

**Articles of Incorporation
of
Minnesota Council of Teachers of English, Inc.
(A Minnesota Nonprofit Corporation)**

We, the undersigned, for the purpose of forming a Nonprofit Corporation under the terms of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, as amended, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation.

Article I.

The name of this organization shall be MINNESOTA COUNCIL OF TEACHERS OF ENGLISH, INC.

Article II.

The purpose of the Nonprofit Corporation shall be:

- a. to improve the quality of instruction in English language, in composition, and in literature in the State of Minnesota.
- b. to encourage research and experimentation in the teaching of English language, in composition, and in literature.
- c. to secure cooperation in establishing conditions that will render the efforts of teachers more effective.
- d. to sponsor publication of desirable articles, books, monographs, and reports of particular interest to Minnesota teachers of the English language, composition, and literature.
- e. to provide opportunity for study and discussion of problems which confront teachers of the English language, composition, and literature; to act as a clearinghouse by circulating information to teachers, librarians, administrators, and the general public.
- f. to integrate the efforts of all those who are concerned with the improvement of instruction in the English language, in composition, and in literature.
- g. to cooperate with the National Council of Teachers of English and other organizations in the furtherance of the above purposes.

Article III.

Said Nonprofit Corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article IV.

No part of the net 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 the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article V.

Membership in the Minnesota Council of Teachers of English, Inc. shall be open to those persons interested in the teaching of the English language, of composition, and of literature in Minnesota who have paid the annual dues set by the Executive Committee of the Council or who have been granted honorary life membership.

a. Active members shall be teachers or retired teachers of the English language, or composition, and of literature in Minnesota; librarians in Minnesota; administrators, supervisors, and consultants connected with the teaching of English language, composition, and literature in Minnesota.

b. Student members shall be those pre-service teachers who are interested in Minnesota Council of Teachers of English, and are presently enrolled in colleges and universities in Minnesota.

c. Institutional members shall be those institutions interested in the objectives of the Council.

Voting privileges and eligibility for election to office shall be limited to all active members.

The membership year of the Council shall run from October to October.

Article VI.

Amendments to these Articles of Incorporation may be made by a two-thirds majority at any regular meeting, provided that notice has been given at the previous meeting or by mail at least thirty days before amendments are voted upon.

Article VII.

The dissolution of the Minnesota Council of Teachers of English, Inc. shall be pronounced by the Executive Committee acting on a two-thirds majority of those voting in a mail vote of the active members of the Council.

Upon dissolution of the corporation, the Executive Committee shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. And such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII.

The members of this corporation shall not be personally liable in any manner whatsoever for the debts or obligations of this corporation.

Article IX.

The activities and affairs of this corporation shall be directed by the Advisory Board as provided in the By-Laws.

Article X.

The duration of this corporation's existence shall be perpetual.

Article XI.

The names and addresses of the incorporators are as follows:

NAME	ADDRESS
Gloria Anderson	North Junior High School Moorhead, Minnesota
Brother H. Raphael	St. Mary's College Winona, Minnesota
Anna Lee Stensland	University of Minnesota Duluth, Minnesota
Bruce Aunan	Duluth Central High School Duluth, Minnesota

Adopted April 20, 1968

Revised April 24, 1998