



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

ARTICLES OF INCORPORATION
OF A

GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate by an attorney or an incorporator)

HONORABLE JAMES C. KIRKPATRICK FILING FEE \$10.00
SECRETARY OF STATE
P.O. BOX 778
JEFFERSON CITY, MISSOURI 65102

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUN 11 1984

We, the undersigned,

(Not less than three)

Table with 7 columns: Type or Print Name, Number, Street, City, State, Zip. Rows include Bobby G. Wixson, Edward C. Bertnolli, and Eunice P. French.

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: Association of International Education Administrators
2. The period of duration of the corporation is: Perpetual
3. The address of its initial Registered Office in the State of Missouri is: International Programs, University of Missouri-Rolla, Rolla MO 65401
4. The first Board of Directors shall be three (3) in number, their names and addresses being as follows:

Table with 7 columns: Type or Print Name, Number, Street, City, State, Zip. Rows include Maxwell Epstein, Charles Klasek, and V.N. Bhatia.

- 5. The purpose or purposes for which the corporation is organized are:
- to establish an information exchange among international education administrators who have multi-sectional responsibilities on their campus;
- through discussion and interchange, to move toward unifying the voice of higher educational affairs, and
- to establish an information exchange among international education administrators who have multi-sectional responsibilities on their campus
- through example, case studies and publications to improve the efficiency and effectiveness of international educational administration within institutions of higher education in the United States.
- And all other legal powers permitted General Not for Profit Corporations

For further details on the organization and goals of AIEA, please see the attached Constitution and Bylaws.

Initial officers of the corporation are:

Joe W. Neal, President, University of Texas, Drawer A University Station, Austin, TX 78712-7206

Jack Van de Water, Vice-President, Oregon State University, Corvallis, OR 97331

Eunice P. French, Secretary-Treasurer, University of Missouri-Rolla Rolla, MO 65401

(NOTE: Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

<u>Eunice P. French</u>	}	Incorporators
<u>Bobby G. Wixson</u>		
<u>Edward C. Bertnolli</u>		

VERIFICATION

STATE OF MO }
County of Phillips } ss.

I, W. W. Aaron a Notary Public, do hereby certify that on the 5 day of June, 1984
Eunice P. French, Bobby G. Wixson,
Edward C. Bertnolli
Type or Print (Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

W. W. Aaron
(Notary Public)

NOTARIAL SEAL

My commission expires: 4-25-88

FILED AND CERTIFICATE OF INCORPORATION ISSUED

JUN 11 1984

Eunice P. French

[DRAFT FOR CONSIDERATION BY THE MEMBERSHIP, FALL 1983]

CONSTITUTION
OF
THE ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS

ARTICLE I: NAME

The name of this Association shall be ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS (AIEA).

ARTICLE II: PURPOSE

The AIEA is an association of professional individuals engaged in the administration of international education in institutions of higher education. The purposes of the Association are to establish and maintain an information exchange among international education administrators; to provide a unified voice on specific issues within international education on the state, regional and national levels; to improve through case studies and publications, the efficiency and effectiveness of international education administration within institutions of higher education; to promote and strengthen all aspects of international education administration, both of programs and services; and to cooperate in appropriate ways with other groups having similar interests.

ARTICLE III: MEMBERSHIP

The AIEA will include two types of membership: 1) Institutional Membership and 2) Associate Membership:

- A. Institutional membership in the AIEA is open to the person designated as the principal international education administrator of an institution of higher education. A principal international education administrator is defined as a person having primary administrative responsibility for at least four (4) of the international education areas listed in Section V. of the By-Laws, OR primary administrative responsibility for three (3) areas and secondary responsibility for at least two (2) others. That person may be identified by self-certification, or if necessary or appropriate within an individual institution, certification by the President or an Executive Officer of the institution. Persons designated as institutional members of AIEA carry full privileges of voting and office holding and

will be the recipient of institutional subscriptions to Association journals and publications.

