapter 317A of the  
57 Minnesota Statutes. In furtherance, and not in limitation, of  
58 the powers conferred by the laws of the State of Minnesota upon  
59 nonprofit corporations organized for the foregoing purposes, the  
60 Corporation shall have the power:

61

62 a. To issue obligations of the Corporation, to guaranty  
63 obligations of others and to contract indebtedness without limit  
64 as to amount for any of the objectives and purposes of the  
65 Corporation, and to secure the same by mortgage or lien, on any  
66 or all of the real or personal property, or both, of the  
67 Corporation.

68

69 b. When and as authorized by the vote of not less than a  
70 majority of the Board of Directors entitled to vote, at a  
71 meeting called for that purpose, or when authorized upon written  
72 consent of a majority of such Directors, to sell, lease,

73 exchange or otherwise dispose of all, or substantially all, of  
74 its property and assets, including its good will, upon such  
75 terms and for such considerations, which may be money, shares,  
76 bonds, other instruments for the payment of money or other  
77 property, as the Board of Directors deems expedient.

78

79 c. To acquire, hold, lease, encumber, convey, or otherwise  
80 dispose of, either alone or in conjunction with others, real and  
81 personal property within or without the state; and to take real  
82 and personal property by will or gift.

83

84 d. To acquire, hold take over as a going concern and thereafter  
85 to carry on, mortgage, sell or otherwise dispose of, either  
86 alone or in conjunction with others, the rights, property and  
87 business of any person, entity, partnership, association or  
88 corporation heretofore or hereafter engaged in any nonprofit  
89 business, the purpose of which is similar to the purposes set  
90 forth in Article IV of these Articles of Incorporation.

91

92 e. To enter into any lawful arrangement or cooperative  
93 association with any corporation, association, partnership,  
94 individual, or other legal entity, for the carrying on of any  
95 nonprofit business, the purpose of which is similar to the  
96 purposes set forth in Article IV of these Articles of

97 Incorporation, and, insofar as it is lawful, to enter into any  
98 general or limited partnership, the purpose of which is similar  
99 to such purposes.

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101

**ARTICLE VI - CONSOLIDATION/MERGER**

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An agreement for consolidation or merger with one or more  
foreign or domestic nonprofit corporations may be authorized by  
vote of not less than a majority of the members.

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**ARTICLE VII - CORPORATE LOCATION**

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The location and post office address of the registered office of  
this Corporation in the State of Minnesota is 1570 Eustis  
Street, #233, Lauderdale, MN 55108. The Board of Directors may  
change that location and address from time to time as expedient.

114

**ARTICLE VIII - MEMBERSHIP STRUCTURE**

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117

118

The Corporation shall have no capital stock and shall have  
members, each of which shall be entitled to vote.

119

**ARTICLE IX - RESTRICTIONS ON ACTIVITIES AND USE OF FUNDS**

120



121 Section 1. The Corporation shall not, incidentally or otherwise,  
122 afford or pay any pecuniary gain, dividends, or other pecuniary  
123 remuneration to its officers or directors as such, and no part  
124 of the net income or net earnings of the Corporation shall,  
125 directly or indirectly, be distributable to or otherwise inure  
126 to the benefit of any officer or other private person. The  
127 Corporation shall, however be authorized and empowered to pay  
128 reasonable compensation for services rendered and to make  
129 payments and distributions in furtherance of the purposes set  
130 forth in Article IV hereof.

131

132 Section 2. The Corporation shall not participate in, intervene  
133 in, or publish or distribute statements in any political  
134 campaign on behalf of or in opposition to any candidate for  
135 political office, nor shall it otherwise attempt to directly  
136 influence legislation.

137

138 Section 3. Notwithstanding any other provisions of these  
139 Articles of Incorporation, the Corporation shall not carry on  
140 any activities not permitted to be carried on by a corporation  
141 that is exempt from taxation under applicable provisions of  
142 Section 501(c) of the Internal Revenue Code of 1986, as amended.

143

144

145

146 Section 1. The officers and directors of the Corporation shall  
147 have no personal liability for corporate obligations.

