

Committee on Rights and Compensation

Articles of Incorporation

The members of the association called Committee on Rights and Compensation hereby restate our Articles of Incorporation.

Article 1: Name and Location

The name of the Corporation shall be Committee on Rights and Compensation. The primary address of the Corporation will be 748 10th St, Boulder, CO 80302.

Article 2: Term

The term for which the corporation shall exist shall be in perpetuity.

Article 3: Purpose

The corporation is organized to assemble graduate workers together for the common cause of improving research, education, and welfare at Colorado's universities. To that end, the organization is formed to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including but not limited to: (a) developing and advocating for university policies, legislation, regulations, and government programs, to improve work conditions at Colorado universities with special attention to graduate students and (b) conducting research and publicizing the positions of university administration and elected officials concerning these issues.

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered. The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under either section 501(c)(4) of the Internal Revenue Code. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Article 4: Powers

To effectuate this purpose and to carry out the functions designed to accomplish the purpose, the corporation shall have the following powers:

1. All those powers provided for nonprofit corporations by Colorado law.
2. To exercise any and all powers that may be conferred by law which may be necessary or appropriate to the purpose and functions mentioned.

Article 5. Stock and Membership

The Corporation shall not issue capital stock at any time but may issue membership certificates to one or more classes of members as may be determined from time to time by its Bylaws. Voting rights and privileges shall be granted as designated by the Bylaws.

Article 6: Board of Directors

The business of the corporation shall be managed and conducted by a Board of Directors. The number, terms of office, and manner of selection and powers, except as hereinafter provided and limited, are to be determined by the Bylaws of the Corporation.

Article 7: Liability

No Board of Directors member shall be liable except in the cases of:

1. Any breach in a director's duty of loyalty to the Corporation or its members.
2. Act of omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Acts in violation of Section C.R.S. 7-108-401.
4. Any other transaction for which the director derived an improper personal benefit.

Article 8: Powers of the Board of Directors

The Board of Directors shall have the following powers:

1. To make, amend, and repeal Bylaws of the Corporation, subject to ratification by a referendum procedure open to general membership as specified in the Bylaws.
2. To employ, or retain, on behalf of the Corporation, such persons in such capacities as it finds necessary to accomplish the purpose and function of the Corporation.
3. To exercise all the powers of the Corporation as set out in Article 4 hereof.
4. To perform all the functions established by Article 3 hereof in an effort to accomplish the purpose of the Corporation.
5. To establish and approve the budget for the ensuing year.
6. To approve or disapprove the applications for organization membership.
7. To terminate or provide in the Bylaws for the termination of the organization membership of any member for willful violation of the Code of Ethics or for any other reason which may from time to time be established in the Bylaws, and to provide in such Bylaws proper procedures therefore. The officers of the Corporation are authorized to execute all instruments and documents necessary and proper to carry out and implement the purposes and functions of the Corporation according to the powers, and pursuant to the procedure, established by the Bylaws.

Article 9: Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of sections 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 10: Amendments

These Articles of Incorporation, as permitted by the laws of the State of Colorado, may be amended at any time, and in any respect, except as expressly restricted or forbidden herein, by ratification of not less than two thirds of votes submitted by general membership according to a referendum procedure specified in the Bylaws. The Board of Directors may amend the bylaws without general membership approval at any time to update contact information only.

These Articles of Incorporation and Bylaws substantially borrow from those of Picklebric, Boulder Food Rescue, the American Council of Engineering Companies of Colorado, and Bolder Advocacy.