- B. Other individuals representing educational institutions holding institutional membership in AIEA may participate in the meetings and activities of the AIEA as Associate Members of the Association. Institutions not holding institutional membership in AIEA may designate Associate members for a maximum of two years, after which time that institution must be represented by an institutional membership. Associate members are non-voting members of the Association and may not hold elected offices in the Association.

ARTICLE IV: MEETINGS

AIEA shall hold two general meetings a year, part of which will be devoted to the business of the AIEA. Other meetings may be called at the discretion of the Executive Committee. Procedures at all business meetings of the Association shall be according to Roberts Rules of Order Newly Revised.

ARTICLE V: OFFICERS, ELECTED AND APPOINTED

- A. The elected officers of the Association shall be a President, a Vice-President, and an Editor. The Vice-President shall succeed to the Presidency. The terms of the President and the Vice-President shall run from the close of the Fall semi-annual meeting until the close of the next Fall semi-annual meeting. The term of the Editor shall be for two years. Candidates for office must be institutional members in good standing.
- B. A Secretary-Treasurer of the Association will be appointed from the general membership of the Association by the Executive Committee and will serve a three year term. The Secretary-Treasurer may be re-appointed at the end of each term and shall be a non-voting member of the Executive Committee.
- C. The Executive Committee shall consist of the Immediate Past President, the President, the Vice-President, the Editor, the Secretary-Treasurer and elected members-at-large. Members-at-large shall be elected from the institutional membership on a rotational pattern of three year terms. The initial terms and rotational patterns will be established in the By-Laws of the Association. The number of members-at-large of the Executive Committee shall be determined by vote of the membership through amending the By-Laws of the Association. Local arrangements Chairpersons for the semi-annual meetings of the Association shall be appointed by the Executive Committee after determination of a site for these meetings and will be an ex-officio, non-voting member of the Executive Committee during their terms of service. The Executive

Committee shall direct the work of the Association according to the general policies determined by the membership and shall conduct the daily business of the Association and control its funds. The Executive Committee will meet at least once apart from the semi-annual Association meetings. A majority vote on all matters shall be considered binding for Executive Committee decisions. A quorum shall consist of a simple majority of the number of members of the Executive Committee.

D. Duties of the Officers:

1. The President shall preside at all business meetings of the Association and at all meetings of the Executive Committee. The President shall appoint such special and standing committees as the Executive Committee deems necessary to the efficient operation of the organization.
2. The Vice-President shall undertake such duties as the President shall delegate and shall be principally responsible for making all arrangements in connection with the programs to be held by the Association. In addition, this officer shall preside in the absence of the President and assist the President in the execution of business. The Vice-President shall succeed to the Presidency.
3. The Editor shall be responsible for all aspects of the publication of the Occasional Paper Series in International Education, the official journal of the AIEA.
4. The Secretary-Treasurer shall record the minutes of each official meeting of the Association, maintain all official documents and correspondence of the Association unless otherwise specified. The Secretary-Treasurer shall conduct and record all official business of the Association, including collecting dues, making all disbursements by check, maintaining proper financial records, having the books audited as specified by the Executive Committee, presenting written financial reports at all regular meetings, maintaining a register of all members.
5. Members-at-Large on the Executive Committee shall be responsible for helping to promote membership assuring broad representation and acting as resource persons for the Executive Officers.
6. The Immediate Past President shall serve as chairperson of a Membership Committee, and shall act as resource person for the Executive Committee.

- E. A vacancy in any office shall be filled by an appointment by the President with approval of the Executive Committee. If the office of the President becomes vacant, the Vice-President shall serve as President for the remainder of that term and will succeed to the Presidency for the following year. An individual who is appointed to fill a vacancy in the position of Vice-President may succeed to the

Presidency only upon majority approval of the voting membership of the Association.