148

149 Section 2. A Director of this Corporation shall not be  
150 personally liable to the Corporation for monetary damages for  
151 breach of fiduciary duty as a Director, except to the extent  
152 such exemption from liability or limitation thereof is not  
153 permitted under Chapter 317A of the  
154 Minnesota Statutes as the same exists or may hereafter be  
155 amended.

156

157 If Chapter 317A of the Minnesota Statutes hereafter is amended  
158 to authorize the further elimination or limitation of the  
159 liability of directors, then, in addition to the limitation on  
160 personal liability provided herein, the liability of a Director  
161 of the Corporation shall be limited to the fullest extent  
162 permitted by the amended Chapter 317A of the Minnesota Statutes.

163

164 Any repeal or modification of this Section 2 of Article X by the  
165 Directors of the Corporation shall be prospective only and shall  
166 not adversely affect any limitation on the personal liability of  
167 a Director of the Corporation existing at the time of such  
168 repeal or modification.

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**ARTICLE XI - GOVERNANCE**

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Section 1. The Association may adopt a Constitution which shall

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serve as the Bylaws of the Corporation. Each provision of such

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Constitution shall comply with relevant Minnesota corporate law

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and these Articles. The Members of the Association shall have

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authority to make, alter or repeal its Constitution. The

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Constitution shall state the requirements for proposing and

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adopting amendments to the Constitution. The Constitution may

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also specify classes of membership.

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181

Section 2. The business of the Corporation shall be managed by

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a Board of Directors (called the Executive Board), who shall be

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elected initially by the Incorporator and thereafter as

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specified in the Association's Constitution, if one exists, or

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otherwise as provided in Minnesota corporate law. Vacancies

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on the Board will be filled in a manner specified in the

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Association's Constitution, if one exists, or otherwise as

188

provided for in Minnesota corporate law.

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Section 3. The Board of Directors shall have all of the powers

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of the Corporation, subject to the provisions of the

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Association's Constitution, if one exists.

193  
194 Section 4. Any contract or other transaction between the  
195 Corporation and any corporation, association or firm of which  
196 one or more of its Directors are shareholders, members,  
197 directors, officers or employees, or in which they are  
198 interested, shall be valid for all purposes, notwithstanding the  
199 presence and participation of such Director or Directors at the  
200 meeting of the Board of Directors of the Corporation which acts  
201 upon or in reference to such contract or transmission, if the  
202 material facts surrounding the contract or transmission and of  
203 such interest shall be fully disclosed or known to the Board of  
204 Directors, and the Board of Directors shall, nevertheless,  
205 authorize, approve and ratify such contract or transaction in  
206 good faith by a vote of a majority of the Directors, but the  
207 interested Director or Directors shall not be counted in  
208 determining whether a quorum is present and shall not vote. This  
209 Section shall not be construed to invalidate any contract or  
210 transaction which would otherwise be valid under the laws  
211 applicable thereto.

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213

**ARTICLE XII - DISSOLUTION**

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215 The Corporation may be dissolved in accordance with the laws of  
216 the State of Minnesota. Upon dissolution of the Corporation, the

217 Board of Directors shall, after paying or making provision for  
218 the payment of all expenses and liabilities of the Corporation,  
219 distribute all remaining assets of the corporation to such  
220 organizations as shall at the time qualify under applicable  
221 provisions of Sections 501(a) and 501(c) of the Internal Revenue  
222 Code of 1986, as amended, and are engaged in activities similar  
223 to those of this Corporation. Alternatively, the Corporation may  
224 distribute such remaining assets to the federal government or to  
225 a state or local government for a public purpose.

226

227

**ARTICLE XIII - AMENDMENT**

228

229 These Articles of Incorporation may be amended in the manner  
230 prescribed by Section 317A.133 of the Minnesota Nonprofit  
231 Corporation Act, as amended. Amendments may be adopted either by  
232 a vote of the entire membership or (as authorized by a January  
233 8, 2015, ballot of the entire membership) by the Board. If by  
234 the total membership, then at least ten percent of the  
235 membership must cast yes/no/abstain votes and at least two-  
236 thirds of those voting either yes or no must vote for the  
237 amendment (i.e., abstentions are not counted in meeting the two-  
238 thirds requirement). If by the Board, appropriate advance  
239 notice of the vote shall be given all Board members and at least  
240 two-thirds of the total authorized voting membership (including  
241 vacancies and absentees) must vote for the amend