ARTICLE VI: ELECTIONS

- A. A Nominating Committee consisting of institutional members of the Association shall be appointed by the Executive Committee from the membership. It shall be the function of this Committee to solicit nominations from the general membership and prepare a slate of candidates for the annual meeting of the Association. Additional candidates may be nominated from the floor at the Fall semi-annual meeting of the Association.
- B. The proposed slate of candidates shall be announced in writing to each paid-up institutional member of the Association prior to the Fall semi-annual meeting.
- C. Elections shall take place by secret ballot at the business meeting of the Fall semi-annual meeting of the Association. Ballots shall be collected from paid-up institutional members and counted by the Nominating Committee.
- D. A quorum consists of all paid-up institutional members present at the Fall semi-annual business meeting. A majority vote shall decide all elections.

ARTICLE VII: AMENDMENTS

Amendments to the Constitution and By-Laws must first be approved by a majority of the members of the Executive Committee or submitted to the President in a petition signed by at least 25 percent of paid-up institutional members.

Any proposed amendment shall be distributed in writing to all members prior to a vote on the amendment. To become effective, the proposed amendment must be ratified by a two-thirds majority vote of all paid-up institutional members or by a two-thirds majority vote of the quorum at the Fall semi-annual business meeting.

ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS
BY-LAWS TO THE CONSTITUTION

SECTION I. ANNUAL DUES

1. Membership shall be from January 1 to December 31.
2. The dues for members and affiliates shall be determined annually by the Executive Committee and will be due and payable prior to the last day of January.

SECTION II. AFFILIATES OF THE ASSOCIATION

1. The AIEA will accept applications for affiliation with the Association from organizations interested in international education administration. Applications from prospective Affiliates will be considered by the AIEA Membership Committee, which will notify applicants of acceptance or rejection of their applications.
2. Affiliates of the Association will receive all notices and publications of the Association and will be invited to attend and participate in a non-voting capacity in all meetings of the AIEA.

SECTION III. DISBURSEMENTS

1. All monies shall be disbursed by the President and/or the Secretary-Treasurer, with notification to the Executive Committee.

SECTION IV. EXECUTIVE COMMITTEE

1. Members of the Executive Committee shall be expected to attend all meetings. Failure of a member to attend any two consecutive meetings shall constitute an automatic resignation from the Committee. Vacancies shall be filled for the remainder of an elected term by a majority vote of the continuing Executive Committee members.
2. There shall be three members-at-large of the Executive Committee. Members-at-large elected at the Fall semi-annual meeting closest to the date of ratification of these By-Laws shall be elected to staggered terms as necessary to establish a rotational pattern in which approximately one third of the members-at-large will be elected

each year.

SECTION V. ADMINISTRATIVE AREAS

1. The areas of international education administration recognized by the AIEA are: 1) Area and International Studies, 2) Collaborating Science and Technology Programs, 3) Community Relations, 4) Education Abroad for U.S. Students and Faculty/Student Exchanges, 5) Foreign Language Instruction, 6) International Contracts, Grants, Development and Technical Assistance Programs, 7) International Student Advising and Program Administration, 8) International Student Admissions, 9) International Visitors, and 10) Special English Training.



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____

ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,

by virtue of the authority vested in me, do hereby certify and declare _____

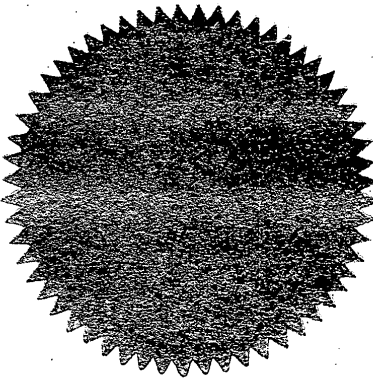
ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is _____

International Programs, Un. of Missouri-Rolla, Rolla 65401;

and that its period of existence is perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 11th day of June, 19 84



James C. Kirkpatrick
Secretary of State

RECEIVED OF: **ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS**

Ten and no/00-----Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. N00031362

James C. Kirkpatrick
Secretary of State